MATERIAL CHANGE REPORT

UNDER SECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA)
UNDER SECTION 146(1) OF THE SECURITIES ACT (ALBERTA)

Item 1 - Reporting Issuer

STELLAR PACIFIC VENTURES INC. (the "**Company**")
750 West Pender Street
Suite 702
Vancouver, British Columbia V6C 2T7

Item 2 - Date of Material Change

November 19, 2003, December 3, 2003 and December 20, 2003

Item 3 - Press Releases

Press releases were issued on November 19, 2003, December 3, 2003 and December 30, 2003 and filed with the regulatory authorities in Alberta and British Columbia. Copies of press releases are attached hereto.

Item 4 - Summary of Material Change

The Company has appointed new directors and officers.

Item 5 - Full Description of Material Change

Michel Lemay has been appointed director, President and Chief Executive Officer of the Company replacing Rishi Walia who has resigned as director and President.

André Brouillette and Daniel Coch have been appointed directors of the Company replacing Dan London and Charles Leuthold who have resigned as directors.

Item 6 - Senior Officers

Mr. Michel Lemay
President
(450) 622-8642

Item 7 - Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Montréal, this 16th day of January, 2004.

STELLAR PACIFIC VENTURES INC.

Per : (s) Michel Lemay
Michel Lemay, President

Stellar Pacific Ventures Inc.

Suite 702 – 750 West Pender Street
Vancouver, British Columbia V6C 2T7
Telephone: 604-602-0102 / Facsimile: 604-602-0674

NEWS RELEASE **FOR IMMEDIATE RELEASE**

Vancouver, British Columbia Canada *November 19, 2003*

Michel Lemay Appointed President and Director

Stellar Pacific Ventures Inc. (TSX Venture: "SPX") is pleased to announce the appointment of Mr. Michel Lemay as President, Chief Executive Officer and Director of the Company.

Mr. Lemay has been involved in the mining industry for a number of years. Mr. Lemay received a multidisciplinary education as an Engineering Technician. He has served as a Logistical Consultant and Management of mining projects in Africa and Canada as well as being a member of the board and administrator of a number of public mining companies. Mr. Lemay was previously the President and a Director of Mirabel Resources, a Canadian junior exploration company. Prior to that, Mr. Lemay was the President of Searchgold Resources, a junior mining company focusing on diamond exploration in West Africa.

Mr. Lemay replaces Mr. Rishi Walia as President and Chief Executive Officer of the Company. Mr. Walia has also resigned from the Board of Directors of the Company, effective today. Additionally, the Company has accepted the resignation of Mr. Michael Mulberry from the Board of Directors, also effective today.

For further information please contact Stellar Pacific's offices at 604 602 0102.

ON BEHALF OF THE BOARD OF DIRECTORS

"Michel Lemay"

Michel Lemay
President

The Toronto Venture Exchange has in no way passed on the merits of the proposed transaction and has neither approved or disapproved the contents of this press release.

Stellar Pacific Ventures Inc.

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Vancouver, British Columbia V6C 2T7
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NEWS RELEASE **FOR IMMEDIATE RELEASE**

Vancouver, British Columbia, Canada *December 3, 2003*

André Brouillette Appointed Director

Stellar Pacific Ventures Inc. (TSX Venture: "SPX") is pleased to announce the appointment of Mr. André Brouillette to the board of directors of the Company.

Mr. Brouillette has over 25 years experience in business management and retail management with an emphasis on development and marketing. He has participated in many developments and business developments in the North Western region of Quebec. Stellar Pacific Ventures Inc. is certain that the appointment of Mr. Brouillette will enhance the capacity of the company to achieve their goals.

The Company will also grant Mr. Brouillette 150,000 stock options with an exercise price of $0.16 and a term of 5 years.

Stellar Pacific Venture Inc. is a junior mining exploration company listed on the TSX-V whose primary objective is to develop and bring into production viable gold deposits.

For further information please contact Mr. Michel Lemay, President at 514 823 7387.

ON BEHALF OF THE BOARD OF DIRECTORS

"Michel Lemay"

Michel Lemay
President

The Toronto Venture Exchange has in no way passed on the merits of the proposed transaction and has neither approved or disapproved the contents of this press release.

Stellar Pacific Ventures Inc.

255 boul. Cure Labelle, Suite 204
Laval, Quebec H7L 2Z9
Telephone: 450 622 4066 / Facsimile: 450 622 4337

NEWS RELEASE **FOR IMMEDIATE RELEASE**

Vancouver, British Columbia, Canada *30 December 2003*

Daniel Coch Appointed Director

Stellar Pacific Ventures Inc. (TSX Venture: “SPX”) is pleased to announce the appointment of Daniel Coch to the Board of Directors

Mr. Coch graduated as a Geological Engineer from Liege University in Belgium in 1969. He has worked as a consulting geologist and manager of numerous major mining exploration projects in West Africa and Canada. Additionally, he has participated in a number of international development projects and has acted as a geological consultant to a major law firm in Montreal.

Mr. Coch has extensive experience in working with public companies and Stellar Pacific Ventures Inc. is confident that his appointment will enhance the capacity of the Company to achieve its goals.

The Company also wishes to announce that it has granted 150,000 stock options to certain Directors of the Company. These options have an exercise price of $0.25 and are exercisable for a period of 5 years.

Stellar Pacific Ventures Inc. is a junior mining exploration company listed on the Toronto Venture Exchange. Its primary objective is to develop viable gold deposits through to production.

For more information please contact Mr. Michel Lemay, President at 514 823 7387.

ON BEHALF OF THE BOARD OF DIRECTORS

“Michel Lemay”

Michel Lemay
President

The Toronto Venture Exchange has in no way passed on the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.