

# BERUSCHI & COMPANY

Barristers & Solicitors

Anthony J. Beruschi B.Sc., LL.B.  
Douglas E. Eacrett B.Comm., C.A., LL.B.

Suite #501 - 905 West Pender Street  
Vancouver, British Columbia, V6C 1L6  
Tel: (604)669-3116 Fax: (604)669-5886  
E-Mail: gwegner@beruschi.com

December 16, 2003

Securities & Exchange Commission  
Division of Corporate Finance  
Room 3026 - 450 Fifth Street N.W.  
Washington, DC 20549



03045423

Attention: Office of International Corporate Finance

Dear Sirs:

Re: **Pacific Topaz Resources Ltd. (the "Issuer")**  
**Filing of documents under Section 12g3-2(b),**  
**Securities Act of 1934**  
**File No. 82-1285**

SUPPL

03 DEC 2003 11:19 AM

With respect to the Issuer's exemption pursuant to Section 12g3-2(b) of the *Securities Act of 1934*, we submit for recording the following documents that was filed, published or distributed to security holders since September 19, 2003:

- A. Unaudited Financial Statements and accompanying Quarterly Report
  - copy of unaudited financial statements for the period ended August 31, 2003 with relevant Quarterly report on BC Form 51-901F
- B. Copies of news releases issued during the relevant period.
- C. Copies of BC Forms 53-901F filed with the British Columbia and Alberta Securities Commissions.

Please acknowledge receipt of these documents on the enclosed copy of this letter and return it in the enclosed self-addressed envelope.

Sincerely,

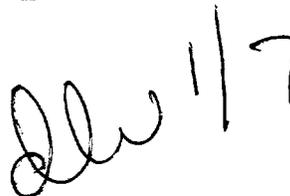
BERUSCHI & COMPANY

PER: 

GWEN WEGNER  
Paralegal

Enclosures

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# BERUSCHI & COMPANY

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Anthony J. Beruschi B.Sc., LL.B.  
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December 16, 2003

Securities & Exchange Commission  
Division of Corporate Finance  
Room 3026 - 450 Fifth Street N.W.  
Washington, DC 20549

COBIV

**Attention: Office of International Corporate Finance**

Dear Sirs:

ACKNOWLEDGED RECEIPT THIS  
\_\_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_\_\_\_

**Re: Pacific Topaz Resources Ltd. (the "Issuer")  
Filing of documents under Section 12g3-2(b),  
Securities Act of 1934  
File No. 82-1285**

BY: \_\_\_\_\_

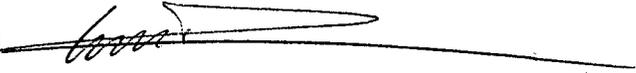
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- A. Unaudited Financial Statements and accompanying Quarterly Report
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Please acknowledge receipt of these documents on the enclosed copy of this letter and return it in the enclosed self-addressed envelope.

Sincerely,

**BERUSCHI & COMPANY**

PER: 

**GWEN WEGNER**  
Paralegal

Enclosures

03 DEC 30 PM 7:21



British Columbia  
Securities Commission

QUARTERLY AND YEAR END REPORT  
BC FORM 51-901F (previously Form 61)

*Freedom of Information and Protection of Privacy Act.* The personal information requested on this form is collected under the authority of and used for the purpose of administering the *Securities Act*. Questions about the collection or use of this information can be directed to the Supervisor, Financial Reporting (604-899-6731), P.O. Box 10142, Pacific Centre, 701 West Georgia Street, Vancouver, BC V7Y 1L2. Toll Free in British Columbia 1-800-373-6393.

INCORPORATED AS PART OF:

- Schedule A
- Schedules B and C  
(Place X in appropriate category.)

