CVL RESOURCES LTD.
SUITE 1220-800 WEST PENDER ST.
VANCOUVER, B.C., V6C 2V6
TEL: 604/685-6851
FAX: 604/685-6493

July 19, 1999

British Columbia Securities Commission
1100-865 Hornby Street
Vancouver, B.C.
V6Z 2H4

Attention: Continuous Disclosure

Dear Sirs:

Re: CVL Resources Ltd. (the "Company")
Continuous Disclosure - Form 27 Filing

In accordance with Section 85(1) of the Securities Act (British Columbia), on behalf of the Company, we enclose the following:

1. Form 27, entitled "Material Change Report under Section 85 of the Act," dated July 19, 1999.

We trust you will find the same in order.

Yours truly,

CVL RESOURCES LTD.

Signed: Kim Casswell

Kim Casswell
CORPORATE SECRETARY

Encls.

cc: Alberta Securities Commission – Via Sedar
Saskatchewan Securities Commission – Via Sedar
Vancouver Stock Exchange – Via Sedar
DuMoulin Black – Legal Counsel

FORM 27
SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA) (THE "ACT")

1. Reporting Issuer

The full name and address of the principal office in Canada of the Company is:

CVL Resources Ltd.
1220-800 West Pender Street
Vancouver, British Columbia
V6C 2V6

2. Date of Material Change

July 16, 1999

3. Press Release:

The date and place of issuance of the press release is as follows:

Date of Issuance:	July 16, 1999
Place of Issuance:	Vancouver, British Columbia
Distribution:	Through the facilities of the Vancouver Stock Exchange, B.C. Securities Commission, Alberta Securities Commission, Saskatchewan Securities Commission, Stockwatch, George Cross Newsletter,and Market News Publishing.

4. Summary of Material Change

Please refer to Schedule "A", being the news release referred to in Item 3 above, which is attached hereto and forms a part of this report.

5. Full Description of Material Change

By news release it was announced that the Company has entered into a letter of intent with Tri-Valley Oil and Gas (TVOG) to earn an interest in and to carry out exploration on TVOG's EKHO project. The EKHO project is a deep oil and gas exploration project in the San Joaquin Valley, Kern County, Calif., a prolific oil and gas province. The area of mutual interest (AMI), which forms the basis of negotiations, covers approximately 261 square miles (167,000 acres) and is east of the now-famous Bellevue No.1 blowout well.

The consortium of junior companies participating in the EKHO project and their respective interests are, Aster Ventures Corp. (20%), Curion Venture Corp. (20%), Lucre Ventures Ltd. (10%), Berkshire International Mining Ltd. (10%), Consolidated Bradbury Int'l Equities Ltd. (5%), CVL Resources Ltd. (5%), Curlew Lake Resources Inc. (5%), Pan Ocean Explorations Inc. (5%), Prairie Pacific Energy Corp. (5%), and Royal International Venture Corp. (5%).

TVOG has a 12.5 percent carried interest to pay-out which then converts to a 25 percent working interest. To earn its working interest, each participant will be required to finance its proportionate share of the reimbursement of certain of TVOG's property acquisition costs and the proportionate cost of the initial work program. All subsequent work programs will be carried out as a joint venture and will require a pro-rata financial contribution from each participant or the participant will be subject to dilution.

The EKHO project's primary targets will be the Vedder and Upper Phacoides sandstones, which are part of the Lower Miocene Temblor formation. It has been reported that the Bellevue No.1 well is producing from the upper part of the Temblor formation. The high-flow rates in the Bellevue No.1 well are attributed to fracturing. Data held by TVOG indicate that similar geologic structures, including significant fracturing, may be present within the EKHO project area. The similarities that exist between the stratigraphy and structure of the Bellevue No.1 and the EKHO project area, coupled with presence of oil and gas in surrounding wells, indicate that the EKHO project has the potential for a discovery similar to Bellevue No.1.

A work program to test the various targets in the Temblor formation to an estimated depth of 18,000 feet is currently being prepared. The cost of this work program and property acquisition is estimated to be $9 million (U.S.). The estimated cost to be incurred by the company to earn its interest will be $450,000 (U.S.), which is to be paid within 21 days from the date of entering into a participation agreement with TVOG.

