

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

August 25, 2004

Item 3: Press Release

August 25, 2004 – Disseminated through Stockwatch, Market News and Market Regulation Services.

Item 4: Summary of Material Change

The Company currently negotiating extension of closing date on Main Pass 59 Oil and Gas Field.

Item 5: Full Description of Material Change

As announced on May 11, 2004, the Company entered into a purchase and sale agreement to acquire the Main Pass 59 Oil and Gas Field located in the Gulf of Mexico. The scheduled closing date has now passed and the parties are currently in the process of negotiating an extension. The Company has secured the majority of the financing required to close the proposed transaction and is making progress towards completion. Certain terms of the transaction may be subject to change pending a revised Purchase and Sale agreement.

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 25th day of August, 2004.

INTERNATIONAL PETROREAL OIL CORPORATION

“Frank Jacobs”

Per: Frank Jacobs
President, COO, Director