

T & H RESOURCES LTD.
111 RICHMOND STREET WEST, SUITE 420
TORONTO ONTARIO M5H 2G4

MATERIAL CHANGE REPORT UNDER SECTION 75(2) SECURITIES ACT (ONTARIO)
MATERIAL CHANGE REPORT UNDER SECTION 85(1) SECURITIES ACT (B.C.)

- ITEM 1 - REPORTING ISSUER: - T & H Resources Ltd., Suite 420, 111 Richmond Street West, Toronto, Ontario. M5H 2G4.
- ITEM 2 - DATE OF MATERIAL CHANGE: - June 15, 2000.
- ITEM 3 - PRESS RELEASE: - The Press Release was forwarded by fax on June 19, 2000 to Canada News Wire.
- ITEM 4 - SUMMARY OF MATERIAL CHANGE: - Subject to regulatory approval, the Corporation proposes issue by way of private placement 3,375,000 common shares at \$0.11 per share. The said proceeds will be used to pay debt and to provide it with working capital. For further information see attached copy of said Press Release dated June 16, 2000.
- ITEM 5 - FULL DESCRIPTION OF MATERIAL CHANGE: - No information other than provided in Item 4 is presently available.
- ITEM 6 - OMITTED INFORMATION: - No information has been omitted in respect to the material change.
- ITEM 7 - SENIOR OFFICER: - The President of the Issuer, John A. Pollock, (telephone No.(416) 947-1087) is knowledgeable about the material change in this report.
- ITEM 8 - STATEMENT OF SENIOR OFFICER: - The foregoing accurately discloses the material change referred to herein.

Dated at Toronto, this 19th day of June, 2000.

“John A. Pollock”

John A. Pollock - President
T & H Resources Ltd.

T & H RESOURCES LTD.

Suite 420, 111 Richmond Street West, Toronto, Ontario M5H2G4 Telephone: (416) 947-1087 Fax:(416) 366-8179

NEWS RELEASE

For Immediate Release
Toronto, Ontario
June 16,2000

The Toronto Stock Exchange
Trading Symbol: THE
Shares Outstanding: 35,169,292

T & H RESOURCES LTD. (the "Corporation") announces that it proposes to issue by way of private placement 3,375,000 common shares at \$0.11 per share, to net the Corporation \$371, 250. The said proceeds will be used to pay off exiting debt and to provide the Corporation with working capital.

The proposed private placement is subject to regulatory approval.

"John A. Pollock"

John A. Pollock - President

For further information contact:

Donald T. Rankin (416) 947-1087 or
William P. Dickie (416) 366-2856
e-mail: 103071.45@compuserve.com