FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. **Name and Address of Company**

Petaquilla Minerals Ltd. (the "Company")
1820 – 701 West Georgia Street
Vancouver, British Columbia
V7Y 1K8

Item 2. **Date of Material Change**

May 13, 2005

Item 3. **News Release**

The Company's news release dated May 13, 2005, was disseminated by CCN Matthews on May 13, 2005.

Item 4. **Summary of Material Change**

The Company announced the filing of its January 31, 2005, year-end financial statements.

Item 5. **Full Description of Material Change**

For a full description of the material change, please see Schedule "A".

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**

Kenneth W. Morgan, Chief Financial Officer and Secretary of the Company, can be contacted at 604-694-0021.

Item 9. **Date of Report**

Dated August 11, 2005.

PETAQUILLA MINERALS LTD.

Per: "Kenneth W. Morgan"

Kenneth W. Morgan
Chief Financial Officer, Secretary

SCHEDULE "A"

NEWS RELEASE FOR:	PETAQUILLA MINERALS LTD.
Contact person:	Kenneth W. Morgan
Contact telephone number:	1-604-694-0021

PETAQUILLA MINERALS LTD.

Trading Symbols:
TSE: PTQ
OTC: PTQMF

NEWS RELEASE

Petaquilla Announces 2005 Year-End Report

Vancouver BC – May 13, 2005: Petaquilla Minerals Ltd. ("PTQ" or the "Company") announces the filing of the Company's January 31, 2005 year-end financial statements.

Highlights of the 2005 Fiscal Year and the Subsequent Period

- On October 12, 2004, the Company changed its name from Adrian Resources Ltd. to Petaquilla Minerals Ltd. to correspond with the Company's Petaquilla project in Panama.

- In December 2004, the Company announced a management change and appointed Michael Levy as president, replacing Dale McClanaghan.

- On December 13, 2004, the Company entered into a letter of intent with Teck and Inmet. Under the letter of intent, the Company may obtain 100% of the Molejon gold deposit (a gold deposit within the Minera Petaquilla S.A. project), subject to the Panamanian Government accepting a multi-phase mine development plan on terms acceptable to the Company, Teck and Inmet.

- In December 2004, the Company resumed exploration within the Minera Petaquilla S.A. project in Panama. In January 2005, the Company announced that its base camp at the Molejon deposit was operational and that a trenching and surveying program had begun.

- Trenching results announced in March 2005 clearly indicate that the Northwest zone of the Molejon deposit is a near-surface mineralized body returning significant gold grades. The Company hopes that additional exploration will significantly increase the current inferred gold resource that has been identified on the property, and plans to commence drilling in June or July of 2005.

- In February 2005, The Company sold 500,000 of its shares held in treasury at a price of $0.65 per share for proceeds of $325,000. These shares were previously issued and reacquired by the Company some years ago pursuant to an issuer bid and were included in treasury stock. There was no changed to the number of shares issued and outstanding.

- In April 2005, the Company announced it had recruited a number of respected industry professionals to its advisory board and welcomed a new director, Marco Tejeira, to the board.

Operations and Financial Condition

At January 31, 2005, the Company had total assets of $ 1,989,474 as compared with $2,670,561 at January 31, 2004. This decrease is primarily attributable to general and administrative expenses. Working capital at January 31, 2005 decreased to $870,543 from working capital of $1,807,149 at January 31, 2004 as a result of general and administrative expenses incurred by the Company, and as a result of the Company increasing its performance bond for the Minera Petaquilla project by $272,289.

Expenses for the year ended January 31, 2005 were $1,890,679, a substantial increase from $726,887 for the year ended January 31, 2004. The increase in expenses are primarily a response by the Company to improving copper prices, which have caused renewed interest in copper properties such as the Company's Minera Petaquilla S.A. project. During the latter part of the previous fiscal year, the Company resumed paying certain executive salaries and raised additional capital, which contributed to increases in accounting and legal, consulting fees, filing fees, office administration, rent, stock-based compensation, travel, and wages and benefits. The Company's largest cash outflow in the year ended January 31, 2005, other than the increase in the performance bond, was a result of general and administrative expenses of $1,890,679. Stock-based compensation, a non-cash expense, increased to $716,876 compared to $242,469 in the prior year, as a result of option grants during the year and the Company's adoption of fair value based accounting for all stock based compensation. Expenditures relating to resource properties during the year were $234,664, as compared to $33,910 in the prior year. The Company also received net proceeds of $424,200 from the issuance of capital stock as the result of the exercise of options and warrants, compared to $87,850 in the previous year. During the year ended January 31, 2004, the most significant contribution to working capital was the equity financing, which provided net proceeds of $2,043,947.

During the year ended January 31, 2005, the Company recorded a foreign exchange loss of $79,147, a gain on redemption of its performance bond of $198,142, and interest income of $18,266. During the year ended January 31, 2004, the Company recorded interest income of $57,964, and an exchange loss of $142,267. In April 2004, the Company agreed with Madison Enterprises Corporation ("Madison"), a company formerly related by virtue of common directors, to transfer certain office equipment with a net book value of $42,705 to Madison in exchange for Madison indemnifying the Company for lease costs of approximately $62,000 per year for four years for its former premises.

The net loss for the year ended January 31, 2005 was $1,798,273 or $0.04 per share as compared with a net loss for the year ended January 31, 2004 of $811,190 or $0.02 per share.

Other Information

Attached to this News Release are the consolidated financial statements for the twelve-month period ended January 31, 2005 and the twelve-month period ended January 31, 2004, excluding notes.

