THIS IS THE FORM OF A MATERIAL CHANGE REPORT REQUIRED UNDER SECTION 67(1) OF THE SECURITIES ACT.

FORM 27
SECURITIES ACT
MATERIAL CHANGE REPORT UNDER SECTION 67(1) OF THE ACT

NOTE: This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this are complied with.

NOTE: Every report required to be filed under section 67(1)(b) of the Act shall be sent to the Commission in an envelope addressed to the Commission and marked "Continuous Disclosure".

NOTE: WHERE THE REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL - SECTION 67", AND EVERYTHING THAT IS REQUIRED TO BE FILED SHALL BE PLACED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL".

Item 1. Reporting Issuer

State the full name, address and telephone number of the principal office in Canada of the reporting issuer:

The name of the reporting issuer is Americ Resources Corp. (the "Issuer"). Its principal office is located at Suite 280 - 815 West Hastings Street, Vancouver, B.C. V6C 1B4, and its telephone number is (604) 608-2700.

Americ Resources Corp. is an Exchange Issuer.

Item 2. Date of Material Change

December 23, 1999 is the date of this news release.

Item 3. Press Release

State the date and place(s) of issuance of the press release issued pursuant to Section 67(1)(b) of the Act.

Press release issued December 23, 1999, to Stockwatch and Market News.

Item 4. Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change:

The Issuer on Monday, December 20, 1999 requested that the CDNX halt trading of its shares on the CDNX pending announcement of its acquisition of Rolland Virtual Business Systems and a concurrent financing.

The Issuer has entered into a letter of intent to acquire 100% of the issued and outstanding shares of Rolland Virtual Business Systems ("RVBS"), a company which provides turnkey, "all inclusive" e-commerce software to its customers, in

consideration of its issuance to the shareholders of RVBS of 25,000,000 common shares.

RVBS has created, marketed, and sells a Fractal Commerce Solution (e-commerce solution) consisting of software, hardware, bandwidth and services. The RVBS solution is a complete fully integrated e-commerce solution that allows for real time presentations and payments, integrated shipping, inventory management, is SQL compatible, has multimedia capability and is applicable for business to business and business to consumer transaction. The RVBS solution is one of the only fully integrated solutions with hardware-software, bandwidth and after purchase services included turnkey at purchase.

A valuation of RVBS undertaken by I.R.M.A. (Internet Research and Market Analysis) of St-Laurent, Quebec values RVBS at Cdn $19.16 million.

The management of RVBS has extensive experience in providing e-commerce solutions to end users.

Martial Rolland, President and CEO, has 14 years of experience as a programmer analyst directly in this area. He is chiefly responsible for development of corporate strategy and structure.

Robert Jones, vice-president of RVBS, is responsible for sales and marketing of RVBS' turnkey software and has 9 years of experience in computer software sales, marketing and consulting.

In association with the Issuer's acquisition of RVBS, the Issuer is required to secure a sponsor and to undertake a change of business review process with the CDNX. The Issuer has elected to undertake the change of business review process under the former Vancouver Stock Exchange policies and will not yet elect to implement the recently introduced CDNX policies.

At this time, it is not anticipated that the change of business and financing will require shareholder approval at an Extraordinary General Meeting of shareholders.

Trading in the Issuer's shares will be halted until such time as the Issuer's sponsor has completed its review and due diligence concerning RVBS and has requested that the CDNX permit trading to resume.

Item 5. Full Description of Material Change

Supplement the summary required under Item 4 with the disclosure that should be sufficiently complete to enable a reader to appreciate the significance of the material change without reference to other material. Management is the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.

This description of the significant facts relating to the material change will therefore include some or all of the following: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the reporting issuer or its subsidiaries. Specific financial forecasts would not normally be required to comply with this form. The above list merely describes examples of some of the facts that may be significant. The list is not intended to be inclusive or exhaustive of the information required in many particular situations:

The Issuer on Monday, December 20, 1999 requested that the CDNX halt trading of its shares on the CDNX pending announcement of its acquisition of Rolland Virtual Business Systems and a concurrent financing.

The Issuer has entered into a letter of intent to acquire 100% of the issued and outstanding shares of Rolland Virtual Business Systems ("RVBS"), a company which provides turnkey, "all inclusive" e-commerce software to its customers, in consideration of its issuance to the shareholders of RVBS of 25,000,000 common shares.

RVBS has created, marketed, and sells a Fractal Commerce Solution (e-commerce solution) consisting of software, hardware, bandwidth and services. The RVBS solution is a complete fully integrated e-commerce solution that allows for real time presentations and payments, integrated shipping, inventory management, is SQL compatible, has multimedia capability and is applicable for business to business and business to consumer transaction. The RVBS solution is one of the only fully integrated solutions with hardware-software, bandwidth and after purchase services included turnkey at purchase.

A valuation of RVBS undertaken by I.R.M.A. (Internet Research and Market Analysis) of St-Laurent, Quebec values RVBS at Cdn $19.16 million.

The management of RVBS has extensive experience in providing e-commerce solutions to end users.

Martial Rolland, President and CEO, has 14 years of experience as a programmer analyst directly in this area. He is chiefly responsible for development of corporate strategy and structure.

Robert Jones, vice-president of RVBS, is responsible for sales and marketing of RVBS' turnkey software and has 9 years of experience in computer software sales, marketing and consulting.

In association with the Issuer's acquisition of RVBS, the Issuer is required to secure a sponsor and to undertake a change of business review process with the CDNX. The Issuer has elected to undertake the change of business review process under the former Vancouver Stock Exchange policies and will not yet elect to implement the recently introduced CDNX policies.

Updates on the Issuer's progress in obtaining CDNX acceptance for filing of its change of business, securing sponsorship and securing concurrent financing will be made publically available by way of news release. Further details of the business of RVBS may also be made publically available.

At this time, it is not anticipated that the change of business and financing will require shareholder approval at an Extraordinary General Meeting of shareholders.

Trading in the Issuer's shares will be halted until such time as the Issuer's sponsor has completed its review and due diligence concerning RVBS and has requested that the CDNX permit trading to resume.

Item 6. Reliance on Section 67(2) of the Act

If the report is being filed on a confidential basis in reliance on Section 67(2) of the Act, state the reasons for such reliance.

N/A

INSTRUCTION:

Refer to Section 67(3) of the Act concerning continuing obligations in respect of reports filed pursuant to this subsection:

N/A

Item 7. Omitted Information

In certain circumstances where a material change has occurred and a material change report has been or is about to be filed but Section 67 (3) of the Act will no longer or will not be relied upon, a reporting issuer may nevertheless believe one or more significant facts otherwise required to be disclosed in the material change report should remain in confidential and not be disclosed or not be disclosed in full detail in the material change report.

State whether any information has been omitted on this basis and provides the reasons for any such commission in sufficient detail to permit the Commission to exercise its discretion pursuant to Section 151 (3) of the Act. The reasons for the omission may be obtained in a separate letter filed as provided in Rule 153:

N/A

Item 8. Senior Officers

To facilitate any necessary follow up by the Commission, give the name and business telephone number of a senior officer of the reporting issuer who is knowledgeable about the material change and the report or an officer through whom such senior officer may be contacted by the Commission:

Further information may be obtained from Richard Silas, Director of the Issuer, at (604 608-2700.

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, B.C., this 23rd day of December, 1999.

AMERIC RESOURCES CORP.

"Richard Silas"

____

Signature
Richard Silas, Director
Capacity with Reporting Issuer