ISSUER DETAILS

NAME OF ISSUER	FOR QUARTER ENDED	DATE OF REPORT YY/MM/DD
Pacific Topaz Resources Ltd	August 31, 2003	2003/10/30

ISSUER'S ADDRESS

501 - 905 West Pender Street

CITY	PROVINCE	POSTAL CODE	ISSUER FAX NO.	ISSUER TELEPHONE NO.
Vancouver	B.C.	V6C 1L6	(604) 669-5886	(604) 669-5819
CONTACT PERSON		CONTACT'S POSITION		CONTACT TELEPHONE NO.
Raymond Roland		President		(604) 669-5819
CONTACT EMAIL ADDRESS			WEB SITE ADDRESS	
N/A			N/A	

CERTIFICATE

The three schedules required to complete this Report are attached and the disclosure contained therein has been approved by the Board of Directors. A copy of this Report will be provided to any shareholder who requests it.

DIRECTOR'S SIGNATURE	PRINT FULL NAME	DATE SIGNED YY/MM/DD
"Raymond Roland"	Raymond Roland	2003/10/30
DIRECTOR'S SIGNATURE	PRINT FULL NAME	DATE SIGNED YY/MM/DD
"James Boyce"	James Boyce	2003/10/30

**PACIFIC TOPAZ RESOURCES LTD.**  
**INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
August 31, 2003  
(Unaudited-Prepared by Management)

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**PACIFIC TOPAZ RESOURCES LTD.**  
**INTERIM CONSOLIDATED BALANCE SHEET**  
August 31, 2003, and November 30, 2002

	<u>ASSETS</u>	(Unaudited) August 31, <u>2003</u>	(Audited) November 30, <u>2002</u>
Current			
Cash		\$ 7,080	\$ 718
Accounts receivable		1,650	12,592
Prepaid expenses		1,443	171
		<hr/>	<hr/>
		10,173	13,481
Capital assets – Note 3		11,321	14,594
Resource properties – Note 4		182,968	180,255
		<hr/>	<hr/>
		\$ 204,462	\$ 208,330
		<hr/>	<hr/>
	<u>LIABILITIES</u>		
Current			
Accounts payable		\$ 557,270	\$ 426,369
Due to related parties – Note 6		15,175	17,000
Note payable		59,920	59,920
		<hr/>	<hr/>
		632,365	503,289
Long-term debt		175,000	175,000
		<hr/>	<hr/>
		807,365	678,289
		<hr/>	<hr/>
	<u>SHAREHOLDERS' DEFICIENCY</u>		
Share capital - Note 5		3,357,311	3,357,311
Deficit		( 3,960,214)	( 3,827,270)
		<hr/>	<hr/>
		( 602,903)	(469,959)
		<hr/>	<hr/>
		\$ 204,462	\$ 208,330
		<hr/>	<hr/>

APPROVED BY THE DIRECTORS:

"Raymond Roland", Director

"James Boyce", Director

SEE ACCOMPANYING NOTES

**PACIFIC TOPAZ RESOURCES LTD.**  
**INTERIM CONSOLIDATED STATEMENTS OF LOSS AND DEFICIT**  
for the three and nine months ended August 31, 2003 and 2002  
(Unaudited- Prepared by Management)

	Three months ended August 31,		Nine months ended August 31,	
	<u>2003</u>	<u>2002</u>	<u>2003</u>	<u>2002</u>
Administrative expenses				
Amortization	\$ 1,094	\$ 1,564	\$ 3,272	\$ 4,691
Automobile	1,882	-	5,039	2,403
Bank charges and interest	21,544	9,739	50,037	24,291
Filing fees	886	-	2,119	3,279
Management fees	7,500	7,500	22,500	22,500
Office and miscellaneous	2,934	3,873	4,151	4,763
Professional fees	5,707	10,867	15,694	17,927
Rent	9,000	9,000	27,000	27,000
Transfer agent fees	632	538	2,069	1,865
Travel and promotion	( 81)	655	1,276	1,127
Net loss before other item	51,098	43,736	133,157	109,846
Other item				
Interest income	213	1	213	5
Net loss for the period	50,885	43,735	132,944	109,841
Deficit, beginning of the period	3,909,329	3,516,807	3,827,270	3,450,701
Deficit, end of the period	\$ 3,960,214	\$ 3,560,542	\$ 3,960,214	\$ 3,560,542
Basic and diluted loss per share	\$ 0.01	\$ 0.01	\$ 0.01	\$ 0.01

