

FORM 27

MATERIAL CHANGE REPORT UNDER SECTION 118(1) OF THE SECURITIES ACT
(ALBERTA)

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

1. Reporting Issuer

Megastar Development Corp (the "Company")
Unit #5, 9110 Glover Road
Fort Langley, BC V1M 2S2

(604) 888-0786

2. Date of Material Change

April 12, 2001

3. Press Release

April 12, 2001
Vancouver, British Columbia

4. Summary of Material Change

Mr. Bryce Clark has resigned as a Director.

5. Full Description of Material Change

The Company announces that Mr. Bryce Clark has resigned from the Board of Directors of the Company.

6. Confidential Report

N/A

7. Omitted Information

N/A

8. Senior Officers

Jerry Minni, President

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 12th day of April, 2001.

“Jerry Minni”

JERRY MINNI,
President