

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)
Section 75(2) of the *Securities Act* (Ontario)

Item 1. Name and Address of Company

PACIFIC ENERGY RESOURCES LTD.
111 West Ocean Boulevard
Suite 1240
Long Beach, California
90802
Telephone: (562) 436-6566

Item 2. Date of Material Change

May 16, 2008

Item 3. News Release

A News Release dated and issued May 16, 2008 at Long Beach, California, 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

Darren Katic, President
Telephone: (562) 436-6566

Item 9. Date of Report

May 16, 2008

SIGNED: "P.C. Devlin"
P.C. Devlin

PACIFIC ENERGY RESOURCES LTD.
111 West Ocean Blvd, Suite 1240
Long Beach, California 90802
Telephone: (562) 628-1526; Fax: (562) 628-1529

Pacific Energy Resources Ltd Announces Record First Quarter Revenue of \$60.3 million

Long Beach, California, May 16, 2008 – Pacific Energy Resources Ltd. (TSX: PFE) (The “Company”) is pleased to announce the release of its operating and financial results for the first quarter of 2008 and the filing of these results with the TSX.

Darren Katic, president states, “We are encouraged by the solid growth in revenue realized across all of our business units. We are excited about the potential for the remainder of the year as we expect to make large strides operationally and in our plan to reduce both the aggregate debt outstanding as well as the cost of remaining debt. Our operational success should afford us access to lower cost capital some time later this year.”

First Quarter Highlights

- Revenue jumped 786.8% from the year ago period and 15.5% from the prior period to a record \$60.3 million. This revenue does not include the current average of 700 barrels of incremental oil production per day from Platform Eureka which began flowing on April 17, 2008.
- Production increased by 376.1% from the year ago period excluding any Eureka production. This increase was largely driven by the acquisition of the Alaskan Assets currently comprising 61% of our total oil production (excluding Eureka).
- Lease operating expenses per barrel (LOE) for the Beta Unit decreased by 11.9% from 2007 excluding further cost reductions expected from the return to production of Platform Eureka. LOE per barrel for the Company increased from \$40.44 to \$42.47 for the first quarter 2008 largely due to the blended higher cost for operating in Alaska.
- General and Administrative expenses decreased to \$4.4 million down from \$6.0 million from the prior quarter representing a 26.7% decrease. In addition our general and administrative expenses as a percentage of gross revenue were down to 7.3% versus 11.5% for the prior quarter.
- EBITDA for the quarter was \$2.6 million with Adjusted EBITDA (excluding the non-cash effects of unrealized hedge losses) was \$3.9 million.
- Our Net Loss for the quarter was \$39.3 million which includes a \$10.9 million charge for realized losses on hedge contracts and \$13.9 million of the non-cash expenses of unrealized losses on hedge contracts; stock compensation; liquidated damages; and depreciation, depletion, and amortization. When adjusted for these items, the Net Loss for the quarter was \$14.5 million.
- Interest expense totaled \$20.4 million and financing fees totaled \$12.0 million for the quarter. We do not expect to continue to incur this level of financing fees past the 3rd quarter, and expect the interest expense to be reduced materially as we execute our debt reduction plan of 20-25% in 2008 funded by the divestiture of non core assets. We also expect to reduce the cost of the remaining debt through refinancing efforts.

Production

- Average daily production for the first quarter of 2008 of 7,100 barrels of oil per day (excluding Eureka oil production which began on April 17, 2008) and 7600 BOE for the month of April 2008.
- Average realized price for oil of \$92.53 per barrel

Outlook

- Platform Eureka to be returned to full production by the third quarter of 2008. Current production is averaging in excess of 700 barrels of oil per day from three wells bringing in approximately \$6.5 million of revenue per quarter at the current production levels. Production at Eureka is expected to ramp up to 1000-2000 barrels per day by June 2008.
- Our joint redevelopment plan in Alaska with Chevron is ongoing. We expect material incremental production from our non operative position in Q2 2009.
- Currently we forecast the company to become earnings positive by Q3 2009. This could occur sooner if commodity prices remain at current levels.
- Currently we forecast 2008 production exit rate of 11,000 - 12,000 BOE/day.

About Pacific Energy Resources Ltd.

The Company is an independent energy company engaged in the acquisition, development and exploitation of established producing oil and gas properties in the Western United States and is based in Long Beach, California, U.S.A. Additional information relating to the Company may be found on SEDAR at www.sedar.com.

ON BEHALF OF THE BOARD OF DIRECTORS

PACIFIC ENERGY RESOURCES LTD.

Mr. Darren Katic, President

For further Information

Boardmarker Group

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This disclosure contains certain forward-looking statements that involve substantial known and unknown risks and uncertainties, certain of which are beyond Corporation's control, including: the impact of general economic conditions, industry conditions, changes in laws and regulations including the adoption of new environmental laws and regulations and changes in how they are interpreted and enforced, increased competition, the lack of availability of qualified personnel or management, fluctuations in commodity prices, foreign exchange or interest rates, stock market volatility and obtaining required approvals of regulatory authorities. In addition there are risks and uncertainties associated with oil and gas operations, therefore Corporation's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements will transpire or occur, or if any of them do so, what benefits, including the amounts of proceeds, which the Corporation will derive therefrom. All statements included in this press release that address activities, events or developments that the Corporation expects, believes or anticipates will or may occur in the future are forward-looking statements. These statements include future production rates, completion and production timetables and costs to complete

wells, and production facilities. These statements are based on assumptions made by the Corporation based on its experience perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate in the circumstances.