Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Great Pacific International Inc. (the "Company")
216 – 7198 Vantage Way
Ladner, BC V4G 1K7

Item 2 Date of Material Change

January 11, 2011

Item 3 News Release

Date of dissemination – January 11, 2011
Method of dissemination – SEDAR, Stockwatch, Company website

Item 4 Summary of Material Change

The Company has entered into a farm out agreement with Penn West Petroleum Ltd. ("Penn West"). Upon finalizing of this agreement, Penn West has the right to complete a 3D Seismic survey of GPI's property located at Section 31, Township 90, Range 12, West of the Fifth Meridian (the "Property"), in exchange for which Penn West shall earn a 50% working interest in all petroleum and natural gas rights in the Property.

Item 5
5.1 Full Description of Material Change

Upon earning its interest, Penn West will be designated as the operator of the Property. The technical information gained from the seismic survey will identify zones that may be targeted for horizontal drilling. In accordance with this agreement Penn West has until January 31, 2011 to complete the 3-D Seismic survey. Should GPI elect not to participate in the drilling of a well on the Property, its working interest will be converted to a 5 to 10% sliding scale royalty.

5.2 Disclosure for Restructuring Transactions

n/a

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

n/a

Item 7 Omitted Information

n/a

Item 8 Executive Officer

Thal S. Poonian
604-940-9190

**Item 9		Date of Report**

January 12, 2011