FORM 51-102F3

Material Change Report

Item 1: Name and Address of the Company

International PetroReal Oil Corporation, Suite 1750 – 1177 West Hastings Street, Vancouver, British Columbia, V6E 2K3 (the "Company").

Item 2: Date of Material Change

June 10, 2004

Item 3: Press Release

June 10, 2004 – Disseminated through Stockwatch, Market News and Market Regulation Services.

Item 4: Summary of Material Change

The Company closes Convertible Debenture Private Placement of CDN $3,390,000.

Item 5: Full Description of Material Change

The Company has closed the private placement, announced May 4, 2004, of CDN$3,390,000 of 9% Convertible Debentures due April 30, 2007. The debentures are unsecured. Interest is payable on October 31 and April 30 commencing October 31, 2004 and ending April 30, 2007, when the principal is due. The debentures are convertible into units, each unit consisting of one common share of the Company and one share purchase warrant. The conversion price is $0.80 per unit until April 30, 2005, thereafter $1.00 per unit until April 30, 2006, and thereafter at $1.20 per unit until April 30, 2007. Each share purchase warrant will entitle the holder to acquire one common share of the Company at a price equal to the conversion price until the earlier of the last date for converting the debentures and 2 years after the date the debenture is converted. Applicable hold periods expire on October 2, 2004.

Finders' fees of 10% of the total proceeds raised were paid in cash.

Item 6: Reliance on Sub-Section 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7: Omitted Information

N/A

Item 8: Executive Officer

Frank Jacobs, President, COO, Director
Phone: 604-683-2220

Item 9: Date of Report

Dated at the City of Vancouver, British Columbia this 10th day of June, 2004.

INTERNATIONAL PETROREAL OIL CORPORATION

"Frank Jacobs"

Per: Frank Jacobs
President, COO, Director