

**B.C. PACIFIC CAPITAL CORPORATION**

**SECURITIES ACT**

**MATERIAL CHANGE REPORT UNDER  
SUBSECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA)  
SUBSECTION 118(1) OF THE SECURITIES ACT (ALBERTA)  
CLAUSE 84(1)(b) OF THE SECURITIES ACT, 1988 (SASKATCHEWAN)  
SUBSECTION 75(2) OF THE SECURITIES ACT (ONTARIO)  
SECTION 73 OF THE SECURITIES ACT (QUEBEC)  
SUBSECTION 81(2) OF THE SECURITIES ACT (NOVA SCOTIA)  
SUBSECTION 76(2) OF THE SECURITIES ACT (NEWFOUNDLAND)**

**1. Reporting Issuer**

B.C. Pacific Capital Corporation  
1632, 1055 West Georgia Street  
P.O. Box 11179, Royal Centre  
Vancouver, British Columbia  
V6E 3R5

**2. Date of Material Change**

August 15, 2000.

**3. Press Release**

B.C. Pacific Capital Corporation ("B.C. Pacific") disseminated a press release disclosing this material change on August 15, 2000 through CCN Disclosure. A copy of the press release is attached.

**4. Summary of Material Change**

On August 15, 2000, B.C. Pacific purchased 1,100,000 common shares of Northgate Exploration Limited ("Northgate") from Trilon Financial Corporation ("Trilon") at a price of \$0.95 per share and an additional 900,000 common shares of Northgate from Olympic Investments Ltd. ("Olympic") at the same price.

5. **Full Description of Material Change**

On August 15, 2000, B.C. Pacific purchased 1,100,000 common shares of Northgate from Trilon at a price of \$0.95 per share and an additional 900,000 common shares of Northgate from Olympic at a price of \$0.95 per share (the “Purchased Shares”). B.C. Pacific acquired the Purchased Shares for investment purposes.

Prior to the acquisition of the Purchased Shares, B.C. Pacific held 8,412,026 common shares of Northgate indirectly through its wholly-owned subsidiary, Westfield Minerals Limited (“Westfield”), representing approximately 27.81% of the outstanding common shares of Northgate. After the acquisition of the Purchased Shares, B.C. Pacific and Westfield together will beneficially own, directly or indirectly, 10,412,026 common shares of Northgate, representing approximately 34.43% of the outstanding common shares of Northgate. It is not expected that the acquisition of the Purchased Shares will have a significant effect on B.C. Pacific’s business and affairs.

Trilon and Olympic are each a “related party” of B.C. Pacific within the meaning of Rule 61-501 of the Ontario Securities Commission and Policy Q-27 of the Commission des valeurs mobilières du Québec (collectively, the “Policies”). Under the Policies, the sale by each of Trilon and Olympic of common shares of Northgate to B.C. Pacific is considered to be a related party transaction. B.C. Pacific, Trilon and Olympic are exempt from the requirement to obtain a formal valuation of the transaction and to obtain minority approval of the transaction as contemplated in the Policies because the fair market value of the Purchased Shares does not represent more than 25% of any of the parties’ market capitalization.

6. **Reliance on Confidentiality Section of the Act**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Senior Officer – For Further Information Contact**

For further information, contact Brian G. Kenning, Managing Partner and Chairman, at (604) 669-3141.

9. **Statement of Senior Officer**

The information contained in this material change report accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia this 25<sup>th</sup> day of August, 2000.

**B.C. PACIFIC CAPITAL CORPORATION**

Per: "Brian G. Kenning"  
Brian G. Kenning  
Managing Partner and Chairman

IT IS AN OFFENCE FOR A PERSON TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THIS REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.