BC FORM 53-901F
(formerly Form 27)

SECURITIES ACT

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

Note: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.

Note: IF THIS REPORT IS FILED ON A CONFIDENTIAL BASIS, PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL - SECTION 85", AND FILE IN AN ENVELOPE MARKED "CONFIDENTIAL – ATTENTION: SUPERVISOR, FINANCIAL REPORTING."

Item 1. Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer:

Western Prospector Group Ltd.
#1407 – 675 W. Hastings Street
Vancouver, BC V6B 1N2

Item 2. Date of Material Change

State the date of the material change:

April 8, 2002

Item 3. Press Release

State the date and place(s) of issuance of the press release issued under section 85(1) of the Act:

April 8, 2002, Vancouver, BC

Item 4. Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change:

Western Prospector Group Ltd. (the "Company" or "Western Prospector") has agreed to sell, in connection with its proposed qualifying transaction, up to 6,000,000 units by way of private placement to earn gross proceeds of up to a maximum of $1,050,000.

Item 5. **Full Description of Material Change**

Supplement the summary required under Item 4 with the disclosure that should be sufficiently complete to enable a reader to appreciate the significance of the material change without reference to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.

This description of the significant facts relating to the material change will therefore include some or all of the following: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the reporting issuer or its subsidiaries. Specific financial forecasts would not normally be required to comply with this form.

The above list merely describes examples of some of the facts that may be significant. The list is not intended to be inclusive or exhaustive of the information required in any particular situation:

The Company expects to shortly complete its qualifying transaction consisting of an option to purchase a 100 percent interest in the Lakemount Property located near Wawa, Ontario. Shareholders approved the qualifying transaction at the Extraordinary General Meeting held on November 19, 2001. Closing conditions include the completion of a financing by Western Prospector such that on closing, Western Prospector will meet the Tier 2 listing requirements of the Canadian Venture Exchange (the "Exchange").

In connection with the qualifying transaction, Western Prospector announces that it has agreed to sell up to 6,000,000 units (the “Units”) by way of private placement to earn gross proceeds of up to a maximum of $1,050,000. Each Unit is priced at $0.175 and will consist of one common share and one non-transferable share purchase warrant. Each warrant will entitle the holder to purchase one common share for a term of 24 months from the closing date at a price of $0.20 per share for the first year and $0.25 per share for the second year.

Western Prospector has agreed to pay a finder's fee in Units equal in number to 10% of the number of Units purchased by investors introduced to Western Prospector by the finder. Each finder’s fee unit will consist of one common share and one non-transferable share purchase warrant entitling the holder to purchase one common share for a term of 24 months from the closing date of the financing at a price of $0.20 per share for the first year and $0.25 per share for the second year. The private placement and finder's fee are subject to acceptance for filing by the Exchange.

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

If the report is being filed on a confidential basis in reliance on section 85(2) of the Act, state the reasons for that reliance.

Instruction:

For continuing obligations regarding reports filed under this subsection, refer to section 85(3) of the Act and Part 3.4 of the SEDAR Filer Manual.

N/A

Item 7. Omitted Information

In certain circumstances where a material change has occurred and a material change report has been 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 omission in sufficient detail to permit the Commission to exercise its discretion under section 169(4) of the Act.

The reasons for the omission may be contained in a separate letter filed in an envelope marked "Confidential – Attention: Supervisor, Financial Reporting."

N/A

Item 8. Senior Officers

Give the name and business telephone number of a senior officer of the reporting issuer who is knowledgeable about the material change and the report or an officer through whom the Commission may contact that senior officer:

John S. Brock, President and CEO
Telephone: (604) 687-4951

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, B.C., the 10th day of April, 2002.

"Jeannine P. M. Webb"
(signature)

Jeannine P.M. Webb, Secretary and CFO
(name of senior officer - please print)