

BC FORM 53-901.F

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 67(1) OF THE ACT

ITEM 1. REPORTING ISSUER

Titan Pacific Resources Ltd. (the "Company")
#205 - 16055 Fraser Highway
Surrey, British Columbia V3S 2W9

ITEM 2. DATE OF MATERIAL CHANGE

June 12, 2001

ITEM 3. PRESS RELEASE

Issued June 12, 2001 and distributed through the facilities of SEDAR, Stockwatch and Canada News-Wire Ltd.

ITEM 4. SUMMARY OF MATERIAL CHANGE

See attached News Release

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

See attached news release.

ITEM 6. RELIANCE ON SECTION 82 (2) OF THE ACT

Not Applicable.

ITEM 7. OMITTED INFORMATION

Nil.

ITEM 8. DIRECTOR/SENIOR OFFICER

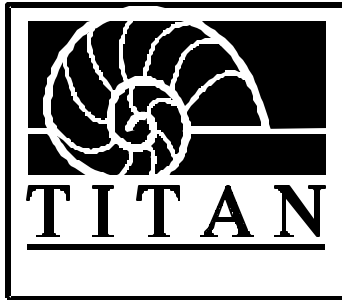
Contact: George F. Shaw, Director/Chairman
Telephone: (604) - 507-2926

ITEM 9. STATEMENT OF SENIOR OFFICER/DIRECTOR

The foregoing accurately discloses the material change referred to herein.

"George Shaw"
George Shaw, Chairman

DATED at Vancouver, British Columbia, this 12th day of June, 2001.



Titan Pacific Resources Ltd.

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June 12, 2001

Titan Pacific Resources Ltd. signs manufacturing agreement with Siemens AG.

Further to the news release of January 8, 2001, Titan Pacific Resources Ltd. has completed the purchase of the Sherrex Systems Division from Siemens AG. The purchase includes all inventory, equipment and rights to the Sherrex name as well as related products and copyrights.

By separate licensing agreement from Siemens AG, Titan will manufacture the TD80 liquid level transport gauge. Titan holds a royalty on all TDR related products sold by Siemens AG to customers other than Titan.

Titan Pacific's directors enthusiastically welcomes Sherrex Systems as a division, strengthening Titan's position as a leading provider of advanced technology solutions for the Oil & Gas and Transportation sectors.

President Mr. Jerry Nagy states, "Sherrex brings with it a broad range of technical and management abilities, based on extensive experience providing industrial grade electronic equipment to various industries. Their product line includes SCADA software; Remote Terminal Units (RTU's), turbine based Flow Totalizers and Terminal Transfer Automation software. This new division definitely advances Titan in its mandate to be a leader in flow measurement and liquid level gauging in North America."

Titan manufactures and distributes liquid level gauging equipment, atmospheric burner control systems and rents its new drilling mud flow rate monitor, primarily for the oil and gas industry. Sales and rentals of Titan products generated revenues of \$4,000,000 in the fiscal year ended August 2000 while the Sherrex division of Siemens/Milltronics had revenues of approximately \$2,500,000 in their last fiscal year.

Titan Pacific Resources Ltd. trades under the symbol TPZ on the Canadian Venture Exchange.

On behalf of the Board of Directors,

George F. Shaw, Chairman

For further information visit: www.titanpacific.com or call 604 –507 2926

The Canadian Venture Exchange has not reviewed and does not accept responsibility for the adequacy of accuracy of this release.