

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

Item 1. Name and Address of Reporting Issuer

New Pacific Metals (the "Issuer")  
Suite 1378 - 200 Granville Street  
Vancouver, British Columbia  
V6C 1S4

Item 2. Date of Material Change

December 20, 2010

Item 3. News Release

A news release announcing the material change referred to in this report was issued on December 20, 2010.

Item 4. Summary of Material Changes

On December 20, 2010, the Issuer announced that the court approved plan of arrangement involving the Issuer, Tagish Lake Gold Corp. ("Tagish") and the shareholders of Tagish had been completed.

Item 5. Full Description of Material Change

On December 20, 2010 the Issuer announced that the court approved plan of arrangement (the "Arrangement") involving the Issuer, Tagish and the shareholders of Tagish had been completed. The Supreme Court of British Columbia granted a final order approving the Arrangement on December 16, 2010. The common shares of Tagish were halted on the TSX Venture Exchange on December 20, 2010 and will be voluntarily delisted from the TSX Venture Exchange. Tagish will also apply to cease to be a reporting issuer under applicable Canadian securities laws.

Pursuant to the Arrangement, the Issuer acquired all of the issued and outstanding common shares of Tagish which it did not already hold. Tagish is now a wholly-owned subsidiary of the Issuer.

Further details are found in the news release attached hereto as Schedule "A".

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

Not applicable.

Item 7. Omitted Information

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

Item 8. Executive Officer

For further information, please contact Rui Feng, President, at 604-669-9397.

Item 9. Date of Report

This material change report is dated as of December 20, 2010.

## Schedule “A”



### NEW PACIFIC AND TAGISH LAKE COMPLETE PLAN OF ARRANGEMENT

**December 20, 2010** – New Pacific Metals Corp. (“New Pacific”) (TSX-V:NUX) and Tagish Lake Gold Corp. (“Tagish Lake”) (TSX-V:TLG) are pleased to announce that they have completed the previously announced court approved plan of arrangement (the “Arrangement”) under the *Business Corporations Act* (British Columbia) involving Tagish Lake, its shareholders and New Pacific.

Tagish Lake received shareholder approval for the Arrangement at the meeting of its shareholders held on December 15, 2010. The Supreme Court of British Columbia granted a final order approving the Arrangement on December 16, 2010. The common shares of Tagish Lake were halted on the TSX Venture Exchange on December 20, 2010 and will be voluntarily delisted from the TSX Venture Exchange. Tagish Lake will also apply to cease to be a reporting issuer under applicable Canadian securities laws.

Pursuant to the Arrangement, New Pacific acquired all of the issued and outstanding common shares of Tagish Lake (“Tagish Shares”) which it did not already hold in consideration for each Tagish Share, at the election of each Tagish shareholder: (i) \$0.10 in cash, (ii) 0.137 of a common share of New Pacific, or (iii) a combination of \$0.05 in cash and 0.0685 in common shares of New Pacific. Prior to completion of the Arrangement, New Pacific held 114,101,236 Tagish Shares (representing approximately 79.2% of the outstanding Tagish Shares). Pursuant to the Arrangement, New Pacific acquired the remaining 26,810,756 Tagish Shares and Tagish Lake is now a wholly-owned subsidiary of New Pacific. Upon completion of the Arrangement, New Pacific now has 47,663,053 common shares outstanding.

New Pacific has deposited a total of \$987,962.50 in cash and 2,319,565 common shares of New Pacific with the depository, Kingsdale Shareholder Services Inc., to satisfy the consideration payable to Tagish shareholders who surrendered their Tagish Shares pursuant to the Arrangement.

Tagish Lake shareholders who have questions or require more information with respect to the Arrangement or the payment and receipt of the applicable consideration should contact:

*Kingsdale Shareholder Services Inc.*  
*The Exchange Tower*  
*130 King Street West, Suite 2950, P.O. Box 361*  
*Toronto, Ontario M5X 1E2*  
*Tel: 1-888-518-1562 / Fax: 416-867-2271*  
*Email: [contactus@kingsdaleshareholder.com](mailto:contactus@kingsdaleshareholder.com)*

**For further information, please contact:**  
**New Pacific Metals Corp.**  
*Rui Feng, President*  
*Phone: 604-669-9397*

This news release may contain forward-looking statements (within the meaning of applicable securities laws) relating to the New Pacific. Forward-looking statements are identified by words such as "believe", "anticipate", "expect", "intend", "plan", "will", "may" and other similar expressions. This information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. Forward-looking information in this news release includes, without limitation, statements made in respect of the Arrangement, New Pacific and Tagish Lake.

All forward-looking statements in this news release are qualified by these cautionary statements. Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, should not be unduly relied upon and will not necessarily be accurate indications of whether or not such results will be achieved. Forward-looking information is based on various material factors or assumptions, which are based on information currently available to the New Pacific. Although the forward-looking statements contained in this news release are based upon what management believes are reasonable assumptions, New Pacific cannot assure readers that actual results will be consistent with these forward-looking statements.

The forward-looking statements contained in this news release are made as of the date of this news release and should not be relied upon as representing the New Pacific's views as of any date subsequent to the date of this news release. New Pacific assumes no obligation to update or revise these forward-looking statements to reflect new information, events, circumstances or otherwise, except as required by applicable law.

*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*