FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Name and Address of Company:

Northern Spirit Resources Inc.
#200, 604-4th Ave. SW
Calgary, Alberta T2P 1M7

ITEM 2 Date of Material Change:

December 22, 2009

ITEM 3 News Release:

A news release was distributed via MarketWire and filed via SEDAR on December 22, 2009

ITEM 4 Summary of Material Change:

Calgary, Alberta – On December 15, 2009 Northern Spirit Resources Inc. ("Northern Spirit" or the "Corporation"), announced it was making an exempt take-over bid (the "Offer") for all the Class "A" shares ("AlbertaCo Shares") and outstanding finders' Compensation Options ("AlbertaCo Options") of 1250900 Alberta Ltd. ("AlbertaCo") by the issuance of 0.61 of an Northern Spirit common share (an "NSI Share") and 0.43 of a Northern Spirit warrant (an "NSI Warrant") for each AlbertaCo Share, and one third of an NSI Warrant for each AlbertaCo Option, where each NSI Warrant entitles the holder thereof to purchase one NSI Share at a price of $0.26 each for a three-year period.

The completion of the Offer was subject to receipt of 90% of the AlbertaCo Shares, the usual condition that there will have been no adverse material changes in the affairs of AlbertaCo and the approval of the TSX Venture Exchange.

On December 22, 2009, the Corporation announced that it had taken up all the AlbertaCo Shares and the AlbertaCo Options and had issued 1,997,626 NSI Shares and 1,518,566 NSI Warrants, which expire on December 22, 2012. There was no requirement to utilize the previously announced compulsory acquisition provisions of s. 196 of the *Business Corporations Act* (Alberta). The NSI Warrants will not be posted for trading. There is no hold period on the NSI Shares. No brokerage or finders fees were paid in relation to the Offer.

AlbertaCo, which is now a wholly owned subsidiary of Northern Spirit, is a Calgary-based private company, was not a reporting issuer and had less than 50 shareholders; accordingly, the Offer was exempt under the take-over bid requirements of s. 4.3 of National Instrument 62-104 and specifically from the provisions of Part 2 thereof.

James N. Tanner and Richard F. Boyd, officers and directors of the Corporation were officers and directors of AlbertaCo; Ronald S. Maurice was a director of both companies; and each was a shareholder, but not a "control person" of AlbertaCo. Messrs. Tanner, Boyd and Maurice respectively owned 13.9%, 15.3% and 3.2% of the issued and outstanding shares of 1250900. On the closing of the Offer, Messrs. Tanner, Boyd and Maurice were respectively issued 277,303, 244,000, 64,813 NSI Shares and 195,476, 172,000 and 45,687 NSI Warrants. Messrs. Tanner, Boyd and Maurice now respectively own 1,777,303 (14.0%), 1,744,000 (13.7%) and 564,813 (4.4%) of the 12,720,754 issued and outstanding shares of Northern Spirit.

The Independent Committee of the Corporation, comprised of Lamont C. Tolley and Frank M. Lowe, approved the making of the Offer and Messrs. Tanner, Boyd and Maurice declared their respective interests and refrained from voting on the resolution approving the Offer.

AlbertaCo has a 16.4% working interest in 15 undeveloped sections of Crown oil and gas leases in the Gold Creek area of Alberta (the "Gold Creek Interest"), which were acquired by AlbertaCo at a Crown sale in 2008 at a price of approximately $900,000. The Independent Committee of the Northern Spirit board of directors had ordered an independent evaluation of the Gold Creek Interest from Independent Land Evaluations Inc. of Calgary, Alberta which has set the value of the entire approximately 16.4% interest of AlbertaCo at $1,065,217.

The business purpose of the acquisition was to increase Northern Spirit's oil and gas interests in the northern Alberta Peace River area. Management of Northern Spirit was familiar with the Gold Creek Interest and determined that it was of value to acquire. AlbertaCo was not in a position to pay the ongoing costs of participation. The Corporation had originally intended to acquire a 12% working interest in the Gold Creek Interest from AlbertaCo 1250900 for a consideration of $780,000, payable by the issuance of 2,000,000 shares of the Corporation at a deemed price of $350,000 ($0.175 each) and the assumption of $430,000 of debt owed by 1250900 to Messrs. Tanner and Boyd who had each lent 1250900 the principal amount of $200,000 on July 30, 2008, which, with interest, amounted to approximately $430,000. Such asset acquisition was presented to the Northern Spirit shareholders at the annual and special meeting held November 10, 2009 but was withdrawn when support for such resolution did not materialize. It was determined however, that the acquisition of the securities of AlbertaCo by way of the Offer, rather than an asset purchase and subsequent dividending thereof would be more tax effective for the AlbertaCo shareholders and was acceptable to the arm's length AlbertaCo shareholders. The ownership of the shares of AlbertaCo by way of the Offer would also be administratively more effective for Northern Spirit. Accordingly, the Offer was made with the support of the independent directors,.

The Corporation also announced on December 22, 2009 that it had closed the non-brokered private placement to non-related parties of 800,000 shares at $0.25 each to raise $200,000, which was referred to in the December 15, 2009 news release. Such shares have a hold period expiring on April 22, 2010.

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:

For further information, please contact:

James Tanner, President
Telephone: 403-701-2200
Email: jim_tanner@hotmail.com

ITEM 9 Date of Report: December 29, 2009

NORTHERN SPIRIT RESOURCES INC.

Announces Closing of Take-over Bid for 1250900 Alberta Inc.

December 22, 2009 Symbol: TSX-V:NS

Calgary, Alberta – James N. Tanner, President of Northern Spirit Resources Inc. ("Northern Spirit" or the "Corporation"), is pleased to announce that all the Class A shareholder and the holders of Compensation Options of 1250900 Alberta Ltd. ("AlbertaCo") have tendered their securities to the exempt take-over bid (the "Offer") referred to in the December 15, 2009 news release. The Corporation has taken up the securities and has issued 1,997,626 Northern Spirit common shares ("NSI Shares") and 1,518,566 warrants ("NSI Warrants") where one NSI Warrant entitles the holder thereof to purchase one NSI Share at a price of $0.26 each for a three-year period from December 21, 2009. The NSI Warrants will not be posted for trading. There is no hold period on the NSI Shares.

The Corporation also announces that it has closed the non-brokered private placement to non-related parties of 800,000 shares at $0.25 each to raise $200,000, which was referred to in the December 15, 2009 news release. Such shares have a hold period expiring on April 22, 2010.

For further information, please contact:
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