MATERIAL CHANGE REPORT

Subsection 75(2) of the *Securities Act* (Ontario)
and equivalent sections in the securities acts of each of the other provinces of Canada

1. **Reporting Issuer**

   Nextair Inc. (formerly Scorpion Minerals Inc.)
   4510 Rhodes Avenue
   Building 300
   Windsor, Ontario N8W 5K5

2. **Date of Material Change**

   March 5, 2001

3. **Publication of Material Change**

   Press Release issued at Toronto, Ontario, on March 9, 2001.

4. **Summary of Material Change**

   Scorpion Minerals Inc. ("Scorpion") has completed a previously announced arm's length business combination with Nextair Corporation and has changed its name to Nextair Inc. ("Nextair"). Under the terms of the business combination, 52,000,000 common shares and 8,666,667 share purchase warrants have been issued by Nextair (formerly Scorpion) to the former shareholders of Nextair Corporation. Each warrant entitles the holder to purchase one common share at a price of $0.55 prior to September 5, 2002.

5. **Full Description of Material Change**

   Scorpion has completed a previously announced arm's length business combination with Nextair Corporation and has changed its name to Nextair Inc. ("Nextair"). Under the terms of the business combination, 52,000,000 common shares and 8,666,667 share purchase warrants have been issued by Nextair (formerly Scorpion) to the former shareholders of Nextair Corporation. Each warrant entitles the holder to purchase one common share at a price of $0.55 prior to September 5, 2002.

   In addition, holders of options to purchase common shares of Nextair Corporation were granted options on March 5, 2001 to purchase an aggregate of 5,200,000 common shares of Nextair in consideration of the cancellation of options of Nextair Corporation held by them. Each option of Nextair is exercisable at a price of $0.55 per share for a period of three years following the vesting thereof, or January 31, 2007.

Certain holders of common shares of Nextair entered into a voluntary escrow agreement with Nextair and Computershare Trust Company of Canada dated March 5, 2001, pursuant to which an aggregate of 42,991,047 common shares of Nextair will be escrowed over a four year period, to be released from escrow as to 10% on each of September 5, 2001 and March 5, 2002, and as to 20% on each of September 5, 2002, March 5, 2003, September 5, 2003 and March 5, 2004, respectively.

The common shares of Nextair commenced trading on The Toronto Stock Exchange on Thursday, March 8, 2001 under the symbol "NXA". There are currently 73,589,238 common shares of Nextair outstanding.

Members of The Board of Directors of Nextair include: Simon Fraser, President and CEO of Nextair, Steven Hulaj, Founder, Director of Marketing of Nextair, Charles Janise, CFO of Nextair and John Travaglini, Director of Transocean Securities (Canada) Inc. Michael Farrugia will continue to serve on the Board as Chairman and Edward Collins will continue as a director of Nextair.

6. **Reliance on Subsection 75(3) of the *Securities Act* (Ontario) and similar provisions of applicable securities laws**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Senior Officer**

For further information contact Simon Fraser, President and Chief Executive Officer, Nextair Inc., (519) 974-3388.

9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario this 14th day of March, 2001.

NEXTAIR INC.

Per: "Simon Fraser"
Simon Fraser

President and Chief Executive Officer