MATERIAL CHANGE REPORT

1. Name and Address of Reporting Issuer:

Forte Resources Inc. ("Forte")
2450, 500-4th Avenue S.W.
Calgary, Alberta T2P 2V6

2. Date of Material Change:

June 23, 2004

3. News Release

A press release disclosing the details outlined in this Material Change Report was issued by Forte on June 23, 2004 and disseminated through the facilities of CCNMatthews and would have been received by the securities commissions where Forte is a "reporting issuer" and the stock exchanges on which the securities of Forte are listed and posted for trading in the normal course of its dissemination.

4. Summary of Material Change:

Forte has acquired all of the issued and outstanding securities of Oiltec Resources Ltd. ("Oiltec") pursuant to a plan of arrangement.

5. Full Description of Material Change:

Forte has acquired all of the issued and outstanding securities of Oiltec pursuant to a plan of arrangement (the "Arrangement").

Pursuant to the Arrangement, securityholders of Oiltec received for each Oiltec common share owned, at their election (and subject to pro-ration):

(a) 0.45 of a Forte common share; or
(b) $1.40 in cash; or
(c) a combination thereof.

Upon closing Forte issued 10,515,935 common shares and paid $11.864 million in cash for 100% of the Oiltec shares. Shareholders who did not elect to receive Forte shares will receive a cash payment of $1.40 per share for 40.8428 % of their shares and Forte shares for 59.1572% of their shares, at a ratio of .45 Forte share to one Oiltec share. The total consideration paid by Forte was approximately $60 million, comprised of $15.0 million of assumed net debt and the balance by the issue of Forte common shares and cash.

After giving effect to the Arrangement, Forte has approximately 33.5 million common shares outstanding basic and 36.4 million fully diluted and net debt of approximately $36.0 million. Forte's common shares are posted and listed for trading on the Toronto Stock Exchange ("TSX") under the symbol "FRZ". Oiltec's last day of trading on the TSX was Friday, June 25, 2004.

Forte Resources Pro Forma

Forte is a Canadian company engaged in the business of acquiring crude oil and natural gas properties and exploring for, developing and producing crude oil and natural gas. Forte is managed by Thomas J. MacKay as Chairman and Chief Executive Officer, Douglas N. Baker as President and Chief Financial Officer and R. Bruce Hammond as Senior Vice President and Chief Operating Officer. Prior to the Arrangement Forte's production was approximately 2,250 boe/d of light oil and natural gas production essentially all of which is located in the province of Alberta. Forte has an active exploration and development program scheduled for the remainder of 2004. This program includes five gas exploration prospects in its core Peace River Arch exploration area.

Oiltec's assets located in northeast British Columbia, central and southern Alberta and southeast Saskatchewan comprise a diversified mix of exploitation and exploration opportunities which complement Forte's existing assets. Exploration and development activity on these properties will be focussed at Laprise in northeast British Columbia and at Redwater in central Alberta with an active drilling program contemplated for the remainder of 2004 and 2005. At Redwater, Forte anticipates drilling 9 wells targeting oil in the Ellerslie and Basal Quartz formations. At Laprise, Forte anticipates drilling 10 exploration and development wells primarily targeting natural gas in the Baldonnel formation.

Following the Arrangement, Forte has, on a combined basis:

- an initial daily production of approximately 3,650 boe/d (70% oil);
- combined proved reserves of 5.9 Mmboe and proved plus probable reserves of 8.5 Mmboe as evaluated by independent engineering consultants;
- 110,000 net acres of undeveloped land
- approximately $95.0 million in tax pools.

FirstEnergy Capital Corp. acted as financial advisor to Forte with respect to the Arrangement.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer:

The name and business numbers of the executive officer of Forte who is knowledgeable of the material change and this report is:

Douglas N. Baker, President and Chief Financial Officer
Telephone: (403) 237-5163
Facsimile: (403) 237-5256

DATED at the City of Calgary, in the Province of Alberta this 29th day of June, 2004.

FORTE RESOURCES INC.

Per: (signed) *"Douglas N. Baker"*

Douglas N. Baker
President and Chief Financial Officer