

This is the form of material report required under section 85(1) of the Securities Act.

FORM 27

SECURITIES ACT

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

Item 1 Reporting Issuer

TRANS ASIA RESOURCES INC.

Item 2 Date of Material Change

June 28, 2001

Item 3 Press Release

News Release issued July 6, 2001,.

Item 4 Summary of Material Change

See attached copy of the July 6, 2001, News Release.

Item 5 Full Description of Material Change

See attached copy of the July 6, 2001, News Release.

Item 6 Reliance on Section 85(2) of the Act

Not applicable.

Item 7 Omitted Information

Not applicable.

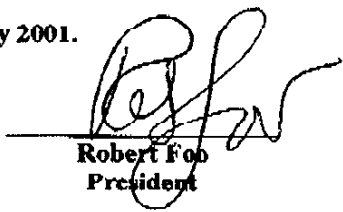
Item 8 Senior Officers

Robert Foo, president of the Issuer, is knowledgeable about the material change and this report. His business telephone no. is (604) 214-8368.

Item 9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, B.C., the 6th day of July 2001.


Robert Foo
President

TRANS ASIA RESOURCES INC.

(the "Company")

Suite 2163 - 13353 Commerce Parkway
Richmond, B.C.
V6V 3B1

Telephone: (604) 214-8638

Facsimile: (604) 214-8636

NEWS RELEASE

Trading Symbol: TGU

No. 4-01

July 6, 2001

Report on 2001 Annual General Meeting; Appointment of New Director; Continuing Progress on Acquisition of Municipal Software Corporation

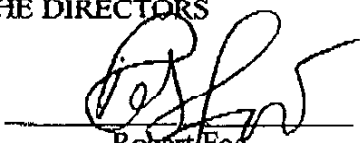
The Company held its annual general meeting of shareholders on June 28, 2001. Robert Foo, Gabriel Tsang, and Joseph Montgomery, all of whom were past members of the Board of Directors, were re-elected as directors and were joined by a new director, Robert Bennett.

Mr. Robert Bennett is the president and co-founder of Municipal Software Corporation. He graduated from the University of Victoria with a Bachelor degree in Computer Science, minor in Geography in 1983. He also has extensive experience in the development and marketing of software solutions for the government.

The company is continuing the process of obtaining the necessary regulatory and shareholder approval for its proposed acquisition of all of the outstanding shares of Municipal Software Corporation and the resulting change of business ("COB") as previously announced. Subject to acceptance by the CDNEX, the Company plans to hold an extraordinary meeting of its shareholders with respect to the proposed COB. Investors are cautioned that, except as may hereafter be disclosed in the information circular, any information released or received with respect to the COB may not be accurate or complete and should not be relied upon.

Municipal Software Corporation is a provider of fully integrated suite of software products that assist municipal administrators and managers with scalable technology solutions for increasing municipal government productivity in order to service citizens and communities more efficiently and effectively. CityView® provides forms automation software combining forms and reports with mapping, Web enablement, database management, and is used to automate any local government process. CityView® Xpress is designed specifically for out-of-the-box departmental management and comes complete with ready-to-use forms and reports for a variety of municipal functions.

ON BEHALF OF THE BOARD OF THE DIRECTORS
OF TRANS ASIA RESOURCES INC.


Robert Foo
President

*The Canadian Venture Exchange Inc. has not reviewed and does not accept
Responsibility for the adequacy or accuracy of this release.*