

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

April 6, 2000

Item 3 Press Release

April 6, 2000

Item 4 Summary of Material Change

The Company has arranged a non-brokered private placement of 3,000,000 units.

Item 5 Full Description of Material Change

Alto Minerals Inc. (the “Company”) announces subject to the approval of the Canadian Venture Exchange, it has arranged a non brokered private placement of up to 3,000,000 units at \$0.10 per unit for total proceeds of \$300,000. Each unit will consist of one share and one share purchase warrant expiring after 12 months. Each share purchase warrant will entitle the holder to purchase an additional share at \$0.25 per share if exercised within the first six month period or \$0.50 per share if exercised in the second six month period.

Proceeds from the private placement will be used to retire current liabilities and for general working capital purposes.

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

N/A

Item 7 Omitted Information

N/A

Item 8 Senior Officers

Gary Zak - Chairman
Robert Weicker - President

Item 9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, B.C. this 13th day of April , A.D. 2000.

ALTO MINERALS INC.

“Pat Obara”

DIRECTOR