Best Pacific Resources Ltd.
1500, 144 - 4th Avenue S.W.
Calgary, Alberta
T2P 3N4

September 30, 2002

ALBERTA SECURITIES COMMISSION
MARKET SURVEILLANCE/CONTINUOUS DISCLOSURE
19th Floor, 10025 Jasper Avenue
Edmonton, Alberta
T5K 3Z5

Attention: Executive Director

BRITISH COLUMBIA SECURITIES COMMISSION
1100, 865 Hornby Street
Vancouver, British Columbia
V6Z 2H4

Attention: Executive Director

ONTARIO SECURITIES COMMISSION
Suite 800, Box 55
20 Queen Street
Toronto, Ontario
M5H 3S8

Attention: Disclosure Section

TSX VENTURE EXCHANGE
2 First Canadian Place, 4th Floor
Exchange Tower
Toronto, Ontario
M5X 1J2

Dear Sir:

Re: BEST PACIFIC RESOURCES LTD. - MATERIAL CHANGE REPORT UNDER SECTION 118(1) OF THE SECURITIES ACT (ALBERTA), SECTION 67(1)(b) OF THE SECURITIES ACT (BRITISH COLUMBIA) AND SECTION 75(1) OF THE SECURITIES ACT (ONTARIO)

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of Best Pacific Resources Ltd.. (the "Corporation"). For convenience, this letter is itemized in the same manner as Form 27 of the Securities Act (Alberta). Concurrent with this filing, this letter is being filed with The Toronto Stock Exchange, being the only Exchange on which the Corporation's shares are currently listed.

Item 1 - Reporting Issuer

Best Pacific Resources Ltd.
1500, 144 - 4th Avenue S.W.
Calgary, Alberta
T2P 3N4

Item 2 - Date of Material Change

September 30, 2002

Item 3 - News Release

September 30, 2002

Item 4 - Summary of Material Change

See below.

Item 5 - Full Description of Material Change

Best Pacific Resources Ltd. ("Best Pacific") has announced, jointly with Advantage Energy Income Fund ("Advantage"), that they have entered into an acquisition agreement pursuant to which Advantage will, subject to certain conditions, offer to purchase all of the issued and outstanding common shares of Best Pacific and all shares issued on exercise of outstanding options or warrants (the "Best Pacific Shares)" on the basis of $1.25 cash consideration for each Best Pacific Share (the "Offer"). The transaction is expected to have a net purchase price at closing, after adjustments and fees, of approximately $51.7 million which includes the assumption of $21.7 million of net debt. The Offer represents a 22.5% premium to the 10 day weighted average trading price of $1.02 of Best Pacific Shares as of September 27, 2002.

The Board of Directors of Advantage and Best Pacific have unanimously approved the proposed transaction and the Board of Directors of Best Pacific has unanimously agreed to recommend that its shareholders accept the Offer. Management and directors of Best Pacific, holding approximately 30% of the issued and outstanding common shares of Best Pacific, have agreed to tender their Best Pacific Shares to the Offer.

The Offer will be made by a formal take-over bid circular which is expected to be mailed on or before October 16, 2002. The Offer will expire approximately 35 days after mailing. The Offer is conditional upon, among other things, there having been validly deposited pursuant to the Offer and not withdrawn, not less than 66 $^{2/3}$ % of the outstanding Best Pacific Shares (calculated on a fully diluted basis). Best Pacific has agreed that it will not solicit, initiate or encourage discussions or negotiations with any third party concerning a take over bid, asset sale, arrangement, amalgamation, merger, consolidation or any other business combination involving Best Pacific. Best Pacific and Advantage have each agreed to pay a reciprocal non-completion fee of $1.8 million in certain circumstances.

Raymond James Ltd. acted as financial advisor to Best Pacific and has provided an opinion that the consideration to be received by the shareholders of Best Pacific under the terms of the Offer is fair, from a financial point of view, to Best Pacific shareholders.

Best Pacific currently produces approximately 5.8 million cubic feet (mmcf) per day of natural gas and 1,100 barrels per day of oil and natural gas liquids. At June 30, 2002, Best Pacific's independent reservoir engineers have assessed its total established reserves at 18.4 billion cubic feet (bcf) of natural gas and 3.4 million barrels of oil and natural gas liquids. In addition to the reserves, Best Pacific has approximately 155,000 acres of undeveloped land supported by 3,000 miles of two dimensional seismic and 205 square miles of three dimensional seismic and approximately $66 million in tax pools.

Best Pacific's high-quality asset base has the following characteristics:

- High working interest, focused operations in southern Alberta and southeastern Saskatchewan.
- Approximately 50% of production and reserves are natural gas.
- Approximately 90% of production will be operated by Advantage.

- Development opportunities are available to add production, including infill drilling, well reactivations, compression and water flood.
- An established reserve life index of 8.6 years.

The transaction's acquisition parameters are:

• Estimated Best Pacific production (boe/d)	2,070
• Best Pacific reserves	
- total proven (mmboe)	4.97
- established (mmboe)	6.48
• Production acquisition cost ($/boe/d)	$24,975
• Proven reserves acquisition cost ($/boe)	$10.40
• Established reserves acquisition cost ($/boe)	$ 7.98
• Cash flow multiple based upon the proven developed producing independent engineering report	3.8 times

In conjunction with the take-over Advantage has entered into an agreement to sell $55 million principal amount of Convertible Debentures on a bought deal basis. The issue is being bought by a syndicate of underwriters led by Scotia Capital and including BMO Nesbitt Burns Inc., CIBC World Markets Inc., National Bank Financial Inc., Raymond James Ltd. and TD Securities Inc.

The net proceeds of the offering will be used to fund the acquisition of Best Pacific, to reduce bank indebtedness and for general corporate purposes. The offering is not conditional on the completion of the Offer. In the event the proposed acquisition is not completed, the net proceeds will be used to reduce bank indebtedness, fund future acquisitions, fund Advantage's capital expenditures program and for general corporate purposes.

Purchasers of the Convertible Debentures will receive interest semi-annually with the first interest payment on May 1, 2003. The offering is expected to close on or before October 18, 2002.

The offering of the Convertible Debentures is being made only in Canada by means of a short-form prospectus, and is subject to the approval of securities regulatory authorities. The Convertible Debentures will not be and have not been registered under the United States Securities Act of 1933 and will not be offered or sold in the United States.

Item 6 - Reliance on Section 118(1) of the Securities Act (Alberta) and Section 73(1) of Securities Act (Ontario)

N/A

Item 7 - Omitted Information

None

Item 8 - Senior Officer

The name of a Senior Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is:

Best Pacific Resources Ltd.
1500, 144 - 4th Avenue S.W.
Calgary, Alberta
T2P 3N4
Attention: Stephen C.M. Ko
Phone: (403) 263-8389   Fax: (403) 233-7463

Item 9 - Statement of a Senior Officer

The foregoing accurately discloses the material change referred to in this report.

DATED at Calgary, Alberta, this 30th day of September, 2002.

Yours truly,

Best Pacific Resources Ltd.

Per: ***"signed"***
Michael J. Perkins
Secretary