The full text of the 2005 year-end financial statements, including the management discussion and analysis, for the twelve-month and three-month periods ended January 31, 2005, is filed on SEDAR.

On behalf of the Board of Directors of
PETAQUILLA MINERALS LTD.

"Kenneth W. Morgan"

Kenneth W. Morgan, CFO and Director

FOR FURTHER INFORMATION PLEASE CONTACT:

Petaquilla Minerals Ltd.
Phone: 604-694-0021   Fax: 604-694-0063
Website: www.petaquilla.com

PETAQUILLA MINERALS LTD.
(formerly Adrian Resources Ltd.)
(An Exploration Stage Company)
CONSOLIDATED BALANCE SHEETS
(Expressed in Canadian Dollars)
AS AT JANUARY 31

	2005	2004
ASSETS		
Current		
Cash and cash equivalents	$ 891,548	$ 1,836,465
Receivables	71,263	88,392
Prepaid expenses	10,783	9,233
Total current assets	973,594	1,934,090
Property and equipment (Note 5)	49,825	42,705
Performance bond – restricted cash (Note 7)	966,055	693,766
	$ 1,989,474	$ 2,670,561
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities	$ 51,973	$ 83,662
Other accrued liabilities	51,078	43,279
Total current liabilities	103,051	126,941
Shareholders' equity		
Capital stock (Note 8)		
Authorized		
100,000,000 common shares without par value		
20,000,000 preferred shares without par value		
Issued and outstanding		
51,264,537 (2004 – 48,829,542) common shares	51,430,792	50,849,326
Contributed surplus (Note 8)	887,432	327,822
Deficit	(44,143,412)	(42,345,139)

	8,174,812	8,832,009
Treasury stock, at cost		
Repurchased, not cancelled		
1,660,200 (2003 – 1,660,200) common shares	(6,288,389)	(6,288,389)
	1,886,423	2,543,620
	$ 1,989,474	$ 2,670,561

PETAQUILLA MINERALS LTD.
(formerly Adrian Resources Ltd.)
(An Exploration Stage Company)
CONSOLIDATED STATEMENTS OF OPERATIONS AND DEFICIT
(Expressed in Canadian Dollars)
YEAR ENDED JANUARY 31

	2005	2004	2003
EXPENSES			
Accounting and legal	$ 161,203	$ 98,850	$ 35,089
Consulting fees	141,158	40,834	-
Depreciation	7,660	13,635	18,312
Filing fees	33,679	68,923	20,661
Insurance	547	863	900
Investor relations and shareholder information	98,790	43,562	25,241
Office administration	80,626	33,947	2,866
Rent	88,939	31,645	33,645
Resource property costs	234,664	33,910	31,638
Stock-based compensation (Note 9)	716,876	242,469	48,290
Travel	83,398	12,566	-
Wages and benefits	243,139	105,683	13,656
Total expenses	(1,890,679)	(726,887)	(230,298)
OTHER INCOME (EXPENSE)			
Foreign exchange loss	(79,147)	(142,267)	(43,482)
Gain on redemption of performance bond (Note 7)	198,142	-	-
Interest income and amortization of discount on bond	18,266	57,964	71,363
Write-down of marketable securities	-	-	(11,685)
Write-down of property and equipment	(44,855)	-	-
Loss for the year	(1,798,273)	(811,190)	(214,102)

Deficit, beginning of year	(42,345,139)	(41,533,949)	(41,319,847)
Deficit, end of year	$ (44,143,412)	$ (42,345,139)	$ (41,533,949)
Basic and diluted loss per common share	$ (0.04)	$ (0.02)	$ (0.01)
Weighted average number of common shares outstanding	50,370,747	36,153,757	31,680,343

PETAQUILLA MINERALS LTD. (formerly Adrian Resources Ltd.) (An Exploration Stage Company)
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
YEAR ENDED JANUARY 31

	2005	2004	2003
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss for the year	$ (1,798,273)	$ (811,190)	$ (214,102)
Items not affecting cash:			
Amortization of discount on bond included in interest income	-	(11,864)	(13,501)
Depreciation	7,660	13,635	18,312
Gain on redemption of performance bond	(198,142)	-	-
Stock-based compensation	716,876	242,469	48,290
Write-down of marketable securities	-	-	11,685
Write-down of property and equipment	44,855	-	-
Foreign exchange loss on performance bond	69,005	110,914	34,709
Changes in non-cash working capital items:			
(Increase) decrease in receivables	17,129	(53,896)	(2,754)
(Increase) decrease in prepaid expenses	(1,550)	5,789	313
(Decrease) increase in accounts payable and accrued liabilities	(23,890)	(1,305)	60,003
Net cash used in operating activities	(1,166,330)	(505,448)	(57,045)
CASH FLOWS FROM FINANCING ACTIVITIES			
Net proceeds from issuance of capital stock	424,200	2,043,947	-
Joint venture loan payments	-	-	(69)
Net cash provided by (used in) financing activities	424,200	2,043,947	(69)

CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of property and equipment	(59,635)	-	-
Proceeds from redemption of performance bond	891,908	-	-
Purchase of performance bond	(1,035,060)	-	-
Proceeds from reduction in performance bond	-	75,942	86,481
Net cash provided by (used in) investing activities	(202,787)	75,942	86,481
Change in cash and cash equivalents	(944,917)	1,614,441	29,367
Cash and cash equivalents, beginning of year	1,836,465	222,024	192,657
Cash and cash equivalents, end of year	$ 891,548	$ 1,836,465	$ 222,024