

FORM 27
Securities Act (Ontario)

MATERIAL CHANGE REPORT UNDER SECTION 75(2) OF THE ACT

Item 1. **Reporting Issuer**

Phoenix Capital Inc.
Suite 1805
80 Richmond Street West
Toronto, Ontario
M5A 2A4

Item 2. **Date of Material Change**

A material change took place on July 26, 1999.

Item 3. **Press Release**

On July 26, 1999, a news release in respect of the material change was released by telecopier through the facilities of Canadian Corporate News.

Item 4. **Summary of Material Change**

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

Item 5. **Full Description of Material Change**

A full description of the material change is contained under Item 4.

Item 6. **Reliance on Section 75(3) of the Act**

The report is not being filed on a confidential basis.

Item 7. **Omitted Information**

No information has been omitted.

Item 8. Senior Officer

James Hamilton, President, at (416) 861-1940.

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, this 27th day of July, 1999.

PHOENIX CAPITAL INC.

Per: (signed)
James Hamilton, President



SCHEDULE "A"

PHOENIX CAPITAL INC.

Suite 1805, 80 Richmond Street West, Toronto, Ontario, M5H 2A4
Tel. (416) 861-1940 Toll Free 1-888-448-7791 Fax (416) 861-0128

FOR IMMEDIATE RELEASE

Banff Rocky Mountain Resort Takeover Bid Extension

July 26, 1999

Phoenix Capital Inc. ASE- "PNX" Non Voting Shares - CDN "PCIQ.A" Series C Debentures - ASE "PNX.DB". Phoenix Capital Inc. wishes to announce that, its takeover bid dated April 29, 1999, for all of the outstanding Units of the Banff Rocky Mountain Resort Limited Partnership is now open for acceptance until 4:30 p.m. (Toronto time) on August 26, 1999, unless further extended or withdrawn. In addition, Phoenix is also varying its offer by increasing consideration offered for each Unit from 325 Series D \$1.00 Debentures to 650 Series D \$1.00 Debentures. Formal notices of the extension and variation are being sent concurrently to all the unitholders of the limited partnership.

The Alberta Stock Exchange has neither approved nor disapproved the information contained herein.

For further information contact:

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