51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Western Pacific Trust Company (the "Company")
606-700 West Pender Street
Vancouver, British Columbia V6C 1G8

Item 2 Date of Material Change

January 16, 2012

Item 3 News Release

The news release was disseminated on January 16, 2012 through Marketwire.

Item 4 Summary of Material Change

The Company announced that it has closed the first tranche of its private placement (the "Offering") of Series I Preferred Shares at a price of $10 per share, which was announced December 23, 2011. The first tranche closed with the placement of 17,500 Preferred Shares for total proceeds of $175,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

John de Wit , President and CEO Telephone: (604) 683-0455

Item 9 Date of Report

January 16, 2012

WESTERN PACIFIC TRUST COMPANY
NEWS RELEASE

NOT FOR DISSEMINATION IN THE UNITED STATES OR OVER THE UNITED STATES NEWSWIRE SERVICES.

January 16, 2012

Western Pacific Trust Company Announces
Closing 1st Tranche of Private Placement of Series I Preferred Shares

VANCOUVER, BRITISH COLUMBIA – Western Pacific Trust Company (TSX-V:WP) (the "Company" or “Western Pacific") announces that it has closed the first tranche of its private placement (the “Offering”) of Series I Preferred Shares (each, a “Share”) today. The Offering was announced on December 23, 2011 which news release contains the terms of the Offering and describes the special rights and restrictions attached to the Shares. In the first tranche, the Company issued 17.500 Shares for gross proceeds of $175,000.

The Company intends to use the proceeds of the Offering to fund corporate overhead and for general working capital purposes. All of the Shares issued pursuant to the first tranche of the Offering were issued to insiders of the Company. As the Series I Preferred Shares are non-voting and are not convertible into listed shares of the Company, participation by insiders of the Company in the Offering is not expected to increase such insiders’ control over the voting securities of the Company.

All of the Shares issued pursuant to the first tranche of the Offering will be subject to a hold period which expires May 17, 2012. In addition, the Shares may not be sold, transferred or otherwise disposed of without the consent of the board of directors of the Company, and the board of directors is not required to give any reason for refusing to consent to any such sale, transfer of other disposition. The Offering and the issuance of the Shares was approved by the TSXV.

This news release is not an offer of Shares for sale in the Unites States. The Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sole in the United States absent registration or an applicable exemption from registration. This press release shall not constitute an offer to sell or solicitation of an offer to buy nor shall there by any sale of the above described securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Western Pacific Trust Company

Western Pacific Trust Company is a non-deposit taking financial institution. Western Pacific is licensed under the *Financial Institutions Act* in British Columbia, and is also registered extra-provincially in Alberta, as a non-deposit taking Trust Company. Western Pacific has two wholly owned subsidiaries: Western Equity Loans Ltd., a registered mortgage broker in British Columbia, and Futureworth Financial Planners Corp.

For further information, please contact John de Wit, President at:
Tel: (604) 683-0455
Fax: (604) 669-6978

On Behalf of the Board,
WESTERN PACIFIC TRUST COMPANY
/s/ John de Wit
John de Wit
President and CEO

This news release contains forward-looking statements and forward-looking information, which are based on information currently available to the Company, and the Company provides no assurance that actual results will meet management’s expectations. Forward-looking information includes estimates and statements that *describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Such information can generally be identified by the use of forwarding-looking wording such as "may", "expect", "estimate", "anticipate", "intend", "believe" and "continue" or the negative thereof or similar variations and includes the statements that the Company intends to use the proceeds of the Offering to fund overhead and working capital, participation in the Offering by insiders is not expected to increase insiders' voting control over the securities of the Company and the hold period on the Shares will expire May 17, 2012 Actual results relating to, among other things, the use of proceeds, change in control of the voting securities of the Company and future business plans of the Company, could differ materially from those currently anticipated in such information for many reasons such as: the failure to obtain the requisite approvals; the failure to satisfy conditions to closing; changes in general economic conditions and conditions in the financial markets; and other matters discussed in this news release. This list is not exhaustive of the factors that may affect any of the Company's forward looking information. These and other factors should be considered carefully and readers should not place undue reliance on the Company's forward looking information. The Company does not undertake to update any forward-looking information that may be made form time to time by the Company or on its behalf, except in accordance with applicable securities laws.*