FORM 51-102F3
MATERIAL CHANGE REPORT

Filed pursuant to: National Instrument 51-102
Section 85 (1) of the *Securities Act* (British Columbia)
Section 146 (1) of the *Securities Act* (Alberta)

Item 1. Name and Address of Company

Pacific Energy Resources Ltd.
1065 West Pier E Street
Long Beach, California 90802-1015

Telephone: (562) 436-6566

Item 2. Date of Material Change

April 13, 2005

Item 3. News Release

A News Release dated and issued April 13, 2005 at Vancouver, British Columbia, through Canada Stockwatch, Market News and SEDAR.

Item 4. Summary of Material Change

See news release, a copy of which is attached hereto.

Item 5. Full Description of Material Change

See news release, a copy of which is attached hereto.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

Vladimir Katic
Director
Telephone (562) 436-6566

Item 9. Date of Report

April 13, 2005

SIGNED: *"Vladimir Katic"*
Vladimir Katic, Director

PACIFIC ENERGY RESOURCES LTD.
1065 West Pier E Street
Long Beach, California 90802-1015
Telephone: (562) 436-6566; Fax: (562) 436-8474

Private Placement to raise up to $6.2 million CDN

April 13, 2005

Pacific Energy Resources Ltd. (PFE on TSX Venture) is pleased to announce a brokered private placement for gross proceeds of up to $6,200,000 Cdn. This offering is for up to 7,750,000 units at $0.80 per unit. Each unit is comprised of one common share and one-half of one share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share for a period of 18 months at a price of CAD$1.00 per share. The expiry date of each warrant will accelerate to the 30th day following the date on which the consecutive ten day weighted average trading price of Pacific Energy's common shares on the TSX Venture Exchange is equal to or exceeds CAD$1.25 per share.

Dominick & Dominick Securities Inc. will act as agent in this financing. Pacific Energy has agreed to pay the agent a cash commission of 7% of the total gross proceeds sold by the agent. In addition, Pacific Energy has agreed to issue to the agent that number of broker warrants as is equal to 10% of the number of units sold by the agent. Each broker warrant will entitle the agent to purchase one unit for a period of 12 months from closing at a price of CAD$0.80 per unit, which units will have the same terms as the units offered under the private placement.

Proceeds received from the offering will be used to fund exploration and/or development activities on Pacific Energy's oil and gas properties and to provide general working capital.

This transaction is subject to receipt of all necessary regulatory and stock exchange approvals.

The securities being offered have not, nor will they be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements. This release does not constitute an offer for sale of securities in the United States.

For further information please contact:

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Boardmarker Group
ir@boardmarket.net

ON BEHALF OF THE BOARD OF DIRECTORS OF PACIFIC ENERGY RESOURCES LTD.

"*Vladimir Katic*"
President

The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of the content of this News Release.

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