MATERIAL CHANGE REPORT UNDER
SECTION 85(1) OF THE *SECURITIES ACT* (BRITISH COLUMBIA)
SECTION 75(2) OF THE *SECURITIES ACT* (ONTARIO)
SECTION 84(1)(b) OF THE *SECURITIES ACT* (SASKATCHEWAN)
SECTION 81(2) OF THE *SECURITIES ACT* (NOVA SCOTIA)

ITEM 1. REPORTING ISSUER

Trimin Enterprises Inc. (the "Company")
Suite 400
1155 West Pender Street
Vancouver, B.C. V6E 2P4

ITEM 2. DATE OF MATERIAL CHANGE

June 4, 1998

ITEM 3. PRESS RELEASE

A press release was issued by the Company on June 4, 1998 at Vancouver, British Columbia and distributed through the facilities of Canadian Corporate News.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced a restructuring plan (the "Arrangement") which will effectively separate the Company's investment in its major subsidiary, Tritech Precision Inc. ("Tritech"), from its other investments. Under the Arrangement, shareholders of the Company would end up with direct ownership in two separate, publicly traded companies:

(a) a new company that will hold approximately $14,000,000 in cash and all of the Company's existing investments, other than its 45.5% interest in Tritech, to be called Trimin Capital Corp. ("Capital"); and

(b) Trimin Enterprises Inc., which will retain the ownership interest in Tritech and sufficient cash to cover certain obligations of the Company created during the Arrangement and to cover ongoing general and administrative expenses. The Company will continue as a publicly traded company.

Pursuant to the Arrangement, shareholders of the Company will receive, for each common share of the Company held, one new common share in the capital of the Company, one common share of Capital and one exchangeable, redeemable preferred share in the capital of the Company. In addition, the Company's stock option plan will be amended such that directors and officers will be given the right to surrender their stock options in exchange for a cash payment equal to the intrinsic value of the options.

The Toronto Stock Exchange has conditionally approved for listing the common shares of Capital subject to fulfilling all the requirements of such exchange and has approved the continued listing of the new common shares of Trimin Enterprises Inc.

The Arrangement is contingent upon the approval of the Company's shareholders by a special resolution at a shareholders' meeting to be held on July 14, 1998, as well as court, stock exchange and other regulatory approvals. A Management Proxy Circular of the Company containing a detailed description of the Arrangement will be mailed to all shareholders of the Company on or before June 12, 1998.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

Please refer to the press release of the Company dated June 4, 1998.

ITEM 6. RELIANCE ON CONFIDENTIAL FILING PROVISIONS OF THE SECURITIES ACT

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 omittted.

ITEM 8. SENIOR OFFICERS

For further information please contact:

Name: Terry Holland
Office: President
Telephone: (604) 688-4693

ITEM 9. STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material changes referred to herein.

DATED at Vancouver, British Columbia, this 12th day of June, 1998.

Terry M. Holland, President

cc: Ontario Securities Commission
Saskatchewan Securities Commission
Nova Scotia Securities Commission
Commission des valeurs mobilières du Québec