

FORM 51-102F3

1. Reporting Issuer

Nevada Pacific Gold Ltd. (the "Issuer")
#750 – 625 Howe Street
Vancouver, BC
V6C 2T6

2. Date of Material Change

June 25, 2004

3. News Release

Date of Issuance: June 25, 2004

Place of Issuance: Vancouver, British Columbia

Method of Dissemination: The material change was disclosed by the issuance of a News Release disseminated by CCN Matthews.

4. Summary of Material Change

The Issuer announced that it has negotiated a non-brokered private placement for total proceeds of Cdn\$6.01 million, consisting of a total of 6.2 million Units to be issued at a price of \$0.97 per Unit.

5. Full Description of Material Change

The Issuer announced that it has negotiated a non-brokered private placement for total proceeds of Cdn\$6.01 million, consisting of a total of 6.2 million Units to be issued at a price of \$0.97 per Unit. Each Unit consists of one common share ("Common Share") of the Issuer and one-half of a share purchase warrant ("Warrant"). Each whole Warrant entitles the holder to acquire one additional Common Share at a price of \$1.20 per share for a period of one year. A finder's fee of 6% will be paid in cash on a portion of the private placement.

The net proceeds of the placement will be used to: (1) settle existing obligations of the Issuer; (2) fund activities to increase the reserve and resource base at the Magistral Gold Mine in Sinaloa State, Mexico; (3) to advance exploration on the Issuer's gold and silver exploration projects in Nevada; and (4) for general working capital purposes.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

For further information contact:

Joe Kajszo
President
Telephone: (604) 646-0188

9. Date of Report

DATED at Vancouver, British Columbia this 30th day of June 2004.

NEVADA PACIFIC GOLD LTD.

Per: "JoeKajszo"
Joe Kajszo
President

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