FORM 53 –901F

MATERIAL CHANGE REPORT

SECTION 85(1) OF THE SECURITIES ACT (B.C.)
SECTION 118(1) OF THE SECURITIES ACT (AB.)

Item 1. Reporting Issuer

PACIFIC MINERALS INC.
480 - 650 WEST GEORGIA STREET
VANCOUVER, B.C., V6B 4N9

Telephone: (604) 633-4286

Item 2. Date of Material Change

July 2, 2002

Item 3. Press Release

State the date and place(s) of issuance of the press release issued:

July 2, 2002 - Issued to the Canadian Venture Exchange and disseminated through Vancouver Stock Watch and Canada News Wire.

Item 4. Summary of Material Change

The Company has completed the US $3,000,000 private placement to Ivanhoe Mines Ltd announced June 2, 2002.

Item 5. Full Description of Material Change

See attached

Item 6. Confidentiality

Reliance on: Section 85(2) Securities Act (British Columbia)
Section 118(2) Securities Act (Alberta)

This report is not being filed on a confidential basis.

Item 7. Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

Item 8. Senior Officer

Contact: **Rui Feng, president**
Telephone #: **(604) 609 0598**

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

PACIFIC MINERALS INC.

"Rui Feng"

RUI FENG , President

DATED at Vancouver, B.C., this 2nd day of July, 2002.

Pacific Minerals Inc.

News Release

Pacific Minerals Closes US$3,000,000 Private Placement with Ivanhoe Mines for Projects in China

VANCOUVER, July 2, 2002, **Pacific Minerals Inc.** (PMZ.X) is pleased to report it has completed the US$3,000,000 private placement to **Ivanhoe Mines Ltd.** (IVN.T) announced June 2, 2002. Ivanhoe has been issued 5,100,000 Units at a price of $0.90 per Unit. Each Unit is comprised of one common share and one share purchase warrant exercisable for a period of two years at a revised price of CDN$1.15 per Share. US$1,000,000 of the proceeds of the private placement will be expended on each of Pacific's 217 Gold Project in Inner Mongolia Autonomous Region, and JBS Platinum-Palladium project in Yunnan Province, China. The balance of the funds will go to working capital.

The TSX has also accepted the participation agreement with Ivanhoe, whereby Ivanhoe has acquired the right to participate in the development of Pacific's 217 Gold Project and JBS Platinum-Palladium Project, and a right of first refusal to participate in all new mineral projects acquired by Pacific in China. In each case, Ivanhoe will have the right to gain the majority interest in the property by advancing it to production. Further particulars are set out in the June 2, 2002 Release.

Technical teams of Ivanhoe Mines and Pacific Minerals are now finalizing exploration programs for the 217 Gold Project and to supplement the program already underway on the JBS Project. The exploration programs will include surface drilling, underground drifting and drilling, and metallurgical study in order to delineate potential economical ore bodies on both properties. Pacific Minerals will also initiate a program to actively locate and acquire additional mineral properties in China, focusing on gold.

Statements in this press release other than purely historical information, including statements relating to the Company's future plans and objectives or expected results, constitute forward-looking statements. Forward-looking statements are based on numerous assumptions and are subject to all of the risks and uncertainties inherent in the Company's business, including risks inherent in mineral exploration and development. As a result, actual results may vary materially from those described in the forward-looking statements.

PACIFIC MINERALS INC.
"Rui Feng"
Rui Feng, President

For further information
Website: www.pacific-minerals.com
Contact: Rui Feng, (604) 609-0598, fax: (604) 609-9836, Email: info@pacific-minerals.com