TIR SYSTEMS LTD.

MATERIAL CHANGE REPORT
THIS MATERIAL CHANGE REPORT IS BEING FILED WITH THE APPROPRIATE SECURITIES REGULATORY AUTHORITIES TO COMPLY WITH THE REQUIREMENTS OF:

SUBSECTION 85(1) OF THE *SECURITIES ACT* (BRITISH COLUMBIA)
SUBSECTION 146(1) OF THE *SECURITIES ACT* (ALBERTA)

1. REPORTING ISSUER

   TIR Systems Ltd. (the "Issuer")
   3350 Bridgeway Street
   Vancouver, British Columbia
   V5K 1H9

2. DATE OF MATERIAL CHANGE

   June 10, 2003

3. PRESS RELEASE

   A press release reporting the material change was issued in Vancouver, British Columbia, on June 10, 2003 and is attached hereto as Schedule "A".

4. SUMMARY OF MATERIAL CHANGE

   On June 10, 2003, the Issuer secured a CDN $11 million purchase order for lighting products from BP International Limited.

5. FULL DESCRIPTION OF MATERIAL CHANGE

   On June 10, 2003, the Issuer secured a CDN $11 million purchase order from BP International Limited ("BP").

   In addition to supplying BP with Lightmark™ green, the program for 2003 also calls for a supply of yellow, blue and red. The blue and red Lightmark™ is being used to delineate the canopies of BP's ARCO brand while the yellow is being used in the new building design for certain BP sites.

   This commitment by BP increases the amount of product ordered by them from 240,000 to 500,000 linear feet. The majority of the revenue from this contract will be recognized over four fiscal quarters starting in TIR's fourth quarter of fiscal 2003.

6. CONFIDENTIAL REPORT

Not applicable.

7. OMITTED INFORMATION

No significant facts have been omitted from this report.

8. SENIOR OFFICERS

The following senior officer is knowledgeable with respect to the material change and may be contacted for more information:

Leonard Hordyk, President & Chief Executive Officer
Tel: (604) 294-8477
Fax: (604) 294-3733

9. STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 10th day of June, 2003.

"Issa Nakhleh"
ISSA NAKHLEH
Chief Financial Officer

SCHEDULE "A"

**Press Release of TIR Systems Ltd.
dated June 10, 2003**

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TIR® *Building the Foundations of Tomorrow's Lighting*

News Release

June 10, 2003

For Immediate Release
TSX Venture Exchange Symbol: TIY

TIR SYSTEMS RECEIVES $11 MILLION PURCHASE ORDER FROM BP

- **CONTRACT INCLUDES THREE YEAR GLOBAL GENERAL PURCHASE AGREEMENT BETWEEN TIR AND BP**

Vancouver, BC - TIR Systems Ltd., the leader in Solid State Lighting (SSL) systems, is pleased to announce a significant supply contract with one of the world's largest petroleum retailers, BP International Limited (BP). The three year Global General Purchase Agreement includes an initial 12-months purchase of TIR's LightMark™ product to a total value of US $8 million (CDN $11 million) for BP's US operations.

BP is continuing its significant US re-imaging program and network expansion and TIR's LightMark™ continues to be the product of choice for contour lighting on its building canopies. In addition to supplying BP with LightMark™ green, the program for 2003 also calls for a supply of yellow, blue and red. The blue and red LightMark™ is being used to delineate the canopies of BP's ARCO brand while the yellow is being used in the new building design for certain BP sites.

This commitment by BP increases the amount of product ordered by them from 240,000 to 500,000 linear feet. The majority of the revenue from this contract will be recognized over four fiscal quarters starting in TIR's fourth quarter of fiscal 2003.

"This contract is incredibly satisfying," comments Leonard Hordyk, President and CEO of TIR. "It represents a culmination of effort by our talented service delivery, product development and manufacturing teams, and more importantly is proof that the SSL business model works. "TIR has been able to continue supplying BP as a result of LightMark's™ competitive position in the marketplace which has been further enhanced due to the significant cost reduction program recently completed by our team."

TIR's LightMark™ is a SSL product developed by TIR using Light Emitting Diodes (LEDs). The product is ideal for the Corporate Identity market because of its operating benefits, which can result in savings of up to 90% on energy consumption. Other advantages include virtually no maintenance requirements, durability, weather resistance, and a long useful life potentially up to 100,000 hours or more.

This past January, TIR Systems was the recipient of the "Innovator of the Year" award from the BP Global Alliance. TIR was one of only three suppliers to BP Global Alliance's 2002 Program to receive an award.

TIR® ***Building the Foundations of Tomorrow's Lighting***

News Release

TIR Systems Ltd., a world leader in delivering specialty lighting systems, is building the foundations for tomorrow's lighting. Through sound innovation and proven technical capability, TIR is developing, designing and marketing the core technologies that will allow Solid State Lighting (SSL) to move to the forefront of mainstream lighting.

BP is the single, global brand formed by the combination of the former British Petroleum, Amoco Corporation, Atlantic Richfield (ARCO) and Burmah Castrol, which ranks as one of the world's largest petroleum and petrochemicals companies.

To find out more about TIR Systems Ltd. (TSX Venture Exchange: TIY), visit our website at www.tirsys.com

For more information please contact

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

This News Release contains forward-looking statements concerning anticipated developments in the Company's business, which statements can be identified by the use of forward-looking terminology such as "commitment", "will be", "potential" or the negative thereof or any other variations thereon or comparable terminology referring to future events or results. Forward-looking statements are statements about the future and are inherently uncertain, and the actual value of the Company's products purchased could be materially less than those anticipated in those forward-looking statements as a result of numerous factors, including without limitation, the need for performance of BP; the ability of the Company and BP to complete the sale and fulfill their contractual obligations; manufacturing risks; product liability risks; the effect of competition; the Company's need for additional future capital, which may not be available in a timely manner or at all; exchange rate fluctuations between the US and Canadian currencies, which may decrease revenues reported in Canadian dollars; as well as a description of other risks and uncertainties affecting the Company and its business, as contained in the Company's most recent Annual Information Form and other subsequent news releases and filings with the Canadian Securities Regulatory Authorities, any of which could cause actual revenues to vary materially from the Company's anticipated future results. Forward-looking statements are based on the beliefs, opinions and expectations of the Company's management at the time they are made, and the Company does not assume any obligation to update its forward-looking statement if those beliefs, opinions or expectations, or other circumstances should change.