AMOIL RESOURCES INC.
Suite 1109, 10080 Jasper Avenue
Edmonton, Alberta
T5J 1V9

THE ALBERTA SECURITIES COMMISSION
4th Floor, 300 - 5th Avenue S.W.
Calgary, Alberta
T2P 3C4

Attention: Market Surveillance

THE BRITISH COLUMBIA SECURITIES COMMISSION
Suite 200, 865 Hornby Street
Vancouver, B.C.
V6C 2H4

Attention: Market Surveillance

Dear Sirs:

Re: Amoil Resources Inc. - Material Change Report

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of Amoil Resources Inc. (the "Corporation" or "Amoil"). For convenience, this letter is itemized in the same manner as Form 27 of the *Securities Act* (Alberta) and Form 27 of the *Securities Act* (B.C.). Concurrent with this filing, this letter is being filed with The Canadian Venture Exchange Inc., being the only Exchange on which the Corporation's shares are currently listed.

Item 1 - Reporting Issuer

Amoil Resources Inc.
Suite 1109, 10080 Jasper Avenue
Edmonton, Alberta
T5J 1V9

Item 2 - Date of Material Change

The material changes occurred on or about June 23, 2000.

Item 3 - Publication of Material Change

A Press Release was issued on June 23, 2000.

Item 4 - Summary of Material Change

The Corporation announced that, subject to receipt of regulatory approvals, it will be conducting a private placement of special warrants for aggregate gross proceeds of up to $900,000.

Item 5 - Full Description of Material Change

The Corporation announced that, subject to receipt of regulatory approvals, it will be conducting a private placement of special warrants for aggregate gross proceeds of up to $900,000.

The Corporation proposes to sell up to 3,600,000 special warrants at a subscription price of $0.25 per special warrant. Each special warrant shall entitle the holder to acquire one unit, each unit consisting of one common share and one-half of one share purchase warrant. Each share purchase warrant shall entitle the holder to purchase one additional common share at a price of $0.50, exercisable on or before 4:30 p.m. (Calgary time) on the first anniversary of the closing date of the Private Placement. The terms of the special warrants may be amended prior to closing if deemed desirable by management of the Corporation The Corporation may pay commissions or finders fees to registered dealers or others entitled to receive commissions under applicable law on the sale of the special warrants, the payment of such being subject to regulatory approval. The Corporation anticipates that the private placement will close on or before August 1, 2000.

The proceeds of the Private Placement will be used by the Corporation to purchase equipment for its operating oil field service division, business development and working capital.

Item 6

Not applicable

Item 7

Not applicable

Item 8 - Senior Officer

The name of a Senior Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is Darryl Holloway, President, at (780) 991-4694.

Item 9 - Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED this 23rd day of June, 2000.

AMOIL RESOURCES INC.

Per: *"Signed"*
Dennis Tangen, Director

cc Canadian Venture Exchange