WEST COAST FOREST PRODUCTS LTD.

FORM 51-102F3
Material Change Report

1. Name and Address of Company

West Coast Forest Products Ltd. (“West Coast”)
P.O. Box 3669
Mission, British Columbia V2V 4L2

2. Date of Material Change

February 17, 2005.

3. News Release

A news release disclosing the material change was issued in Vancouver, British Columbia, on February 17, 2005.

4. Summary of Material Change

West Coast announced that it has entered into a preliminary agreement to sell all of the shares of its wholly owned subsidiary, Tamihi Logging Co. Ltd. (“Tamihi”), to 606546 BC Ltd. (“606546”), a party at arm’s length to West Coast, for the price of $3,516,500.

5. Full Description of Material Change

West Coast announced that it has entered into a preliminary agreement to sell all of the shares of its wholly owned subsidiary, Tamihi, to 606546, a party at arm’s length to West Coast, for the price of $3,516,500.

Tamihi is a wholly-owned subsidiary of West Coast and holds the rights to the forest licence from which West Coast derives the majority of its revenue. Tamihi represents approximately 60% of the value of West Coast’s assets and accounts (directly and indirectly) for approximately 86% of West Coast’s revenue.

Under the preliminary agreement, Meeker Cedar (1967) Ltd., West Coast’s majority shareholder, would, after closing of the transaction, continue to have the exclusive right to market all wood harvested from Tamihi’s forest licenses for a period of two years from the closing.

The sale is conditional upon, among other things:

(a) receipt of required regulatory approvals, including the TSX Venture Exchange (the "TSX-V");

(b) approval of the shareholders of West Coast;

(c) approval of West Coast's lenders, including the Province of British Columbia and the National Bank of Canada;

(d) 606546 being satisfied with its due diligence review of Tamihi; and

(e) completion of a final agreement.

West Coast plans to use the net proceeds of the sale to pay down outstanding debt in the amount of approximately $1,600,000 and to distribute the remaining proceeds to its shareholders. Following closing of the transaction, West Coast anticipates that it will no longer meet the minimum listing requirements of the TSX-V. Accordingly, West Coast plans to delist from the TSX-V and consider its alternatives going forward.

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officers

For further information about this material change, contact Jim Sward, Secretary, at (604) 826-6215.

9. Date of Report

DATED at Vancouver, British Columbia this 24th day of February, 2005.

(signed)
Jim Sward
Secretary