Haliburton Energy Services, a Fortune 100 company and world's largest oil field service firm, will provide TVOG and the participants with technical services and support on a preferred basis during drilling, completion and production of the EKHO project well. Subject to the parties completing a participation agreement and a joint operating agreement, it is anticipated that activity in the field will begin in August, 1999.

CVL Resources has $7 million in the treasury and is active in oil and gas exploration, both onshore and offshore, in Australia and New Zealand.

6. <u>Reliance on Section 85(2) of the Act</u>

Not Applicable

7. <u>Omitted Information</u>

No significant facts remain confidential and no information has been omitted in this report.

8. <u>Senior Officer</u>

The name and business telephone number of a senior officer of the Company who is knowledgeable about the material change is as follows:

Name: Ian Rozier
Bus. Tel: (604) 685-6851

9. <u>Statement of Senior Officer</u>

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia, this 19th day of July, 1999.

Signed: *"Ian Rozier"*

Ian Rozier
President & CEO

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SCHEDULE "A"

July 16, 1999
Trading Symbol: CVL (VSE)

NEWS RELEASE

CVL TO PARTICIPATE IN EKHO PROJECT, SAN JOAQUIN VALLEY, CALIFORNIA

Mr. Ian Rozier, President, is pleased to report that the Company has entered into a letter of intent with Tri-Valley Oil and Gas (TVOG) to earn an interest in and to carry out exploration on TVOG's EKHO project. The EKHO project is a deep oil and gas exploration project in the San Joaquin Valley, Kern County, Calif., a prolific oil and gas province. The area of mutual interest (AMI), which forms the basis of negotiations, covers approximately 261 square miles (167,000 acres) and is east of the now-famous Bellevue No.1 blowout well.

The Bellevue No.1 well hit an uncontrollable high-pressure gas zone in November, 1998, at 17,657 feet and blew out and ignited. The well flowed uncontrolled for two weeks at an estimated rate of 100 million cubic feet per day. Under restricted flow the well averaged approximately 10 mmcfd and more than 400 barrels condensate per day for several months until it was plugged on May 28, 1999 (Source: Bakersfield Californian Online). Prior to this blow-out, the deepest onshore producing oil well in California was at 14,570 feet and the deepest producing gas well was at 12,576 feet. The Bellevue No.1 blow-out demonstrated that California's Great Central Valley has the potential to exploit even deeper reserves of oil and gas and the flow rates indicate that giant reserves of oil and gas are possible.

The consortium of junior companies participating in the EKHO project and their respective interests are, Aster Ventures Corp. (20%), Curion Venture Corp. (20%), Lucre Ventures Ltd. (10%), Berkshire International Mining Ltd. (10%), Consolidated Bradbury Int'l Equities Ltd. (5%), CVL Resources Ltd. (5%), Curlew Lake Resources Inc. (5%), Pan Ocean Explorations Inc. (5%), Prairie Pacific Energy Corp. (5%), and Royal International Venture Corp. (5%).

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TVOG based in Bakersfield, Calif., has been active in Kern County for more than 36 years. TVOG began leasing acreage in the AMI in 1997 after identifying the potential for deep hydrocarbon reserves in the project area through the interpretation of extensive data. To date, TVOG has leased all or part of 26 sections and negotiations are continuing to acquire additional acreage in the AMI.

The EKHO project's primary targets will be the Vedder and Upper Phacoides sandstones, which are part of the Lower Miocene Temblor formation. It has been reported that the Bellevue No.1 well is producing from the upper part of the Temblor formation. The high-flow rates in the Bellevue No.1 well are attributed to fracturing. Data held by TVOG indicate that similar geologic structures, including significant fracturing, may be present within the EKHO project area. The similarities that exist between the stratigraphy and structure of the Bellevue No.1 and the EKHO project area, coupled with presence of oil and gas in surrounding wells, indicate that the EKHO project has the potential for a discovery similar to Bellevue No.1.

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For further technical information contact:
Ian Rozier
For further corporate information contact:
Barbara Dunfield
Telephone: (604) 685-6851
Facsimile: (604) 685-6493
www.cvlresources.com

The Vancouver Stock Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the contents of this news release.