**BC FORM 53-901F**

**SECURITIES ACT**

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

**Note**: 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.

**Note**: 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. Reporting Issuer**

*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. Date of Material Change**

*State the date of the material change:*

June 23, 2004

**Item 3. Press Release**

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

July 8, 2004, Vancouver, British Columbia, Canada

**Item 4. Summary of Material Change**

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

The Issuer has entered into an agreement to earn a 100% interest in the Whistler Property in Nevada.

**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:*

The Issuer has entered into an agreement, subjet to regulatory approval, to earn a 100% interest in the Whistler Project, located within the Cortez Trend of Nevada, by making staged cash payments totaling US$150,000 (US$20,000 paid) and issuing in stages a total of 1,100,000 shares by June 1, 2007. Pacific Ridge must also complete a minimum of 5000 feet of drilling annually. The vendor will receive a 4% NSR royalty, of which the Issuer will have the right to buy 2% for US$2.0 million on or before a production decision.

The Whistler Property covers exposed lower plate carbonate rocks and fault structures adjacent to a Jurassic intrusion, a similar geological setting to the Cortez Hills discovery that recently reported drill intersections of 480 feet grading 1.5 oz/t gold (Haywood Securities X-Report, June 23, 2004).

The Whistler property is located 45 miles south of the Cortez Hills discovery and covers an approximate area measuring 1 mile by 2 miles. Nearby claims staking by two major mining companies has been reported by local observers.

**Item 6.** **Reliance on Section 85(2) of the Act**

*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.** **Omitted Information**

*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 8th day of July, 2004.

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

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