MATERIAL CHANGE REPORT UNDER

***SECURITIES ACT* (BRITISH COLUMBIA) SECTION 85(1) FORM 27**
***SECURITIES ACT* (ALBERTA) SECTION 118(1) FORM 27**
***THE SECURITIES ACT* (SASKATCHEWAN) SECTION 84(1) FORM 25**
***THE SECURITIES ACT* (MANITOBA)**
***SECURITIES ACT* (ONTARIO) SECTION 75(2) FORM 27**
***SECURITIES ACT* (QUEBEC) SECTION 73**
***THE SECURITIES ACT* (NEWFOUNDLAND) SECTION 76(2) FORM 26**
***SECURITIES ACT* (NOVA SCOTIA) SECTION 81(2) FORM 27**
***SECURITY FRAUDS PREVENTION ACT* (NEW BRUNSWICK)**
***SECURITIES ACT* (PRINCE EDWARD ISLAND)**

1. Reporting Issuer:

Real Resources Inc. (the "Corporation")
700, 555 – 4th Avenue S.W.
Calgary, Alberta
T2P 3E7

2. Date of Material Change:

July 31, 2000

3. Press Release:

A Press Release was issued July 31, 2000.

4. Summary of Material Change:

On July 31, 2000, the Corporation and Prism Petroleum Inc. ("Prism") entered into a pre-acquisition agreement whereby the Corporation agreed to make an offer, subject to certain conditions (including the completion of due diligence by the Corporation), to acquire all of the issued and outstanding common shares of Prism on the basis of, at the election of Prism shareholders: (i) $1.85 for each Prism share; or (ii) 0.50 of a common share of the Corporation ("Real Shares") for each Prism share; or (iii) any combination thereof, subject to a maximum cash consideration of $10,485,000 and a maximum share consideration of 2,500,000 Real Shares. If Prism shareholders elect to receive either share or cash consideration in excess of the maximums, the consideration will be accordingly pro-rated as to cash and shares.

5. Full Description of Material Change:

On July 31, 2000, the Corporation and Prism Petroleum Inc. ("Prism") entered into a pre-acquisition agreement whereby the Corporation agreed to make an offer, subject to certain conditions (including the completion of due diligence by the Corporation), to acquire all of the issued and outstanding common shares of Prism on the basis of, at the election of Prism shareholders: (i) $1.85 for each Prism share; or (ii) 0.50 of a common share of the Corporation ("Real Shares") for each Prism share; or (iii) any combination thereof, subject to a maximum cash consideration of $10,485,000 and a maximum share consideration of 2,500,000 Real Shares. If Prism shareholders elect to receive either share or cash consideration in excess of the maximums, the consideration will be accordingly pro-rated as to cash and shares.

The board of directors of Prism is unanimously recommending that Prism shareholders accept the Offer. The Corporation's Offer will be subject to, among other conditions, the condition that at least 66 2/3% of the Prism shares are tendered pursuant to the Offer.

In addition, directors and officers of Prism along with certain other shareholders have agreed to entered into pre-tender agreements, whereby they have agreed to tender their shares pursuant to the Offer. Shareholders entering into the pre-tender agreements hold approximately 4,000,000 common shares of Prism, amounting to approximately 39% of the outstanding Prism shares.

The pre-acquisition agreement allows the Corporation to match any subsequent offer and provides for a $750,000 break fee payable by Prism to the Corporation in certain circumstances, and for the reimbursement of the Corporation's expenses in certain circumstances.

6. Reliance on Subsection 118(2) of *Securities Act* (Alberta) or equivalent section:

N/A

7. Omitted Information:

N/A

8. Senior Officers:

LOWELL E. JACKSON, President and Chief Executive Officer, may be reached at (403) 262-9077.

9. Statement of Senior Officer:

The foregoing accurately discloses the material change referred to herein.

This statement is made in the City of Calgary in the Province of Alberta as of August 9, 2000.

(signed) "Lowell E. Jackson"
LOWELL E. JACKSON
President and Chief Executive Officer

IT IS AN OFFENSE FOR A PERSON TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE SECURITIES ACT OR THIS REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.