SEE ACCOMPANYING NOTES

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**PACIFIC TOPAZ RESOURCES LTD.**  
**INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**  
for the three and nine months ended August 31, 2003 and 2002  
(Unaudited-Prepared by Management)

	Three months ended August 31,		Nine months ended August 31,	
	<u>2003</u>	<u>2002</u>	<u>2003</u>	<u>2002</u>
<b>Operating Activities</b>				
Net loss for the period	\$ ( 50,885)	\$ ( 43,735)	\$( 132,944)	\$( 109,841)
Add items not affecting cash:				
Amortization	1,094	1,564	3,272	4,691
	( 49,791)	( 42,171)	( 129,672)	( 105,150)
Changes in non-cash working capital items related to operations:				
Accounts receivable	18,734	7,766	10,942	4,449
Prepaid expenses	1,761	-	( 1,272)	-
Accounts payable	42,347	33,578	130,902	96,394
Note payable	-	752	-	2,242
Due to related parties	( 6,057)	-	( 1,825)	-
	6,994	( 76)	9,075	( 2,065)
<b>Investing Activities</b>				
Increase in resource property	-	-	( 2,713)	( 5,255)
Increase (decrease) in cash during the period	6,994	( 76)	6,362	( 7,320)
Cash, beginning of period	86	3,539	718	10,783
Cash, end of period	\$ 7,080	\$ 3,463	\$ 7,080	\$ 3,463
<b>Supplemental disclosure of cash flow information:</b>				
Cash paid for:				
Interest	\$ -	\$ -	\$ -	\$ -
Income Taxes	\$ -	\$ -	\$ -	\$ -

SEE ACCOMPANYING NOTES

**PACIFIC TOPAZ RESOURCES LTD.**  
**NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
August 31, 2003 and 2002  
(Unaudited-Prepared by Management)

Note 1 Nature and Continuance of Operations

The company is in the development stage and is in the process of exploring its resource properties and has not yet determined whether these properties contain ore reserves that are economically recoverable. The recoverability of amounts shown for resource properties and related deferred exploration expenses is dependent upon the discovery of economically recoverable reserves and confirmation of the company's interest in the underlying mineral claims, the ability of the company to obtain necessary financing to satisfy the expenditure requirements and to complete the development of properties and upon future profitable production or proceeds from the disposition thereof.

These interim financial statements have been prepared on a going concern basis. The company has a working capital deficiency of \$622,192 as at August 31, 2003. Its ability to continue as a going concern is dependent upon the ability of the company to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due.

Note 2 Interim Financial Statements

The interim financial statements of the company have been prepared in accordance with Canadian generally accepted accounting principles. The preparation of financial statements in conformity with Canadian generally accepted accounting principals requires management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Actual results may differ from these estimates.

The interim financial statements have, in management's opinion, been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies summarized below:

(a) Principles of Consolidation

These interim consolidated financial statements include the accounts of the company and its wholly owned subsidiary, 603487 B.C. Ltd. and wholly-owned inactive subsidiary, Ballard Investments Ltd. All inter-company accounts have been eliminated.

(b) Capital Assets

Capital assets are recorded at cost. The company provides for amortization over their estimated lives using the declining balance method at the annual rate of 30%.

**PACIFIC TOPAZ RESOURCES LTD.**  
**NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
August 31, 2003 and 2002  
(Unaudited-Prepared by Management)

**Note 2**     Summary of Significant Accounting Policies - (cont'd)

(c) Resource Properties

The acquisitions of resource properties are initially recorded at cost. Producing resource properties are depleted over their estimated useful lives based upon a method relating recoverable resource reserves to production. Non-producing resource properties are evaluated each period to determine if a write-down is required or are written-off in the year of abandonment.

