

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
(Previously Form 27)**

Securities Act

Material Change Report

Item 1: Reporting Issuer

International PetroReal Oil Corporation, Suite 1750 – 1177 West Hastings Street, Vancouver, British Columbia, V6E 2K3.

Item 2: Date of Material Change

January 15, 2004

Item 3: Press Release

January 15, 2004

Item 4: Summary of Material Change

The Company arranges non-brokered private placement with gross proceeds of up to \$3,997,500.

Item 5: Full Description of Material Change

The Company has arranged a non-brokered private placement of up to 6,150,000 units at a price of \$0.65 per unit for gross proceeds of up to \$3,997,500. Each unit will consist of one common share and one-half non-transferable Series C share purchase warrant, with each whole warrant granting the holder thereof the right to acquire one further common share in the capital stock of the Company for a period of two years at an exercise price of \$0.80 per share. A finder's fee of 10% of the gross proceeds is due and payable in connection with the placement either in cash or securities, at the election of the finder. The proceeds from this transaction will be used in connection with the acquisition of the West Bay Field and for general working capital purposes. The transaction is subject to the approval of the TSX Venture Exchange.

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

N/A

Item 7: Omitted Information

N/A

Item 8: Senior Officers

Karl Rollke – President, CEO
Keiko Mizuno – Secretary
Duane Nelson - Chairman
Peter Wilson – VP Investor Relations

Item 9: Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated at the City of Vancouver, British Columbia this 15th day of January, 2004.

“Karl Rollke”

Per: Karl Rollke
President

NEWS RELEASE

Date: January 15, 2004

12g3-2(b) Exemption No.: 82-3206

TSX-V Trading Symbol: IOC

INTERNATIONAL PETROREAL OIL CORPORATION

**Suite 1750, 1177 West Hastings Street
Vancouver, British Columbia**

V6E 2K3

Telephone Number: 604-683-2220

Facsimile Number: 604-683-2286

International PetroReal Oil Corporation (TSX-V: IOC; the "Company") is pleased to announce that it has arranged a non-brokered private placement of up to 6,150,000 units at a price of \$0.65 per unit for gross proceeds of up to \$3,997,500. Each unit will consist of one common share and one-half non-transferable Series C share purchase warrant, with each whole warrant granting the holder thereof the right to acquire one further common share in the capital stock of the Company for a period of two years at an exercise price of \$0.80 per share. A finder's fee of 10% of the gross proceeds is due and payable in connection with the placement either in cash or securities, at the election of the finder. The proceeds from this transaction will be used in connection with the acquisition of the West Bay Field and for general working capital purposes.

The transaction referred to in this news release is subject to acceptance by the TSX-Venture Exchange.

INTERNATIONAL PETROREAL OIL CORPORATION

"Karl Rollke"

Per: Karl Rollke
President

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this News Release. This press release may contain forward looking statements based on assumptions and judgments of management regarding future events or results that may prove to be inaccurate as a result of exploration and other risk factors beyond its control and actual results may differ materially from the expected results.