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.

**BC FORM 53-901F**

SECURITIES ACT

**MATERIAL CHANGE REPORT**

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: If this report is filed on a confidential basis, put at the beginning of the reporting block capitals "CONFIDENTIAL - SECTION 85", and file in an envelope marked "Confidential - Attention: Supervisor, Financial Reporting".

## Item 1: Reporting Issuer

**ALTO VENTURES LTD.,** 14th Floor - 400 Burrard Street**,** Vancouver, British Columbia, V6C 3G2

## Item 2: Date of Material Change

September 11, 2002

## Item 3: Press Release

September 11, 2002, Vancouver, B.C.

## Item 4: Summary of Material Change

The Company has signed a Letter Agreement with Fury Explorations Ltd.

## Item 5: Full Description of Material Change

The Company is pleased to announce it has signed a Letter Agreement with Fury Explorations Ltd. ("Fury") optioning a 75% interest in the Company's Windfall Lake Property and a 55% interest in the

Alcane Property, both located in Urban Township, Quebec. Alto owns a 50% interest in the Windfall Lake Property equally with Noront Resources Ltd. and a 100% interest in the Alcane Property. Terms of the Letter Agreement for Fury to earn its interest in the properties are as follows:

a) Fury must spend no less than $125,000 on a recommended exploration and development program on the claims on or before September 30, 2003;
b) Fury must spend no less than an additional $175,000 on a recommended exploration and development program on the claims on or before September 30, 2004;
c) Fury must spend no less than an additional $200,000 on a recommended exploration and development program on the claims on or before September 30, 2005; and
d) Fury must file for assessment purposes all work undertaken on the project with the Government of Quebec for the purpose of maintaining the claims in good standing.

Once the required expenditures have been made, Fury will have earned its interest in and to the Property and a Joint Venture Agreement will become effective for the further development of the claims.

The Letter Agreement is subject to TSX Venture Exchange approval.

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

N/A

**Item 7: Omitted Information**

N/A

**Item 8: Senior Officers**

Robert F. Weicker - Telephone: 604-682-2300 / Fax: 604-682-5335

**Item 9: Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, B.C. this 11th day of September, A.D. 2002.

**ALTO VENTURES LTD.**

Per: “Robert F. Weicker”

ROBERT F. WEICKER, President