

Form 51-102F3
Material Change Report

PART 1 CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

GRAND POWER LOGISTICS GROUP INC..
628 – 138 – 4th Avenue S. E.
Calgary, Alberta T2G 4Z6

Item 2 Date of Material Change

April 12, 2006

Item 3 News Release

Press Release issued April 12, 2006 through the facilities of CCN Matthews in Calgary, Alberta.

Item 4 Summary of Material Change

Grand Power Logistics Group Inc. and its wholly-owned Hong Kong based subsidiary, Grand Power Express International Limited completed the acquisition of Grand Power Express Forwarders Co. Ltd. of Macau.

Item 5 Full Description of Material Change

Grand Power Logistics Group Inc. (the “Corporation”) and its wholly-owned Hong Kong based subsidiary, Grand Power Express International Limited (“GP Hong Kong”) completed the acquisition of Grand Power Express Forwarders Co. Ltd. of Macau (GP Macau”).

The effective closing date for the transaction was January 1, 2006.

Under the terms of the agreement, GP Hong Kong has acquired 100% of the shares of GP Macau for HK\$13.75 million (approximately CDN\$2.17 million). The payment to the shareholders of GP Macau for the acquisition is comprised of HK\$3.75 million in cash and HK\$10,000,000 in Common Shares of the Corporation, which is the equivalent of 3,162,760 Common Shares at a deemed price of CDN\$0.50 per Common Share.

GP Macau is an airfreight agent, providing inbound, outbound and logistics cargo services in Macau. As well, GP Macau has a CEPA (Closer Economic Partnership Arrangement) license, allowing GP Macau to conduct logistics

business in Shanghai, the Peoples Republic of China (PRC). CEPA is a free trade agreement between China and Hong Kong and Macau. Currently, only companies based in Hong Kong and Macau can obtain a CEPA License, giving them a strategic advantage over other foreign logistics companies.

In addition, with this license, GP Macau can expand its logistics business to other regions in China. It is currently applying for a local business license to establish an operation in Guangzhou, the capita city of Guangdong province. Guangzhou, with a metropolitan population of over 10 million, is the largest commercial and industrial centre in southern China, where many foreign companies have set up manufacturing facilities and where the logistics sector plays an important role in the region's economic activities. According to local customs sources, bilateral trade between Guangdong and Hong Kong amounted to US\$89.91 billion in 2005.

For the years of 2003, 2004 and 2005, GP Macau had revenues (in Macanese Patacas) of 27,154,000 MP, 36,612,000 MP and 43,956,000 MP, respectively, and a net profit after taxes of 154,000 MP, 179,000 MP and 426,000 MP, respectively. As at December 31, 2005, GP Macau has Retained Earnings of 1,769,000 MP, Total Assets of 15,105,000 MP and a Net Shareholders' Equity of 3,968,000 MP. As at March 31, 2006, 1 MP exchanges for CD\$0.146238.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

The name and business telephone number of the executive officer of the Corporation who is knowledgeable about the material change and this Report is:

Alan P. Chan
Director, Secretary and Chief Financial Officer
Telephone: (403) 229-2337

Item 9 Date of Report

April 17, 2006