

**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**

November 24, 2004

**Item 3: Press Release**

November 24, 2004 – Disseminated through Stockwatch, Market News and Market Regulation Services.

**Item 4: Summary of Material Change**

The Company announces closing on interest in Main Pass 59 oil field scheduled for January 7, 2005.

**Item 5: Full Description of Material Change**

The Company announces that completion of the acquisition of an interest in the Main Pass-59 (“MP-59”) oil field is scheduled for January 7, 2005. The Company entered into a Sales and Purchase Agreement with Ridgelake Energy, Inc (“Ridgelake”) to acquire its 70% majority-interest ownership in the MP-59 field on May 6, 2004 and since that date has completed its due diligence and is detailing its financing arrangements. The Company has agreed to pay US\$78 million upon completion and the acquisition has an effective date of January 1, 2005.

The MP-59 field is operated by minority interest co-owner, Chevron U.S.A. Inc., and is located in the Gulf of Mexico about 35 miles due east of Venice, Louisiana in federal waters. The Chevron U.S.A. Inc. consent to assign the interest to PetroReal has been requested.

The MP-59 field consists of 15 wells and 17 active oil completions on one platform and one satellite structure located in 70 feet of water. The field was producing approximately 2,700 barrels of oil and 0.8 million cubic feet of gas per day before production was suspended ahead of hurricane “Ivan”. The storm caused damage to the platform and the facilities, which is currently being repaired with resumption of production expected by the end of November 2004. Full production capacity is anticipated to be restored by December 18, 2004.

The Company has completed all its due diligence, including title opinion, independent reserve evaluations and an environmental inspection. Independent reserve evaluations were carried out by Schlumberger, R. A. Lenser & Associates and Ryder Scott with net Proven reserves varying from 8.2 to 14.4 MMBBL of oil and 4.5 to 7.6 BCF of gas net attributable to the Ridgelake interest. In addition, the Company expects that there are additional reserves of oil and gas in the Probable, Possible and Exploratory Potential category net to the Ridgelake interest. Gas is entrained with the oil and represents less than 10% of the value of the field.

The acquisition will be funded by debt and equity financings and direct project participation. The Company is in the final stages of finalizing the financings. Finders’ fee will be paid in respect of the finance facilities.

Further details on the financing package, the terms and the fees will be released as soon as they are finalized.

This acquisition furthers the Company's objectives of becoming a significant oil and gas producer focused on near-shore properties in the Gulf of Mexico.

The transaction is subject to acceptance by the TSX-Venture Exchange.

**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 November, 2004.

**INTERNATIONAL PETROREAL OIL CORPORATION**

*“Frank Jacobs”*

Per: Frank Jacobs  
President, COO, Director