BC FORM 53-901F
(formerly Form 27)

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

<u>Note</u>: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.

<u>Note</u>: IF THIS REPORT IS FILED ON A CONFIDENTIAL BASIS, PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL - SECTION 85", AND FILE IN AN ENVELOPE MARKED "CONFIDENTIAL – ATTENTION: SUPERVISOR, FINANCIAL REPORTING."

Item 1. <u>Reporting Issuer</u>

State the full name and address of the principal office in Canada of the reporting issuer:

PACIFIC RIDGE EXPLORATION LTD.
1205-675 West Hastings Street
Vancouver, British Columbia
V6B 1N2

Item 2. <u>Date of Material Change</u>

State the date of the material change:

March 6, 2003

Item 3. <u>Press Release</u>

State the date and place(s) of issuance of the press release issued under section 85(1) of the Act:

March 11, 2003, Vancouver, British Columbia, Canada

Item 4. <u>Summary of Material Change</u>

Provide a brief but accurate summary of the nature and substance of the material change:

The Company has entered into an agreement to earn up to a 60% interest in the Golden Arrow property in Nevada's Tonopah Mining District.

Item 5. **Full Description of Material Change**

Supplement the summary required under Item 4 with the disclosure that should be sufficiently complete to enable a reader to appreciate the significance of the material change without reference to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.

This description of the significant facts relating to the material change will therefore include some or all of the following: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the reporting issuer or its subsidiaries. Specific financial forecasts would not normally be required to comply with this form.

The above list merely describes examples of some of the facts that may be significant. The list is not intended to be inclusive or exhaustive of the information required in any particular situation:

Subject to regulatory approval, the Company has entered into an agreement to earn up to a 60% interest in the Golden Arrow property in Nevada's Tonopah Mining District. Golden Arrow is located within the Walker Lane gold trend, approximately 25 miles southeast of the Midway gold discovery.

An already defined 5,000 by 15,000 foot target area within the 6-square mile Golden Arrow property contains both high and low-grade zones of gold mineralization that are drill-ready for resource definition and expansion. High-grade bonanza-type mineralization grading to 1.87 oz/ton over 15 feet has been reported from previous drilling within a volcanic-hosted low sulphidization epithermal gold mineralization system. Earlier workers have largely overlooked exploration potential for high-grade zones throughout the projected 15,000-foot strike length of the target area.

The overall target area also holds potential for significantly increasing near surface bulk tonnage resources where previous exploration had outlined open-ended drill defined mineralization reportedly containing over 480,000 ounces gold within a 12.4 million ton zone grading 0.039 ounces per ton gold. (On the basis of over 260 holes drilled, resource calculations may not conform to National Policy43-101 standards of reporting and could be re-classified).

In accordance with the option agreement with Nevada Sunrise, LLC of Reno, Pacific Ridge has the exclusive right to earn up to a 60% interest in a mining lease held by Nevada Sunrise. The principle terms of the agreement, with all monetary amounts expressed in US$, call for Pacific Ridge to make staged payments totaling $550,000, issuing 1.6 million shares of Pacific Ridge and incurring exploration expenditures in the amount of $6.0 million.

Under the terms of the agreement, Pacific Ridge has paid Nevada Sunrise $10,000, and has the option to earn, after a 30 day due diligence period, the following interests:

- an initial 25% interest by making staged payments to Nevada Sunrise totaling $300,000, issuing a total of 1,200,000 shares to Nevada Sunrise and incurring exploration expenditures of $2,000,000 on the property prior to December 31, 2004;
- increasing its interest to 50% by making additional staged payments to Nevada Sunrise totaling $250,000, issuing a further 400,000 shares to Nevada Sunrise and incurring a further $2,000,000 in exploration expenditures on the property prior to December 31, 2005;
- increasing its interest to 60% by incurring additional exploration expenditures of $2,000,000 on the property prior to December 31, 2007.

Upon Pacific Ridge having earned its 60% interest, a joint venture will be formed with Pacific Ridge holding 60% and Nevada Sunrise holding 40%. Nevada Sunrise and Pacific Ridge may also mutually agree to Nevada Sunrise vending its remaining 40% interest to Pacific Ridge for shares of Pacific Ridge. The property is subject to a 4% NSR which can be bought down to 2% for $2 million dollars.

Item 6. **<u>Reliance on Section 85(2) of the Act</u>**

If the report is being filed on a confidential basis in reliance on section 85(2) of the Act, state the reasons for that reliance.

Instruction:

For continuing obligations regarding reports filed under this subsection, refer to section 85(3) of the Act and Part 3.4 of the SEDAR Filer Manual.

N/A

Item 7. **<u>Omitted Information</u>**

In certain circumstances where a material change has occurred and a material change report has been or is about to be filed but section 85(3) of the Act will no longer or will not be relied upon, a reporting issuer may nevertheless believe one or more significant facts otherwise required to be disclosed in the material change report should remain confidential and not be disclosed or not be disclosed in full detail in the material change report.

State whether any information has been omitted on this basis and provide the reasons for any omission in sufficient detail to permit the Commission to exercise its discretion under section 169(4) of the Act.

The reasons for the omission may be contained in a separate letter filed in an envelope marked "Confidential – Attention: Supervisor, Financial Reporting."

N/A

Item 8. **Senior Officers**

Give the name and business telephone number of a senior officer of the reporting issuer who is knowledgeable about the material change and the report or an officer through whom the Commission may contact that senior officer:

John S. Brock, President at (604) 687-4951

Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, B.C., the _11___ day of March, 2003.

"*Jeannine P. M. Webb*"
(signature)

Jeannine P.M. Webb
(Secretary/Chief Financial Officer)