(d) Deferred Exploration Costs

The company capitalizes all exploration costs that result in the acquisition and retention of resource properties or an interest therein. The accumulated costs including applicable exploration costs relative to non-productive resource properties are evaluated each year to determine if a write-down is required or are written off in the year of abandonment. Otherwise, the exploration costs are depleted over the estimated useful lives of the producing resource properties based on a method relating recoverable reserves to production.

(e) Loss Per Share

Basic loss per share is computed by dividing the loss for the year by weighted average number of common shares outstanding during the year. Diluted earnings per share reflect the potential dilution that could occur if potentially dilutive securities were exercised or converted to common stock.

It is suggested that these Interim Consolidated Financial Statements be read in conjunction with the Company's annual November 30, 2002 audited financial statements.

**Note 3**     Capital Assets

	August 31, 2003			August 31, 2002
	Cost	Accumulated Amortization	Net	Net
Automobile	\$ 34,167	\$ 23,139	\$ 11,028	\$ 15,755
Computer equipment	1,247	954	293	402
	\$ 35,414	\$ 24,093	\$ 11,321	\$ 16,157

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**PACIFIC TOPAZ RESOURCES LTD.**  
**NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
 August 31, 2003 and 2002  
 (Unaudited-Prepared by Management)

**Note 4**     Resource Properties

<u>Acquisition Costs</u>	<u>Acquisition Consideration</u>	<u>August 31,</u>	
		<u>2003</u>	<u>2002</u>
Nugget Queen claim group	Cash	\$ 175,000	\$ 175,000
Bo Lake claim group	Cash	-	25,000
	Shares	-	40,000
		<u>175,000</u>	<u>240,000</u>
<u>Deferred Exploration Costs</u>			
Bo Lake claims group		-	98,510
Nugget Queen claim group		7,968	5,255
		<u>7,968</u>	<u>103,765</u>
		<u>\$ 182,968</u>	<u>\$ 343,765</u>

Nugget Queen Claim Group

By a property purchase agreement dated April 29, 1999 and amended April 2002, the company acquired a 100% undivided interest in 24 contiguous mineral claims located in the Vancouver Mining Division of British Columbia for the following consideration:

i) Common Shares

Issuance of 100,000 common shares of the company for a value of \$29,000.

ii) Cash

Payment of \$207,500 to the vendor as follows:

i) \$57,500 paid; and

ii) \$175,000 by May 1, 2004 (disclosed as long-term debt).

iii) Work Commitment

Incurring \$200,000 in exploration expenditures by May 1, 2005:

This agreement is subject to a 2.5% net smelter return royalty.

During the year ended November 30, 2001, the Company recorded a loss on write-down of \$109,781 on these mineral claims.

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**PACIFIC TOPAZ RESOURCES LTD.**  
**NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS**  
August 31, 2003 and 2002  
(Unaudited-Prepared by Management)

Note 4    Resource Properties – (cont'd)

Bo Lake Claim Group

By a property option agreement dated October 19, 2000, the Company acquired the right to earn up to a 50% interest in 109 mineral claims located approximately 90 miles Northwest of Thunder Bay, Ontario. The target minerals are platinum/palladium. Due to exploration results and low palladium prices the Company abandoned the mineral claims and incurred a write-down of \$163,510 during the year ended November 30, 2002.

Note 5    Share Capital

(a) Authorized:

100,000,000 common shares without par value

(b) Issued:

	<u>Number</u>	<u>\$</u>
Balance, November 30, 2001, November 30, 2002 and August 31, 2003	7,481,413	3,357,311

(c) Escrow

At August 31, 2003, the company's transfer agent holds 87,499 common shares in escrow. The release of these shares is subject to regulatory approval.

Note 6    Related Party Transactions

At August 31, 2003, accounts payable include \$4,693 (2002: \$7,292) owing to the directors of the company or companies with a common director.



