

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

November 22, 2005

ITEM 3. PRESS RELEASE

A News Release dated and issued November 22, 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 22nd day of November, 2005.

22nd November 2005

SPZ Cuts 62m Grading 0.46% Copper + 0.60g/t Gold + 73ppm Molybdenum from 62m depth, being approximately 0.73% Copper Equivalent

Assay results for drill hole KD004 are reported herein for the Kodu Porphyry Copper-Gold-Molybdenum Deposit, Mt Bini Project, located ~50km northeast of Port Moresby, Papua New Guinea.

KD004 was collared at the northern/ north-eastern end of the known mineralised zone at Kodu to test for extensions to the mineralisation in that direction. The area is coincident with a strong analytical signal anomaly and altered diorite porphyry was exposed during construction of an access track to the drill site. Hole KD 004 Cuts 156m Grading 0.37% Copper + 0.46g/t Gold + 93ppm Molybdenum from 12m depth at the Kodu Deposit, Papua New Guinea

Together with historic drill hole BND 005 and previous drill hole KD 003, results from KD 004 indicate a mineralised zone with a horizontal width in the order of 175m on cross section. A 600m strike length to the Kodu mineralised zone has now been established with the zone still open to the south and at depth.

The copper-gold-molybdenum mineralisation in hole KD 004 commences at ~12 downhole and continues to the end of sampling at 170m depth (last assay from 168-170m was 0.14% copper). Weighted assay averages for different sub-zones are tabulated below with coordinate and assay details for all drill holes. Sampling /assaying was completed at 170m, leaving the last 25m of the hole unsampled. Assay results for holes KD 001, KD 002 and KD 003 have been reported previously.

Hole No.	AGD66, Zone 55 Coordinates		Hole Depth (m)	Dip/ Az.	From (m)	To (m)	DH Width (m)	Cu%	Au g/t	Ag g/t	Mo ppm
	Northing	Easting									
KD001	8,972,612	564,488	543.76	Vert. (Incl.)	0 (72 470	454 94 500	454 22 30	0.13 0.50 0.12	0.23 0.72 0.13	1.95 2.91 2.73	15 <10) 53
KD002	8,972,446	564,392	512.30	Vert. (Incl.)	96 (368	512.3 512.3	416.3 144.3	0.27 0.35	0.25 0.36	1.78 2.11	114 122)
KD003	8,972,658	564,624	300.0	-50/140	40 126 170	112 142 258	72 16 88	0.18 0.10 0.20	0.34 0.66 0.14	2.67 0.66 2.05	115 87 120
KD004	8,972,658	564,624	195.0	-50/320 (Incl.)	12 (62	168 124	156 62	0.37 0.46	0.46 0.60	1.75 1.94	93 73)
KD005	8,972,240	563,560	300.0	-50/150	-	-	-	-	-	-	-
Results >= 0.2% copper equivalent											

The main 156m long interval of mineralisation in KD 004 is equivalent to approximately 0.57% copper equivalent (using approximately current metal prices to calculate a conversion ratio of 2.2597 gold ppm = 1% copper equivalent). A higher grade internal interval to the main zone cut **62m grading 0.46% copper + 0.60g/t gold + 73ppm molybdenum from 62m depth**, being approximately 0.73% copper equivalent. Individual peak assays in the hole are 1.08% copper, 1.67 g/t gold and 372 ppm molybdenum.

The drill hole intersected biotite dominated potassic alteration, with a propylitic overprint in diorite porphyry to 150m depth, with good development of quartz-chlorite-magnetite-pyrite-chalcopyrite veining and fine vein stockworking. Marginal phyllitic metasediments to end of hole at 195m contained weak argillic alteration.

The best developed copper and gold mineralisation occurs within the altered diorite porphyry, but as in other drill holes completed to date, mineralisation extends well into the marginal phyllitic metasediments (from 150m depth). The best molybdenum mineralisation occurs within the metasediments and the last 8m of the hole sampled averaged 223 ppm molybdenum. The remaining 25m of the hole will be sampled at a later date to assess its molybdenum (and copper/gold) potential.

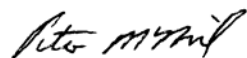
The magnetite bearing propylitic assemblage is now regarded as critical for significant mineralisation at Kodu and its existence explains the close relationship between mineralisation and magnetic features (analytical signal anomalies). Results from KD004 and the recognition of the critical mineralised assemblage strongly reiterates potential of other untested analytical signal anomalies elsewhere in the Kodu area.

A plan and cross section will be posted to the website.

Mr. Peter Ruzicka (B.Sc., B.App.Sc.) is the qualified person supervising the Kodu exploration program as reported herein by Mr. Peter McNeil (B.Sc., M.Sc.). Assaying was completed by ALS- Chemex, one of the worlds largest assay laboratory groups, in Townsville, Australia.

South Pacific Minerals Corp. 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., 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.