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

November 18, 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.
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Item 2 - Date of Material Change

November 18, 2002

Item 3 - News Release

November 18, 2002

Item 4 - Summary of Material Change

See below.

Item 5 - Full Description of Material Change

Best Pacific Resources Ltd. ("Best Pacific") announces that Advantage Energy Income Fund ("Advantage"), has accepted the $1.25 per common share cash offer to acquire all of the common shares of Best Pacific (BPG-TSX) from Best Pacific shareholders.

A total of 21,843,021 Best Pacific common shares were tendered under the Offer, which was made by Advantage's wholly-owned subsidiary, Advantage Oil & Gas Ltd. ("AOG"). The number of common shares tendered represents approximately 95% of the Best Pacific common shares outstanding. AOG intends to take up the tendered common shares immediately and expects that the depository will be in a position to mail cheques for the Best Pacific Shares tendered by no later than November 21, 2002. AOG intends to acquire the remaining common shares of Best Pacific by compulsory acquisition for $1.25 per common share in cash.

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 18th day of November, 2002.

Yours truly,

Best Pacific Resources Ltd.

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