

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1 Name and Address of Company:

Northern Spirit Resources Inc.
#200, 604 First Street SW
Calgary, Alberta T2P 1M7

ITEM 2 Date of Material Change:

November 4, 2009

ITEM 3 News Release:

A news release was distributed via MarketWire and filed via SEDAR on November 4, 2009.

ITEM 4 Summary of Material Change:

Northern Spirit Resources Inc. (the "Corporation") symbol "NS" on the TSX Venture Exchange, announced that the Corporation has agreed to acquire a 50% working interest in the Pekisko zone of the Innisfail Bowden well NCEL Innis 4-26-34-1 W5 from 1250900 Alberta Ltd., a non-arm's length private company for the consideration of settlement of the outstanding debt ("Debt") owing by 1250900 to the Corporation in the amount of \$611,000. The proposed transaction is subject to TSX Venture Exchange approval and approval by the shareholders of the Corporation at the November 10, 2009 Annual and Special meeting which vote will exclude the shares owned by Messrs. Tanner and Boyd and Ronald S. Maurice, directors of both companies. Further details are contained in the attached news release.

ITEM 5 Full Description of Material Change:

Please see attached Press Release.

ITEM 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:

Not Applicable.

ITEM 7 Omitted Information:

Not Applicable.

ITEM 8 Executive Officer:

Further information relating to this Material Change Report may be obtained from:

Jim Tanner, President
Tel: (403) 701-2200
Fax: (403) 777-9199
Email: Jim_tanne@hotmail.com

ITEM 9 Date of Report:

DATED November 4, 2009

NORTHERN SPIRIT RESOURCES INC.

Announces Proposed Acquisition of Innisfail/ Bowden Pekisko Interest

November 4, 2009 Symbol: TSX-V: NS

Calgary, Alberta – James N. Tanner, President of Northern Spirit Resources Inc. (the "Corporation"), announces that, subject to TSX Venture Exchange and shareholder approval, the Corporation has agreed to acquire a 50% working interest in the Pekisko zone of the Innisfail Bowden well (the "Bowden well") NCEL Innis 4-26-34-1 W5 (the "Pekisko Interest") from 1250900 Alberta Ltd. ("1250900") for the consideration of settlement of the outstanding debt ("Debt") owing by 1250900 to the Corporation in the amount of \$611,000. 1250900 entered into a Farm-in Agreement with the Corporation dated October 31, 2008 where 1250900 would earn the Pekisko Interest by paying 85% of the drilling costs. After commencement of operations, 1250900 indicated that it could not fund its share and the Corporation, which was the operator with a 50% working interest in the subject well, continued drilling and advanced 1250900's drilling costs of the well. The parties entered into a Loan Agreement dated January 30, 2009 to recognize the Debt and secured the Pekisko Interest. 1250900 presently does not have the funds to pay the Loan Agreement amount owing to the Corporation or to pay its share of testing and completion costs. The Corporation accordingly has agreed to receive the Pekisko Interest in consideration of settlement of the Debt and will own a 100% working interest in the Pekisko zone subject to a 10% over-riding royalty to a non-related third party; at payout the royalty interest can be converted to a 50% working interest at the royalty interest holder's option. The Corporation also owns a 50% working interest in two sections contiguous to the subject lands. The Corporation intends to conduct a production test on this zone and is designing a pipeline to tie the well into an independent party battery site.

James N. Tanner and Richard F. Boyd, directors and officers of the Corporation, are management and directors of 1250900 and Ronald S. Maurice is a director of the Corporation and 1250900; accordingly, the Corporation and 1250900 are non-arm's length pursuant to the rules of the TSX Venture Exchange and rules governing related party transactions. The Corporation's two independent directors, Frank M. Lowe and Lamont C. Tolley have approved the transaction.

The transaction is subject to TSX Venture Exchange approval and approval by the shareholders of the Corporation at the Annual and Special Meeting to be held on November 10, 2009; such vote will exclude the 3.5 million shares held by Messrs. Tanner, Boyd and Maurice.

The Corporation has filed a Form 4A "Price Reservation Form" to complete a non brokered private placement of 800,000 shares at \$0.25 each to raise \$200,000 to be used to test the Bowden well and tie-in costs.

For further information, please contact:

Jim Tanner, President

Telephone: 403-701-2200

Email: jim_tanner@hotmail.com

WARNING: the Corporation relies upon litigation protection for "forward looking" statements. The information in this release may contain forward-looking information under applicable securities laws. This forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking information. Factors that may cause actual results to vary material include, but are not limited to, inaccurate assumptions concerning the exploration for and development of mineral deposits, currency fluctuations, unanticipated operational or technical difficulties, changes in laws or regulations, the risks of obtaining necessary licenses and permits, changes in general economic conditions or conditions in the financial markets and the inability to raise additional financing. Readers are cautioned not to place undue reliance on this forward-looking information. The Corporation does not assume the obligation to revise or update this forward-looking information after the date of this release or to revise such information to reflect the occurrence of future unanticipated events, except as may be required under applicable securities laws.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

(Not for dissemination in the United States of America)