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**

February 8, 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:

February 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 that Kennecott Exploration Company (a subsidiary of Rio Tinto Plc.) and the Company have mutually agreed, on good terms, to wind down the Carlin Trend Alliance between the two companies.

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

Nevada Pacific Gold Ltd. (CDNX: NPG) announced that Kennecott Exploration Company (a subsidiary of Rio Tinto Plc.) and the Company have mutually agreed, on good terms, to wind down the Carlin Trend Alliance between the two companies. This move reflects the changes in the exploration strategies of both companies since the alliance was first formed in July of 1998 and will now enable each more flexibility in pursuing separate objectives in Nevada.

Nevada Pacific and the alliance control various mineral rights over 11,500 acres of the Carlin Trend. To date Nevada Pacific, either solely or in conjunction with Kennecott, has spent approximately US$ 900,000 on the exploration, identification and development of the gold targets which currently exist on the Carlin Trend land holdings.

Nevada Pacific will retain all rights, titles and interest in all of the exploration properties currently included in the alliance except for the 640 acre Dixie Flat Property, which was originally contributed to the alliance by Kennecott and will be retained by Kennecott. In addition, Kennecott will pay to Nevada Pacific US$ 18,000 as consideration to extinguish all obligations under the original and subsequent agreements.

Kennecott has also agreed to eliminate a back-in right to re-earn a 51% interest in the 640 acre Woodruff Creek Property in exchange for an uncapped 1% net smelter return granted to Kennecott. The royalty does not apply to any other alliance property.

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 15th day of February, 2001.

"Joe Kajszo"

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Joe Kajszo
President and Director