

AMERPRO INDUSTRIES INC.
1708 West 6th Avenue
Vancouver, British Columbia
V6J 5E8

ALBERTA SECURITIES COMMISSION
MARKET SURVEILLANCE/CONTINUOUS DISCLOSURE
19th Floor, 10025 Jasper Avenue
Edmonton, Alberta
T5K 3Z5

Attention: Executive Director

BRITISH COLUMBIA SECURITIES COMMISSION
1100, 865 Hornby Street
Vancouver, British Columbia
V6Z 2H4

Attention: Executive Director

Dear Sirs:

Re: Amerpro Industries Inc.
Material Change Report Under Section 118(1) of the *Securities Act* (Alberta)

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of Amerpro Industries Inc. (the "Corporation"). For convenience, this letter is itemized in the same manner as Form 27 of the *Securities Act* (Alberta). Concurrent with this filing, this letter is being filed with the Canadian Venture Exchange Inc., being the only Exchange on which the Corporation's shares are currently listed.

Item 1 - Reporting Issuer

Amerpro Industries Inc.
1708 West 6th Avenue
Vancouver, British Columbia
V6J 5E8

Item 2 - Date of Material Change

The material change occurred on June 1, 2001.

Item 3 - News Release

A Press Release was issued on May 31, 2001.

Item 4 - Summary of Material Change

The Corporation announces the resignation of Mr. Patrick Wong and the appointment of Ms. Jenny Chow as President of the Corporation.

Item 5 - Full Description of Material Change

The Corporation announces the resignation of Mr. Patrick Wong and the appointment of Ms. Jenny Chow as President of the Corporation.

Item 6 - Reliance on Section 118(2) of the Securities Act

Not applicable.

Item 7 - Omitted Information

No omitted information.

Item 8 - Senior Officer

The name of a Senior Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is:

Amerpro Industries Inc.
1708 West 6th Avenue
Vancouver, British Columbia
V6J 5E8

Attention: Jenny Chow, President

Phone: (604) 739-9500 **Fax:** (604) 739-9394

Item 9 - Statement of a Senior Officer

The foregoing accurately discloses the material change referred to in this report.

DATED at Calgary, Alberta, this 31st day of May, 2001.

Yours truly,

AMERPRO INDUSTRIES INC.

“Patrick Wong”

Patrick Wong, Chairman and Director