

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”). Telephone 604-683-2220. Facsimile 604-683-2286.

Item 2: Date of Material Change

January 17, 2005

Item 3: News Release

A News Release issued under Section 7.1 of National Instrument 51-102 concerning the material change was transmitted for dissemination to Canada Stock Watch and Market News Publishing, Inc. and filed on SEDAR on January 17, 2005.

Item 4: Summary of Material Change

The Company closes acquisition of shareholding interest in Black Swan Petroleum Pty. Ltd.

Item 5: Full Description of Material Change

The Company has closed the acquisition of a 36% shareholding interest in Black Swan Petroleum Pty. Ltd. (“BSP”) from Dormley Pty. Ltd. (“Dormley”), a private Australian company, as initially announced on January 4, 2005. The Company issued 2,300,000 shares of common stock at a deemed price of \$0.73 per share. The common shares issued under this transaction are subject to hold period expiring on May 11, 2005.

No finder’s fees are payable in relation to this acquisition.

BSP holds a 100% interest in Block B7/38, a Petroleum Exploration Concession (the “Petroleum Concession”) offshore Thailand. The Petroleum Concession is operated by BSP and is located in the Chumphon Basin, Gulf of Thailand, adjacent to the Eastern Thai coastline, in water depths averaging 20 meters. The Petroleum Concession has favourable contract terms, three seismically well defined drillable prospects within a basin that has a proven working hydrocarbon system and excellent upside opportunities. Potential recoverable oil reserves range in size up to approximately 200 MMBO. The drilling of two exploration wells is scheduled to commence in February/March of 2005.

The acquisition referred to in this news release was approved by the TSX-Venture Exchange.

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

This Report is not filed on a confidential basis in reliance on Subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7: Omitted Information

No information has been omitted for this report on the basis that the Company believes that such information should remain confidential.

Item 8: Executive Officer

The name and business telephone number of the executive officer of the Company who is knowledgeable about the material change in this Report is:

Frank Jacobs, President
Telephone: 604-683-2220
Facsimile: 604-683-2286

Item 9: Date of Report

Dated at the City of Vancouver, British Columbia this 17th day of January, 2005.

INTERNATIONAL PETROREAL OIL CORPORATION

“Frank Jacobs”

Per: Frank Jacobs
President, COO, Director