

FORM 27

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

ITEM 1 REPORTING ISSUER

PAN ASIA MINING CORP.
P.O. Box 48404
595 Burrard Street
Vancouver, BC
V7X 1L7
Telephone: (604) 608-6686
(the "Company")

ITEM 2 DATE OF MATERIAL CHANGE

September 28, 2000

ITEM 3 PRESS RELEASE

September 28, 2000 - Vancouver, British Columbia

ITEM 4 SUMMARY OF MATERIAL CHANGE

Annual General Meeting

The board of directors would like to thank all shareholders in attendance at the annual general meeting yesterday and would like to update shareholders as to the formal business conducted.

Election of Directors

The following directors were appointed by the shareholders:

JAMES POE
DONALD NICHOLSON
WANG BAOMIN
GEORGE LAFORME
ZHANG YULIN
CANG FENGHUA
DAI ZHENFEI
VLADIMIR FEDOULOV
JUERGEN T. PREUSS

Increase in Authorized Capital

The shareholders approved the increase in the authorized capital from One Hundred Million (100,000,000) common shares to an unlimited amount of common shares, subject to regulatory approval. The Company will now apply to the regulatory authorities for their consent.

Change of Name

The shareholders approved the change of name from Pan Asia Mining Corp. to “Pan Asia Resources Corporation” or such other name as may be determined at the discretion of the board of directors and subject to regulatory approval. This name change will not take effect until the necessary filings are made with the regulatory authorities and shareholders will be advised as matter progress.

Appointment of Officers

Following the annual general meeting, the board of directors appointed the following officers, to serve for the ensuing year:

Chairman, President and Chief Executive Officer	–	James Poe
Executive Vice-President, Chief Operating Officer and Chief Financial Officer	–	Donald Nicholson
Vice-Chairman	–	George LaForme
Corporate Secretary	–	Shelley Morgan

Stock Options

The Company announces, subject to regulatory approval, that it will grant to its directors stock options for the right to purchase up to an aggregate of 500,000 common shares at the exercise price of \$0.18 per share, exercisable for five years. The stock options to be granted will be legended with the required four (4) month hold as required by Canadian Venture Exchange.

In addition, the regulatory authorities have requested that the stock option agreements granted to its directors, officers and employees announced on September 13, 2000 be repriced from \$0.14 per share to \$0.19 per share.

About Pan Asia Mining Corp. ; www.panasiagroup.com

Pan Asia Mining Corp. is a Canadian Resource Company, which is currently developing four mining projects in the People’s Republic of China. Three of these projects are for the exploration and mining of diamonds, the fourth project is for the exploration and development of copper/gold properties, and also has an interest in the oil and gas industry.

For more information please contact the office of Pan Asia Mining Corp. Tel: (604) 608-6686, Facsimile: (604) 608-6687, Email: panasiamining@attcanada.net

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

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ITEM 6 RELIANCE ON SECTION 85(2) OF THE ACT

N/A

ITEM 7 OMITTED INFORMATION

N/A

ITEM 8 SENIOR OFFICERS

James Poe, President and Director
Telephone: (604) 608-6686

ITEM 9 STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 2nd day of October, 2000.

PAN ASIA MINING CORP.

Per:

“JAMES POE”

JAMES POE,
President and Director