**British Columbia  
Securities Commission**

**QUARTERLY AND YEAR END REPORT  
BC FORM 51-901F (previously Form 61)**

*Freedom of Information and Protection of Privacy Act.* The personal information requested on this form is collected under the authority of and used for the purpose of administering the *Securities Act*. Questions about the collection or use of this information can be directed to the Supervisor, Financial Reporting (604-899-6731), P.O. Box 10142, Pacific Centre, 701 West Georgia Street, Vancouver, BC V7Y 1L2. Toll Free in British Columbia 1-800-373-6393.

INCORPORATED AS PART OF:

Schedule A

Schedule B and C  
(place X in appropriate category)

**ISSUER DETAILS**

NAME OF ISSUER <b>PACIFIC TOPAZ RESOURCES LTD.</b>	FOR QUARTER ENDED <b>August 31, 2003</b>	DATE OF REPORT YY/MM/DD <b>2003/10/30</b>
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ISSUER'S ADDRESS **905 West Pender Street, Suite 501**

CITY <b>Vancouver</b>	PROVINCE <b>BC</b>	POSTAL CODE <b>V6C 1L6</b>	ISSUER FAX NO. <b>604-669-5886</b>	ISSUER TELEPHONE NO. <b>604-669-5819</b>
CONTACT PERSON <b>Raymond Roland</b>	CONTACT'S POSITION <b>Director</b>		CONTACT TELEPHONE NO. <b>604-669-5819</b>	
CONTACT E-MAIL ADDRESS <b>N/A</b>		WEB SITE ADDRESS <b>N/A</b>		

**CERTIFICATE**

The three schedules required to complete this Report are attached and the disclosure contained therein has been approved by the Board of Directors. A copy of this Report will be provided to any shareholder who requests it.

<b>"Raymond Roland"</b> DIRECTOR'S SIGNATURE	<b>RAYMOND ROLAND</b> PRINT FULL NAME	<b>2003/10/30</b> DATE SIGNED YY/MM/DD
<b>"James Boyce"</b> DIRECTOR'S SIGNATURE	<b>JAMES BOYCE</b> PRINT FULL NAME	<b>2003/10/30</b> DATE SIGNED YY/MM/DD

(Electronic signatures should be entered in "quotations")

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**PACIFIC TOPAZ RESOURCES LTD.**  
**QUARTERLY REPORT – FORM 51**  
**for the nine months ended August 31, 2003**

Schedule A. Financial Statements  
– See consolidated financial statements attached

Schedule B. Supplementary Information

1. Analysis of expenses and deferred exploration costs

*General and administrative expenses*

– See consolidated financial statements attached

*Acquisition and deferred exploration costs*

	Nugget Queen Claims
Balance, November 30, 2002	\$ 180,255
Deferred exploration costs:	
Geological consulting	2,455
Assessment fees	258
	<u>958</u>
Balance, August 31, 2003	<u>\$ 182,968</u>

2. Related party transactions:

– See Note 6 to the consolidated financial statements attached

3. Summary of securities issued and options granted during the period:

a) Common shares issued during the period: Nil

b) Summary of options granted: Nil

4. Summary of securities as at the end of the reporting period:

a) Description of authorized share capital including number of shares for each class  
– See Note 5 to the consolidated financial statements

b) Number and recorded value for shares issued and outstanding  
– See Note 5 to the consolidated financial statements

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Pacific Topaz Resources Ltd.  
Quarterly Report – Form 51  
for the nine months ended August 31, 2003 – Page 2

4. Summary of securities as at the end of the reporting period: - (Cont'd)
  - c) Description of options, warrants and convertible securities outstanding including number or amount exercise or conversion price and expiry date, and any recorded value
    - See Note 5 to the consolidated financial statements
  - d) Number of shares in each class of shares subject to escrow or pooling agreements
    - See Note 5 to the consolidated financial statements
5. List the names of the directors and officers: Marvin Palmer, President and Director  
James Boyce, Director  
Neil Palmer, Secretary and Director  
John Rizzuti, Director  
Raymond Roland, Director

