FORM 27

This is the form of a material change report required under Section 67(1) of the *Securities Act* (British Columbia).

FORM 27

SECURITIES ACT

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

NOTE: *This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this form are complied with.*

NOTE: *Every report required to be filed under section 67(1) of the Act shall be sent to the Commission in an envelope addressed to the Commission and marked "Continuous Disclosure".*

NOTE: *WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL - SECTION 67", AND EVERYTHING THAT IS REQUIRED TO BE FILED SHALL BE PLACED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL."*

Item 1. Reporting Issuer

POL-INVEST HOLDINGS LTD.
Suite 1020, 400 Burrard Street
Vancouver, British Columbia
V6C 3A6
(the "*Company*").

Item 2. Date of Material Change

June 6, 2000.

Item 3. Press Release

A press release was issued on June 6, 2000 through the services of the Vancouver Stockwatch Magazine, George Cross Newsletter and Market News.

Item 4. Summary of Material Change

See the attached news release.

Item 5. Full Description of Material Change

See the attached news release.

Item 6. Reliance on Section 67(2) of the Act

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Senior Officers

Stanislaw L. Lis, the President, Chief Executive Officer and a Director of the Company, may be contacted at (604) 669-2826.

Item 9. Statement of Senior Officer

I, Stanislaw L. Lis, the President, Chief Executive Officer and a Director of the Company, hereby certify that the foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia, on this 6th day of June, 2000.

"*Stanislaw L. Lis*"

Stanislaw L. Lis
President, CEO and a Director

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POL-INVEST HOLDINGS LTD.

(the "*Company*")
Suite 1020, 400 Burrard Street
Vancouver, British Columbia
V6C 3A6
Telephone: (604) 669-2826
Facsimile: (604) 669-2836

Date: June 6, 2000 Ticker Symbol: "POL"

NEWS RELEASE

Mr. Stanislaw L. Lis, the President, CEO and a Director of the Company, reports as follows:

GRANTING OF INCENTIVE STOCK OPTION

The Board of Directors of the Company is pleased to announce that the Company has today agreed to grant an incentive stock option to a certain employee of the Company (the "*Optionee*") granting to such Optionee the right to purchase up to an aggregate of **55,000** common shares from the treasury of the Company at an exercise price of **$0.56** per common share exercisable until **June 6, 2005**.

The most recent closing price of the Company's common shares on the Canadian Venture Exchange was $0.69, and the within incentive stock option is subject to prior regulatory approval to the same.

ON BEHALF OF THE BOARD OF DIRECTORS OF
POL-INVEST HOLDINGS LTD.
Per:
"*Stanislaw L. Lis*"

Stanislaw L. Lis
President, CEO and a Director

THIS NEWS RELEASE HAS BEEN PREPARED BY MANAGEMENT OF THE COMPANY WHO TAKES FULL RESPONSIBILITY FOR ITS CONTENTS. THE CANADIAN VENTURE EXCHANGE NEITHER APPROVES NOR DISAPPROVES OF THE CONTENTS OF THIS NEWS RELEASE. THIS NEWS RELEASE MAY INCLUDE FORWARD-LOOKING STATEMENTS WITHIN THE MEANING OF SECTION 27A OF THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED, AND SECTION 21E OF THE UNITED STATES SECURITIES AND EXCHANGE ACT OF 1934, AS AMENDED, WITH RESPECT TO ACHIEVING CORPORATE OBJECTIVES, DEVELOPING ADDITIONAL PROJECT INTERESTS, THE COMPANY'S ANALYSIS OF OPPORTUNITIES IN THE ACQUISITION AND DEVELOPMENT OF VARIOUS PROJECT INTERESTS AND CERTAIN OTHER MATTERS. THESE STATEMENTS ARE MADE UNDER THE "SAFE HARBOR" PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995 AND INVOLVE RISKS AND UNCERTAINTIES WHICH COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE IN THE FORWARD-LOOKING STATEMENTS CONTAINED HEREIN. THIS NEWS RELEASE SHALL NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY NOR SHALL THERE BE ANY SALE OF THESE SECURITIES IN ANY JURISDICTION IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE UNLAWFUL PRIOR TO REGISTRATION OR QUALIFICATION UNDER THE SECURITIES LAWS OF ANY SUCH JURISDICTION.

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