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

August 18, 2004

3. News Release

Date of Issuance: August 18, 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 closed a non-brokered private placement for total proceeds of Cdn$3,757,586, consisting of a total of 3,873,800 Units issued at a price of $0.97 per Unit.

5. Full Description of Material Change

The Issuer announced that it has issued total of 3,873,800 units ("Units") at $0.97 per Unit, each Unit consisting 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 Common Share at a price of $1.20 per share for a period of one year. The Common Shares and Warrants are subject to a four-month hold period expiring on December 17th, 2004. A finder's fee of 6% will be paid in cash on a portion of the private placement.

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 18th day of August 2004.

NEVADA PACIFIC GOLD LTD.

Per: *"JoeKajszo "*
Joe Kajszo
President

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