FORM 51-102F3

Material Change Report

ITEM 1. NAME AND ADDRESS OF COMPANY

South Pacific Minerals Corp.
2007 – 1177 West Hastings Street
Vancouver, BC, V6E 2K3

ITEM 2. DATE OF MATERIAL CHANGE

June 6, 2005

ITEM 3. PRESS RELEASE

A News Release dated and issued June 6, 2005 at Vancouver, British Columbia, through Canada Stockwatch and Market News.

ITEM 4. SUMMARY OF MATERIAL CHANGE

See attached news release.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

See attached news release.

ITEM 6. RELIANCE ON SUBSECTION 7.1(3) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

Not applicable.

ITEM 8. EXECUTIVE OFFICER

Contact: Graham Harris, VP Corporate Development
Telephone: (604) 341-1163

ITEM 9. DATE OF REPORT

DATED at Vancouver, British Columbia, this 25th day of May, 2005.

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June 6, 2005 – News Release

RESOURCE EXPANSION DRILLING COMMENCES AT THE KODU PORPHYRY COPPER /GOLD / MOLYBDENUM DEPOSIT IN PAPUA NEW GUINEA

South Pacific Minerals Corp. closed it's prospectus issue and placement late May raising a total of ~$3.2 million and finalised the property acquisition arrangement with TasGold Ltd (ASX : TGD) earning an effective 85% interest in all properties.

The company's focus is on a group of 10 carefully selected, highly prospective properties (exploration licenses and applications) covering ~11,000sq km in mineral rich Papua New Guinea and specifically the Kodu Deposit (formerly called Mt Bini/Ofi Creek Deposit). The name change reflects the wishes of the local landowners.

Kodu has a current Inferred Resource of 1.64 million ounces of gold and 750 million pounds of copper in a partly drilled porphyry copper /gold /molybdenum deposit, with copper and gold grades generally increasing with depth.

The deposit is located ~50km NE of the capital of Port Moresby with an access track under construction that is presently ~10 kilometres from the site.

A ~3,000m drilling program has commenced, utilising the company's purpose built man-portable diamond core drilling rig. The drill holes are anticipated to be to 600m deep (probable depth limit of the rig) and are designed to significantly enhance the resource's known depth and it's extent laterally around the annulus of the composite intrusion. Other local and regional high priority gold and porphyry copper / gold exploration targets will be tested as appropriate.

Details - Mt Bini Project (EL 1348)
The flagship project for South Pacific is the Mt Bini EL and the Kodu Deposit. The current Inferred Resource is ~85Mt of 0.40 % Cu + 0.60 g/t Au, based on 7 relatively shallow diamond drill holes.

The mineralization is entirely open at depth and around the annulus of the composite intrusion, with excellent potential to substantially increase the resource in both directions.

Only 11 holes have been drilled to date at Kodu for ~3,680m and 8 of those holes were terminated in mineralization. Hole BND004 is the deepest drilled to date and it returned 401m of 0.56 g/t Au + 0.51% Cu, being the entire hole. BND003 intersected 184m of 1.00 g/t Au + 0.31% Cu from 42 to 226m downhole. BND008 entered the deposit at greater depth and included 152m of 0.50 % Cu + 0.49 g/t Au to the end of hole, with last 38m returning 0.80% Cu + 0.85 g/t Au, including the last 8m at 0.90% Cu + 1.00 g/t Au. Molybdenum is a relatively strong 'credit' on the margins and some sectors of the deposit itself.

The gold in soil anomaly associated with the mineralisation is open ended to the SW and NE (>2,500m long and ~ 700m wide), with 3 cohesive known higher grade zones, only one of which has been drilled. One of the undrilled soil anomalies is ~700 x 500m in size, located ~1,000m WSW of the existing holes and represents an epithermal target (with outcrop quartz veining up to 20.3g/t Au in a trench). This is planned to be drilled after Kodu itself.

There are ~570km^2 of drainage gold anomalies in 13 zones that have only had limited follow-up completed. Logistics for exploration/ development are excellent, being located ~50km from the National capital of Port Moresby. A bulldozer and excavator are presently cutting a track to site to allow more cost effective access for exploration and possible future development.

SPZ's Independent Geologist, Dr. David Lindley visited the Mt. Bini property briefly last year and sampled some historic trenches and drill core that is still located in core trays. These included five drill core samples that ranged up to 3.51 g/t Au with 0.81% Cu, 13 rock chips from creek and trench exposures up to 5.26 g/t Au with 158 g/t Ag and 72m (the entire sampled interval) in the trench of 1.30 g/t Au (incl. 36m of 1.51 g/t Au and 20m of 1.50 g/t Au) in a 'gold cap' type zone, associated with the porphyry copper/ gold deposit.

Three grid based soil sampling programs have been conducted on regional and local high priority drainage and float anomalies and results are presently being compiled. Preliminary analysis indicates the potential for at least 2 additional mineralised porphyry intrusives nearby that strongly warrant follow-up mapping, creek channel sampling and trenching. These results will be released in due course.

An Australian based Mining Engineering Consultancy has been engaged to undertake a preliminary economic assessment on the Kodu Deposit, to determine the probable amount of reserves required (at grades similar to those already defined) and specific throughput rates required to sustain a potential mining operation in that location. Initial results are encouraging for high mining throughput scenarios and full details will be released at the completion of the study.

Please visit our website at www.southpacificminerals.com or contact Graham Harris, VP Corporate Development 604-662-8183 for additional information on the company.

South Pacific Minerals Corp
P.A.McNeil
President / CEO M.Sc.