DRAKE PACIFIC ENTERPRISES LTD.
600, 505 - 8th Avenue S.W.
Calgary, Alberta
T2P 1G2

ALBERTA SECURITIES COMMISSION
CONTINUOUS DISCLOSURE
20th Floor, 10025 Jasper Avenue
Edmonton, Alberta
T5K 3Z5
Attention: Executive Director

BRITISH COLUMBIA SECURITIES COMMISSION
STATUTORY FILINGS
701 West Georgia Street
P.O. Box 10142, Pacific Centre
Vancouver, British Columbia
V7Y 1Z2
Attention: Executive Director

Dear Sirs/Mesdames:

Re: Drake Pacific Enterprises Ltd. ("the "Corporation")
MATERIAL CHANGE REPORT UNDER SECTION 146 of the *SECURITIES ACT* (ALBERTA) and SECTION 85 of the *SECURITIES ACT* (BRITISH COLUMBIA)

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of the Corporation. For convenience, this letter is itemized in the same manner as Form 27 of the *Securities Act* (Alberta) and Form 53-901F of the *Securities Act* (British Columbia). Concurrent with this filing, this letter is being filed with the TSX Venture Exchange, being the only exchange on which the Corporation's shares are currently listed.

Item 1 - Reporting Issuer

Drake Pacific Enterprises Ltd.
600, 505 - 8th Avenue, S.W.
Calgary, Alberta
T2P 1G2
Telephone: (403) 263-2173
Facsimile: (403) 263-8254

Item 2 - Date of Material Change

The private placement was completed on October 8, 2002.

Item 3 - Publication of Material Change

A press release was issued on September 13, 2002 and October 8, 2002.

Item 4 - Summary of Material Change

The Corporation completed a private placement of 318,329 flow through common shares for a purchase price of $0.30 per flow through common share.

Item 5 - Full Description of Material Changes

The Corporation completed a private placement of 318,329 flow through common shares of the Corporation for a purchase price of $0.30 per flow through common share for aggregate proceeds of $95,500. The proceeds from this private placement will be used for exploration and development activities on properties owned by the Corporation in British Columbia and Alberta.

Certain directors and officers of the Corporation subscribed as placees to the private placement. No new control persons were created as a result of the private placement.

The following table sets forth the particulars of all related party placees:

Name of Placee and Position	Insider	# of Shares being acquired	Aggregate Subscription Amount	# and % of Post-closing outstanding shares
Roger J. Penner, President and Director	Yes	93,333	$28,000	302,666 (5.5%)
Sandra Towpich, Vice President and Director	Yes	25,000	$7,500	423,666 (7.7%)
Thomas P. Fehr, Director	Yes	16,666	$5,000	16,666 (0.3%)

The Board considered the proposed private placement and unanimously passed a resolution approving the terms of the private placement. In reviewing the terms of the private placement, management and the Board also considered the requirements of OSC Rule 61-501. Sections 5.6 and 5.8 of Rule 61-501 provides an exemption from the formal valuation and minority shareholder approval requirements if the fair market value of the transaction, insofar as it involves all interested parties, is less than 25% of the issued market capitalization. The Corporation advises that the fair market value of all interested parties is $40,500 which is 25% of the Corporation's market capitalization.

Item 6 - Reliance on Section 146(3) of the *Securities Act* (Alberta) or Section 85(2) of the *Securities Act* (British Columbia)

Not applicable

Item 7 - Omitted Information

Not applicable

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:

Sandra A. Towpich
Vice President and Director
(403) 263-2173

Item 9 - Statement of a Senior Officer

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

DATED at Calgary, Alberta, this 8th day of October, 2002.

Yours truly,

DRAKE PACIFIC ENTERPRISES LTD.

Per: *"Sandra A. Towpich"* ______
Sandra A. Towpich, Vice President