

FORM 27

Securities Act

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

Item 1. Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer.

Delta International Industries Corp.
200 - 1530 56th Street
Delta, B.C.
V4L 2A8

Item 2. Date of Material Change

News release dated August 16, 2000.

Item 3. Press Release

Date of news release as given in Item 2.

State the date and places of issuance of the press release issued pursuant to Section 85(1) of the Act.

This news release was issued on the date stated in Item 2 through the Vancouver Stockwatch, Market News and the George Cross Newsletter.

Item 4. Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

Please see the attached news release.

Item 5. Full Description of Material Change

Same as item 4 above.

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

This report is not being filed on a confidential basis.

Item 7. Omitted Information

The director of the Company, Ray Johnosn is knowledgeable about the material change. He may be contacted at the following address and telephone number:

Delta International Industries Corp.
200 - 1530 56th Street
Delta, B.C.
V4L 2A8

Telephone: (604) 943-4646

Item 8. Senior Officers

Ray Johnson

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Executed August 16, 2000.

"Ray Johnson"
Name: Ray Johnson, Director

Delta International Industries Corp.
200 - 1530 56th Street
Delta, B.C., V4L 2A8

NEWS RELEASE

Date: August 16, 2000

Symbol: DI

Further to the private placement announced on May 25, 2000 of Delta International Industries Corp. (the "Company"), the Company wishes to announce the following hold periods:

December 2, 2000 - 1,270,000 shares

Delta International Industries Corp.
Per:

"Ray Johnson"
Ray Johnson, Director

THE CANADIAN VENTURE EXCHANGE HAS NEITHER APPROVED OR DISAPPROVED
OF THE CONTENTS HEREIN.