Schedule C Management Discussion  
- See attached

**PACIFIC TOPAZ RESOURCES LTD.**  
**QUARTERLY REPORT – FORM 51**  
**for the nine months ended August 31, 2003**

Schedule C. Management Discussion

**NATURE OF BUSINESS**

Pacific Topaz Resources Ltd. ("Pacific Topaz") is a venture capital company with a mineral exploration business. Pacific Topaz is exploring for gold and silver on its Queen Nugget Gold/Silver claims located on Vancouver Island, British Columbia, Canada. All of Pacific Topaz's mineral property interests are in the exploration stage and there is no current operating income or cash flow. Pacific Topaz relies on the sale of its securities either by way of private placement or brokered financing to fund its property acquisitions and exploration programs.

Pacific Topaz also continues to review business opportunities outside the resource sector in particular the entertainment industry including all facets of the production and distribution of entertainment related products and their Internet applications.

**RESULTS OF OPERATIONS**

Pacific Topaz incurred a net loss of \$132,944 for the period ended August 31, 2003 as compared to a loss of \$109,841 for the comparative period ending August 31, 2002. The increase in expenses from the comparative period was due mainly to increases in office, administrative expenses, professional fees and costs associated with review of business opportunities.

**RESOURCE PROPERTY INTERESTS**

Queen Nugget Gold/Silver Property, British Columbia, Canada.

Pacific Topaz may acquire a 100% interest, subject to a 2.5% net smelter return royalty, in two mineral claims known as the Queen Nugget Gold/Silver Claims pursuant to a property purchase agreement. The Queen Nugget claims are located approximately 35 kilometres Northeast of Port Hardy, British Columbia in a favourable geologic environment for quartz vein hosted gold deposits. Pacific Topaz continues to explore this property for gold and silver.

The Company has re-negotiated the terms of the option agreement and has received a deferment of obligations while resource markets recover. To earn a 100% interest in the claims, Pacific Topaz issued 100,000 shares in its capital stock, and was required to pay \$207,500 (\$175,000 still owing) over two years and incur exploration expenditures on the claims of at least \$400,000 over 3.5 years. The renegotiated terms require the remaining \$175,000 to be paid by May 2004 and exploration expenditures of \$200,000 to be incurred by May 2005.

**INVESTOR RELATIONS ACTIVITIES**

No investor relations activities were undertaken by or on behalf of Pacific Topaz during the period.

Pacific Topaz Resources Ltd.  
Quarterly Report – Form 51  
for the nine months ended August 31, 2002 – Page 2

**OUTLOOK**

Pacific Topaz plans to increase exploration activity at the Queen Nugget Gold/Silver Property.

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82-1285

# **PACIFIC TOPAZ RESOURCES LTD.**

501 - 905 West Pender Street  
Vancouver, BC V6C 1L6  
Telephone: (604) 669-5819  
Fax: (604) 669-5886

03 02 20 03 11:21

October 22, 2003

Trading Symbol: PPZ.H  
12g3-2(b): 82-1285

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## **NEWS RELEASE**

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Pacific Topaz Resources Ltd. announces that effective October 16, 2003 the listing of its shares has been transferred to the NEX board of the TSX Venture Exchange as a consequence of not meeting the Tier 2 Tier Maintenance Requirements. The NEX is the inactive board of the TSX Venture Exchange. The new trading symbol for the Company is PPZ.H.

### **PACIFIC TOPAZ RESOURCES LTD.**

per: "**Raymond Roland**"  
Raymond Roland, Director

*The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this News Release.*

82-1285

# **PACIFIC TOPAZ RESOURCES LTD.**

501 - 905 West Pender Street  
Vancouver, B.C. V6C 1L6  
Telephone: (604)682-7159  
Fax: (604)669-5886

October 30, 2003

Trading Symbol: PPZ.H  
12g3-2(b): 82-1285

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## **NEWS RELEASE**

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Pacific Topaz Resources Ltd. is pleased to announce that its unaudited interim financial statements for the nine-month period ended August 31, 2003 have been filed. Pacific Topaz Resources Ltd. incurred a net loss of \$ 132,944 (\$0.01 per share) for the period ended August 31, 2003, as compared to a loss of \$ 109,841 (\$0.01 per share) for the period ended August 31, 2002. The increase in net loss for the most recent fiscal period was due primarily to an increase in administrative expenditures, professional fees, interest charges and costs associated with review of business opportunities.

