FORM 27

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT
(BRITISH COLUMBIA)

1. Reporting Issuer

MEGASTAR Development Corp.
Unit #5, 9110 Glover Road
Fort Langley, BC
V1M 2S2

Telephone: (604) 888-0786
Facsimile: (604) 888-3268

2. Date of Material Change

February 14, 2001

3. Press Release

February 14, 2001, through the facilities of the Market News Publishing, and Vancouver Stockwatch

4. Summary of Material Change

The Company announces a brokered private placement of 2,500,000 units at a price of $0.13 per unit.

5. Full Description of Material Change

See attached Schedule "A"

6. Confidential Report

N/A

7. Omitted Information

N/A

8. Senior Officers

Peter Haladin, Director
(604) 888-0786

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 21st day of February, 2001.

"Peter Haladin"

PETER HALADIN,
Director

MEGASTAR DEVELOPMENT CORP.

(the "Company")

#5 – 9110 Glover Road
Fort Langley, BC V1M 2S2
Telephone: (604) 888 0786
Facsimile: (604) 888 3268

FOR IMMEDIATE RELEASE February 15, 2001

CORRECTING NEWS RELEASE

The Company issues this News Release in clarification of certain matters previously announced.

In its previous News Releases, the Company announced that the Company has arranged a brokered private placement of up to 2,500,000 units at $0.13 per unit for total proceeds of $325,000. Each unit will be comprised of one common share in the capital stock of the Company and one non-transferable share purchase warrant. Each share purchase warrant entitles the holder to acquire a further common share of the Company for a one year period at a price of $0.20 per share.

Canaccord Capital Corporation is acting as agent in the brokered transaction and will receive as consideration a commission of 10% of the gross proceeds and agent's warrants equivalent to 10% of that number of units sold under the brokered offering. Each agent's warrant will have the same terms as the offering warrants.

Proceeds of the private placement will be used to acquire an interest in mining properties yet to be located. The transaction is subject to applicable regulatory approvals.

ON BEHALF OF THE BOARD OF DIRECTORS

"Peter Haladin"

DIRECTOR

The Canadian Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the contents herein.