

FORM 27

**SECURITIES ACT
(British Columbia)**

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

[NOTE: Every report required to be filed under Section 85(1) of the Act shall be sent to the Commission in an envelope addressed to the Commission and marked "Continuous Disclosure".]

[NOTE: Where this report is filed on a confidential basis, put at the beginning of the report in block capitals "CONFIDENTIAL - SECTION 85", and everything that is required to be filed shall be placed in an envelope addressed to the Secretary of the Commission marked "CONFIDENTIAL".]

1. Reporting Issuer

Full name of the Issuer:

Nevada Pacific Gold Ltd. (the Company)

The address of the principal office in Canada of the reporting issuer is as follows:

#250 - 625 Howe Street, Vancouver, B.C. V6C 2T6

PHONE: (604) 646-0188

2. Date of Material Change

January 12, 2001

3. Press Release

The date and place(s) of issuance of the press release issued pursuant to Section 85(1) of the Act are as follows:

January 12, 2001

The Press Release was released to the Canadian Venture Exchange, being the only exchange upon which the shares of the Issuer are listed, and through various other approved public media.

4. **Summary of Material Change(s)**

A summary of the nature and substance of the material change is as follows:

The Company announced the completion of the acquisition of the Woodruff Creek Property in Nevada from Kennecott Exploration Company

5. **Full Description of Material Change(s)**

Nevada Pacific Gold Ltd. (CDNX: NPG) announced that the Company has acquired a 100% interest in the Woodruff Creek Property from Kennecott Exploration Company. The Woodruff Creek Property is part of a large 11,500 acre land position controlled by Nevada Pacific on the Carlin Trend in Nevada. The project is situated between the 1.5 million ounce Rain Mine and the 20 million ounce Gold Quarry Mine, both owned and operated by Newmont Mining Company.

Nevada Pacific has been conducting exploration for gold on the property since entering into an Option to Purchase Agreement with Kennecott in November 1997. The Company has earned its 100% interest in the Woodruff Creek Property by completing a total of US\$500,000 in exploration expenditures on the property and by paying Kennecott US\$50,000 in December 1999. Kennecott will retain the right to back-in to 51% of the project at the feasibility stage by reimbursing the Company 150% of 51% of expenditures on the project at that date. If Kennecott chooses not to participate, the back-in right will revert to a 3% net smelter royalty.

6. **Reliance on Section 85(2) of the Act**

Not Applicable

[INSTRUCTION: If the report is being filed on a confidential basis in reliance on Section 85(2) of the Act, state the reasons for such reliance. IN ADDITION, please refer to Section 85(3) of the Act concerning continuing obligations in respect of reports filed pursuant to this subsection.]

7. **Omitted Information**

Not Applicable

[INSTRUCTION: In certain circumstances where a material change has occurred and a material change report has been made or is about to be filed but Section 85(3) of the Act will no longer or will not be relied upon, a reporting issuer may nevertheless believe one or more significant facts otherwise required to be disclosed in the material change report should remain confidential and not be disclosed or not be disclosed in full detail in the material change report. State whether any information has been omitted on this basis and provide the reasons for any such omission in sufficient detail to permit the Commission to exercise its discretion pursuant to Section 169(4) of the Act. The reasons for the omission may be contained in a separate letter filed as provided in Section 146 of the Regulation.]

8. **Senior Officer**

The following senior officer of the Issuer is knowledgeable about the material change and may be contacted by the Commission at the following telephone number:

Joe Kajszo, President

PHONE: (604) 646-0188

9. **Statement of Senior Officer**

The foregoing accurately discloses the material change(s) referred to herein.

DATED at Vancouver, British Columbia, this 12th day of January, 2001.

“Joe Kajszo”

Joe Kajszo
President and Director