Form 51–102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Big North Capital Inc.
Suite 310 - 675 West Hastings Street
Vancouver, B.C. V6B 1N2

Item 2. Date of Material Change

October 25, 2010.

Item 3. News Release

News Release dated October 25, 2010 was filed on SEDAR and disseminated via Stockwatch on October 25, 2010.

Item 4. Summary of Material Change

Big North Capital Inc. ("**Big North**" or the "**Company**") announced the signing of a binding letter agreement dated October 22, 2010 with Nexxtep Resources Ltd., pursuant to which Big North may acquire all rights, title and interests in certain oil & gas properties located in the McTaggert area of Saskatchewan.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

Big North announced the signing of a binding letter agreement dated October 22, 2010 (the "**Agreement**") with Nexxtep Resources Ltd. (the "**Vendor**"), a private Alberta oil & gas company, pursuant to which Big North may acquire all rights, title and interests held by the Vendor in certain oil & gas properties located in the McTaggert area of Saskatchewan, as more particularly described below (such properties are collectively referred to as the "**Assets**")(the "**Proposed Transaction**").

The Company

Big North was incorporated under the provisions of the Business Corporations Act (British Columbia) on October 30, 2007 and is a capital pool company ("**CPC**") as defined in Policy 2.4 (the "**CPC Policy**") of the TSX Venture Exchange (the "**Exchange**"). Big North intends for the Proposed Transaction to constitute its Qualifying Transaction as such term is defined in the CPC Policy. The Proposed Transaction is an arm's length transaction and, therefore, will not be subject to shareholder approval. Upon completion of the Proposed

Transaction, Big North expects to be a Tier 2 Oil & Gas Issuer. The current directors of the Company are Andrew Rees, Xinlin Huang, Farshad Shirvani and Spiro Kletas.

The Vendor

Nexxtep Resources Ltd. is a private corporation amalgamated pursuant to the laws of Alberta in March, 2003, and holds operating licenses and oil and gas assets in Alberta and Saskatchewan. Mr. Richard Boyd and Mr. Daniel Krayzel, both of Calgary, Alberta, control indirectly all of the shares of the Vendor and are its sole directors and officers.

The Assets

The Assets consist of six and three-quarters sections of land located in Townships 9 and 10, Ranges 15 to 17 West of the 2nd Meriddian in the McTaggert area of the Province of Saskatchewan. The Vendor holds an undivided 60.708% working interest in one section and an undivided 100% working interest in the remaining five and three-quarters sections (approximately 4320 gross acres, 4068.53 net acres). There are two producing oil wells located on Section 6, as well as a salt water disposal well and a water source well. In addition, there is a production handling facility located on Section 6 in which the Vendor holds an undivided 60.708% working interest.

The Company intends to engage a firm for the purpose of preparing a reserves report related to the Assets in accordance with National Instrument 51-101 – Standards of Disclosure for Oil and Gas Activities ("**NI 51-101**"). That report will include a proposed work program and budget for the exploration and development of the Assets. It is anticipated that the Company will be able to cover the costs of this program with its existing resources and the funds obtained through a private placement, as more particularly described below, but should the actual amounts be greater than anticipated, the Company may need to obtain further financing.

Summary of the Proposed Qualifying Transaction

Pursuant to the Agreement, as consideration for the acquisition of the Assets, the Company has agreed to pay $2,750,000 and grant to the Vendor an 8% non-convertible gross-over-riding royalty (with no deductions). In order to preserve the opportunity to purchase the Assets, the Company has paid the Vendor a $25,000 non-refundable deposit, the sum of which, is payable towards the purchase price of the Assets.

As the Company and the Vendor are at arm's length, the Proposed Transaction is not expected to be a related party transaction. Accordingly, a valuation will not be required and the Qualifying Transaction will not be subject to approval by a majority of the minority of the shareholders of the Company. Sponsorship of a Qualifying Transaction of a capital pool company is required by the Exchange unless exempt in accordance with Exchange policies. The Company intends to apply for an exemption from sponsorship requirements, however there is no assurance that the Company will obtain this exemption. Big North also anticipates issuing shares to certain arm's length third parties as finder's fees payable in connection with the Proposed Transaction in accordance with Exchange policies.

A filing statement in respect of the Proposed Transaction will be prepared and filed in accordance with CPC Policy on SEDAR at www.sedar.com. A press release will be issued once the filing statement has been filed as required pursuant to Exchange policies.

