

51-102F3 MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Pacific Ridge Exploration Ltd.
1100 – 1199 West Hastings Street
Vancouver, BC V6E 3T5

Item 2 Date of Material Change

December 28, 2011

Item 3 News Release

A news release was issued in Vancouver, British Columbia on December 29, 2011 and distributed through Marketwire.

Item 4 Summary of Material Change

Pacific Ridge Exploration Ltd. closed its flow-through share private placement previously announced in a news release dated December 5, 2011.

Item 5 Full Description of Material Change

See attached news release.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

This report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

The following officer of the Company is knowledgeable about the material change disclosed in this report: John Brock, President & CEO, Tel: (604) 684-9384.

Item 9 Date of Report

December 29, 2011

NEWS RELEASE #11-17

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PACIFIC RIDGE CLOSES NON-BROKERED PRIVATE PLACEMENT AND RAISES \$1,462,000

Vancouver, B.C. – December 29, 2011 – Pacific Ridge Exploration Ltd. (TSXV: PEX) (the “Company”) is pleased to announce that the non-brokered flow-through private placement announced on December 5, 2011 was oversubscribed and has now closed.

The Company received gross proceeds of \$1,462,000 pursuant to the issuance of 10,442,858 flow-through shares priced at \$0.14 per share. The Company intends to use the gross proceeds from the sale of the flow-through shares for Canadian Exploration Expenses (“CEE”), within the meaning of the Income Tax Act (Canada), with the Company using its best efforts to ensure that such CEE qualify as a “flow-through mining expenditure” for purposes of the Income Tax Act (Canada), related to the exploration during December 2011 and 2012 of the Company’s exploration projects located in Yukon, Canada. The Company expects to renounce such CEE with an effective date of December 31, 2011.

Finders’ fees totaling \$66,569.59 cash and 449,247 finders’ warrants, entitling the purchase of one common share at a price of \$0.14 per share for 12 months are payable in respect of the private placement closing. All securities issued pursuant to the private placement, including shares and finders’ warrants issued as finders’ fees are subject to a hold period expiring April 29, 2012. The private placement and payment of finders’ fees are subject to regulatory approval.

The flow-through funds in the amount of \$1,462,000 will be largely designated to 2012 exploration drilling expenditures on the Company’s Mariposa Gold Property located in the Yukon’s White Gold District.

As at year-end 2011, the Company’s working capital, comprised of flow-through and non-flow through funds is estimated to be approximately \$3.5 million.

Related to the Company’s December 22, 2010 financings, 3,945,350 share purchase warrants with an expiry date of December 22, 2011 were issued with an exercise price of \$0.45 per share, of which 67,200 warrants were exercised.

On behalf of the Board of Directors,

“John S. Brock”
President and CEO
Pacific Ridge Exploration Ltd.

For further information, contact:

Corporate Information

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Forward-Looking Information

This release includes certain statements that may be deemed “forward-looking statements”. All statements in this release, other than statements of historical facts, that address exploration drilling and other activities and events or developments that Pacific Ridge Exploration Ltd. (“Pacific Ridge”) expects to occur, are forward-looking statements. Forward-looking statements in this news release include statements regarding the placements and future exploration plans and expenditures. Although Pacific Ridge believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those forward-looking statements. Factors that could cause actual results to differ materially from those in forward looking statements include market prices, exploration successes, and continued availability of capital and financing and general economic, market or business conditions. These statements are based on a number of assumptions including, among other things, assumptions regarding general business and economic conditions, the timing and receipt of regulatory and governmental approvals for the transactions described herein, the ability of Pacific Ridge and other parties to satisfy stock exchange and other regulatory requirements in a timely manner, the availability of financing for Pacific Ridge’s proposed transactions and programs on reasonable terms, and the ability of third party service providers to deliver services in a timely manner. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Pacific Ridge does not assume any obligation to update or revise its forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.