### **PACIFIC TOPAZ RESOURCES LTD.**

per: "Raymond Roland"  
Raymond Roland, Director

*The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this News Release.*

## BC FORM 53-901F

*SECURITIES ACT***MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE B.C. *SECURITIES ACT* AND 118(1) OF THE ALBERTA *SECURITIES ACT*****Item 1.      Reporting Issuer**

Pacific Topaz Resources Ltd.  
501 - 905 West Pender Street  
Vancouver, BC V6C 1L6

**Item 2.      Date of Material Change**

October 22, 2003

**Item 3.      Press Release**

Press Release dated October 22, 2003 and disseminated to the Vancouver Stockwatch Magazine, B.C. Securities Commission, Alberta Securities Commission and Market News Publishing.

Place of Issuance: Vancouver, British Columbia.

**Item 4.      Summary of Material Change**

The Issuer announces the listing of its shares that been transferred to the NEX board of the TSX Venture Exchange for not meeting the Tier 2 Tier Maintenance Requirements.

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

The Issuer announces that effective October 16, 2003 the listing of its shares has been transferred to the NEX board of the TSX Venture Exchange as a consequence of not meeting the Tier 2 Tier Maintenance Requirements. The NEX is the inactive board of the TSX Venture Exchange. The new trading symbol for the Issuer is PPZ.H.

**Item 6.      Reliance on Section 85(2) of the B.C. Act and 118(2) of the Alberta Act**

The Issuer is not relying on Section 85(2) of the B.C. Act or 118(2) of the Alberta Act.

**Item 7. Omitted Information**

There is no omitted information.

**Item 8. Senior Officers**

Dr. Marvin Palmer, President - (509) 783-6138.

**Item 9. Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

**DATED** at the City of Vancouver, in the Province of British Columbia, this 22<sup>nd</sup> day of October, 2003.

*“Raymond Roland”*  
Raymond Roland, Director

BC FORM 53-901F

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE B.C. SECURITIES ACT AND 118(1) OF THE ALBERTA SECURITIES ACT

Item 1. Reporting Issuer

Pacific Topaz Resources Ltd.  
501 - 905 West Pender Street  
Vancouver, BC V6C 1L6

Item 2. Date of Material Change

October 30, 2003

Item 3. Press Release

Press Release dated October 30, 2003 and disseminated to the Vancouver Stockwatch Magazine, B.C. Securities Commission, Alberta Securities Commission and Market News Publishing.

Place of Issuance: Vancouver, British Columbia.

Item 4. Summary of Material Change

The Issuer announces filing of its interim financial statements and financial results for the nine-month period ended August 31, 2003.

Item 5. Full Description of Material Change

The Issuer is pleased to announce that its unaudited interim financial statements for the nine-month period ended August 31, 2003 have been filed. It incurred a net loss of \$ 132,944 (\$0.01 per share) for the period ended August 31, 2003, as compared to a loss of \$ 109,841 (\$0.01 per share) for the period ended August 31, 2002. The increase in net loss for the most recent fiscal period was due primarily to an increase in administrative expenditures, professional fees, interest charges and costs associated with review of business opportunities.

Item 6. Reliance on Section 85(2) of the B.C. Act and 118(2) of the Alberta Act

The Issuer is not relying on Section 85(2) of the B.C. Act or 118(2) of the Alberta Act.

**Item 7. Omitted Information**

There is no omitted information.

**Item 8. Senior Officers**

Dr. Marvin Palmer, President - (509) 783-6138.

**Item 9. Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

**DATED** at the City of Vancouver, in the Province of British Columbia, this 31<sup>st</sup> day of October, 2003.

*“Raymond Roland”*  
Raymond Roland, Director