The Proposed Transaction is subject to a number of conditions, including, but not limited to the following: negotiation and execution of a definitive agreement relating to the sale of the Assets; offering first refusal rights with respect to certain of the Assets to existing partners of the Vendor; the satisfaction of the initial listing requirements of the Exchange; Exchange approval of the Qualifying Transaction; a satisfactory due diligence review of the Assets by the Company; receipt of a report completed in accordance with NI 51-101; completion or waiver of sponsorship and the approval of the board of directors of Big North.

The shares of the Company will remain halted pending receipt by the Exchange of certain required materials from the Company. The Company will issue a further news release upon finalization and filing of the aforementioned NI 51-101 compliant report.

The Private Placement

In connection with the Proposed Transaction, Big North is also currently planning to complete a concurrent non-brokered private placement to raise gross aggregate proceeds of up to $3,500,000, the terms of which will be determined at a later date. The Company intends to use the proceeds of the private placement to fund the acquisition costs of the Proposed Transaction, to fund the work program as detailed in the NI 51-101 report and to fund the general working capital expenses of the resulting issuer. Big North will issue a subsequent news release once the Company has finalized its arrangements.

The Resulting Issuer

Following completion of the Qualifying Transaction the resulting issuers will operate the Assets and proceed to carry on business in the oil and gas sector. Big North's current management will continue as officers and directors of the Company upon completion of the Qualifying Transaction. Accordingly, the directors of the Company upon closing the Qualifying Transaction are expected to be Andrew Rees, Xinlin Huang, Farshad Shirvani and Spiro Kletas. Mr. Rees will continue to serve as President and Chief Executive Officer and Ms. Huang will continue to serve as Chief Financial Officer and Corporate Secretary. The following are brief descriptions of the current directors and officers that will, collectively, continue to bear management responsibility for Big North following completion of the Qualifying Transaction:

***Andrew Rees, President, Chief Executive Officer and Director* –** Andrew Rees has been a director of the Company since November 20, 2007, has been the President and Chief Executive Officer of the Company since May 14, 2010, and currently holds more than 10% of the voting common shares of the Company. Mr. Rees is presently the President and Chief Executive Officer of WellStar Energy Corp. (TSX-V: WSE) and also sits on the board of directors of several public companies in the oil & gas and mining sectors. Mr. Rees has a Bachelor of Commerce degree from Royal Roads University in Victoria, British Columbia.

***Xinlin Huang, Chief Financial Officer, Corporate Secretary and Director* –** Xinlin Huang has been the Chief Financial Officer and a director of the Company since January 9, 2008 and the

Corporate Secretary of the Company since January 15, 2009. Ms. Huang attended the CA School of Business and completed her articles in September, 2009. She has a degree in Accounting and Finance from Simon Fraser University and a Bachelor of English degree from Shanghai University of Science and Technology.

Farshad Shirvani, Direct**or –** Farshad Shirvani has been a director of the Company since May 17, 2010. Mr. Shirvani holds Bachelor of Science and Master of Science degrees in Geology from Shiraz University in Iran. He is a specialist in Geographic Information Systems (GIS) and Resource Modeling as applied to the mining and mineral resource exploration industries. Mr Shirvani has worked in Vancouver's resource and exploration industry since 1997 and is currently President of Terracad Geosciences Services Ltd. He sits on the board of Barkerville Gold Mines Ltd. (TSX-V: BGM) and several other junior mining exploration companies. He is in the process of becoming a member of the Association of Professional Engineers and Geoscientists of British Columbia (APEGBC).

***Spiro Kletas, Director* –** Spiro Kletas has been a director of the Company since June 8, 2010. Mr. Kletas has been involved in investment and banking industries for 8 years. Mr. Kletas has been focused in the junior mining sector for the last four years, primarily in corporate development and investor relations roles, specifically in the raising of capital and market awareness. Mr. Kletas spent two years working with a publically traded, mining finance company of early stage projects, where he was part of a team that raised over $100 million (most notably a $40 million raise for an Australian coal project and more recently, a $13.6 million financing of Barkerville Gold Mines Ltd.). Mr. Kletas brings extensive knowledge and experience in the finance of public companies. Mr. Kletas has a Bachelor of Arts degree from the University of British Columbia.

In addition to the foregoing Insiders, Big North also intends to appoint an additional director upon completion of the Qualifying Transaction. Big North will disseminate such information in a subsequent press release once the Company has finalized its arrangements.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51–102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Andrew Rees, President, Chief Executive Officer and Director.
Telephone: (604) 669-6463.

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 25th day of October, 2010.