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

September 8, 2005

ITEM 3. PRESS RELEASE

A News Release dated and issued September 8, 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 8th day of September, 2005.

2007 – 1177 West Hastings Street
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SPZ : TSX-V

September 8th, 2005

SOUTH PACIFIC MINERALS CORP ANNOUNCES LISTING ON THE FRANKFURT STOCK EXCHANGE

South Pacific Minerals Corp's common stock started trading on the Frankfurt Stock Exchange under the symbol S8Q, effective Thursday, Sep. 1, 2005.

The listing on the Frankfurt Stock Exchange provides the company with increased exposure to worldwide capital markets and enables Europeans to trade the company's common stock in euros. The European investment community has expressed an interest in South Pacific Minerals projects in PNG and the company looks forward to widening its shareholder base in the region in the near future with further presentations.

The German brokerage firm of N.M. Fleischhacker AG, based in Frankfurt/Main, sponsored the listing and will be the market-maker. The company's ISIN number is CA8391511075 and the German Security Code is A0F5WX.

South Pacific Minerals is at the forefront of mineral exploration in Papua New Guinea with an effective 85% interest in three porphyry copper /gold +/- molybdenum and epithermal /intrusive related gold exploration licenses, plus 5 EL applications covering a total area of ~7,500sq kms. Most of these properties have advanced stage projects with significant known gold +/- copper in trench and drill hole, with additional drill ready targets.

To find out more about South Pacific Minerals Corp. and its exploration projects, please visit our website at www.southpacificminerals.com or contact Graham Harris, VP of Corporate Development at 604-662-8183.

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

The TSX Venture Exchange has not reviewed and does not accept the responsibility of the adequacy or accuracy of this release. The statements made in this News Release may contain certain forward-looking statements. Actual events or results may differ from the Company's expectations. Certain risk factors may also affect the actual results achieved by the company.