

This is the form of a material change report required under Section 85(1) of the Securities Act and Section 151 of the Securities Rules.

FORM 27

SECURITIES ACT

**MATERIAL CHANGE REPORT UNDER SECTION 85(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 85(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 85" 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

ALTO MINERALS INC. - 312 - 744 West Hastings Street, Vancouver, B.C.
V6C 1A5

Item 2 Date of Material Change

October 8, 1999

Item 3 Press Release

October 8, 1999

Item 4 Summary of Material Change

Alto Minerals Inc. has completed an agreement to purchase 16 previously staked mineral claims in the Lac Rocher area of Quebec.

Item 4 The Company has settled a claims against it by way of shares for debt.

Item 5 Full Description of Material Change

Alto Minerals Inc. (the "Company") announces that it has completed an agreement to purchase 16 previously staked mineral claims in the Lac Rocher area of Quebec. Consideration of \$8,000 and 50,000 shares at a deemed price of \$0.15 per share was paid to a private Quebec company. The shares issued are subject to a one year hold period, expiring October 1, 2000. There were no finders fee or commissions paid in relation to this transaction.

The Company has settled a claim against it by way of shares for debt. The Company agreed to pay \$4,000 and issue 80,000 shares at a deemed price of \$0.40 per share to Les Explorations Carat. The said shares will have no hold period.

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

N/A

Item 7 Omitted Information

N/A

Item 8 Senior Officers

Gary Zak - President
Patrick Obara - Chief Financial Officer

Item 9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, B.C. this 12th day of October , A.D. 1999.

ALTO MINERALS INC.

“Pat Obara”

DIRECTOR