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**

December 7, 2005

Item 3. **News Release**

The Company's news release dated December 7, 2005, was disseminated by CCN Matthews on December 7, 2005.

Item 4. **Summary of Material Change**

The Company announced it has arranged a private placement financing at $0.95 CDN per Unit for gross proceeds of $10,000,000 CDN, subject to regulatory approval.

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 December 7, 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
FRANKFURT: P7Z

NEWS RELEASE

Private Placement

Vancouver BC – December 7, 2005: Petaquilla Minerals Ltd. ("PTQ" or the "Company") announces today that it has arranged a private placement financing at $0.95 CDN per Unit for gross proceeds of $10,000,000 CDN, subject to regulatory approval.

Each Unit will consist of:

1. One common share in the capital of the Company (each, a "Share"); and

2. One-half of one non-transferable common share purchase warrant,

One common share purchase warrant (two half warrants) entitles the holder thereof to purchase one share of common stock in the capital of the Company at a price of CDN$1.20 per share, if exercised in the first year following the closing, and at a price of CDN$1.44 per share if exercised in the second year following the closing.

The warrant will terminate within 20 days unless exercised in the event the Company's closing stock price meets or exceeds $2.00 for 10 consecutive trading days.

The common shares purchased and the common shares purchased resulting from the exercise of the warrants will be subject to a four-month plus one day hold period from the distribution date.

The proceeds of the private placement will be used for drilling and feasibility work on the Company's Molejon Gold Project in Panama and for working capital.

A finder's fee will be paid on a portion of the placement.

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

NO STOCK EXCHANGE HAS APPROVED OR DISAPPROVED THE INFORMATION CONTAINED HEREIN.