FORM 27
SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 118
OF THE SECURITIES ACT

ITEM 1 **Reporting Issuer:**

Great Pacific International Inc.
216, 7198 Vantage Way
Ladner, BC
V4G 1K7

ITEM 2 **Date of Material Changes:**

May 13, 2002.

ITEM 3 **Filing of Material Change Report with The Canadian Venture Exchange:**

News Release dated May 15, 2002, was transmitted by Canada Stockwatch and Market News on May 15, 2002 and a Material Change Report will be filed with the TSX Venture Exchange on May 15, 2002, by SEDAR.

ITEM 4 & 5 **Summary and Full Description of Material Changes:**

See attached News Release dated May 15, 2002.

ITEM 6 **Reliance on Section 118(2) of the Securities Act:**

Section 118(2) is not being relied upon.

ITEM 7 **Senior Officers:**

Mr. Thal Poonian, President
Telephone: (604) 940-9190

ITEM 8 **Statement of Senior Officer:**

The foregoing accurately discloses the Material Changes referred to herein.

Dated this 15th day of May, 2002.

"Thal Poonian" (signed)
Thal Poonian
President

PRESS RELEASE-FOR IMMEDIATE DISSEMINATION

GREAT PACIFIC INTERNATIONAL INC.

TSX Stock Symbol:GPI **May 15, 2002**

Great Pacific International Inc. announced today that it has closed a Private Placement for proceeds of $306,700. The Private Placement consisted of 3,067,000 Units of the Corporation at a price of $0.10 per unit. Each unit consists of one common share and one warrant to purchase an additional common share at an exercise price of $0.50 per share on or before May 13, 2003 and at an exercise price of $0.75 per share on or before May 13, 2004.

The common shares issued pursuant to the private placement and the common shares issuable upon the exercise of warrants have a hold period expiring May 13, 2003.

Approved on behalf of the Board of Directors by:
"Signed"
Thal Poonian, President and director

For information contact Mr. Thal Poonian, Telephone: (604) 940-9190