

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

ZAPPA RESOURCES LTD.
Suite 590, 789 West Pender Street
Vancouver, British Columbia
V6C 1H2
(the "Company").

Item 2. Date of Material Change

May 10, 2000.

Item 3. Press Release

A press release was issued on May 10, 2000 through the services of the Vancouver Stockwatch Magazine, George Cross Newsletter and Market News.

Item 4. Summary of Material Change

The Company announced the granting of certain incentive stock options to certain Directors of the Company.

Item 5. Full Description of Material Change

The Company announced that it had granted incentive stock options to certain Directors of the Company (collectively, the "*Optionees*") granting to such Optionees the collective right to purchase up to an aggregate of 500,000 common shares from the treasury of the Company at an exercise price of \$0.10 per common share exercisable until May 10, 2005.

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

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Senior Officers

Albert C. Gerry, the President, Chief Financial Officer and a Director of the Company, may be contacted at (604) 632-9880.

Item 9. Statement of Senior Officer

I, Albert C. Gerry, the President, Chief Financial 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 10th day of May, 2000.

“Albert C. Gerry”

Albert C. Gerry
President, CFO and a Director

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