

FORM 27

SECURITIES ACT

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

Item 1. Reporting Issuer

PROBE RESOURCES LTD.
401 – 850 West Hastings Street
Vancouver, BC
V6C 1E1

Item 2. Date of Material Change

April 7, 2000

Item 3. Press Release

April 18, 2000. The press release was issued through SEDAR, The George Cross News Letter, Market News and Canada Stockwatch.

Item 4. Summary of Material Change

On April 7, 2000, the Canadian Venture Exchange (Vancouver) accepted for filing documentation pertaining to a Non-Brokered Private Placement announced February 3, 2000.

Item 5. Full Description of Material Change

The Canadian Venture Exchange (Vancouver) has accepted for filing documentation pertaining to a Non-Brokered Private Placement of 3,000,000 units at a price of \$0.10 per unit, each unit consisting of one share and one non-transferable share purchase warrant to purchase one additional share at a price of \$0.10 for a two year period. These shares will be subject to a one-year hold period, commencing February 3, 2000.

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

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Senior Officers

Brian A. Gracey, President and Director

Telephone: (604) 662-8130

Telefax: (604) 662-8090

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia this 19th day of April, 2000.

PROBE RESOURCES LTD.

Per: “Brian A. Gracey”
Brian A. Gracey
President and Director