FORM 27
Securities Act

MATERIAL CHANGE REPORT UNDER
SECTION 118(1) OF THE *SECURITIES ACT (ALBERTA)*

ITEM 1 Reporting Issuer:

Reliance Energy Inc.
#640, 633 – 6th Avenue SW
Calgary, Alberta T2P 2Y5

ITEM 2 Date of Material Change:

November 16, 2000

ITEM 3 News Release:

Canada Newswire (Calgary) – November 16, 2000

ITEM 4 Summary of Material Change:

Reliance announces signing letter agreements to acquire two private companies which will result in a significant expansion and change of business for Reliance. As part of the transaction, Reliance will consolidate its issued and outstanding shares on a 10-for-1 basis.

ITEM 5 Full Description of Material Change:

The first agreement was signed with Norex Exploration Inc. ("Norex") and its shareholders (the "Norex Agreement"). Reliance will purchase all the issued and outstanding shares of Norex at a deemed purchase price of $5,000,000. The purchase price will be paid for by the issue of 5,000,000 post-consolidated Reliance shares. Accordingly, as part of the Norex Agreement, Reliance will consolidate its outstanding shares on a 10-for-1 basis, rolling back its approximately 13,786,750 shares to 1,378,675 shares, prior to the issue of the 5,000,000 shares to Norex. Management of Reliance will, at the request of Norex, resign for Norex nominees. A formal agreement, as well as a due-diligence review and preparation of audited financial statements by Norex is also contemplated in the Norex Agreement.

Norex is a private company engaged in the seismic acquisition industry. Norex has three seismic crews, one DAS 24 144 Channel crew, and two ARAM 24 Bit 500 plus Channel crews. The existing key personnel will be an integral part of the new management team of Reliance. The principals of Norex, who are expected to join the board of Reliance, are Mr. Mike Broome and Mr. Frank Varga.

The second agreement was signed with Eclipse Seismic Processors Inc. ("Eclipse") and its shareholders (the "Eclipse Agreement"). The Eclipse Agreement calls for the acquisition of all the issued and outstanding shares of Eclipse for a deemed purchase price of $1,700,000. The purchase price will be paid for by the issue of 1,700,000 post-consolidated shares of Reliance.

Eclipse is a private company using the latest 2D and 3D software to process seismic data.

Mr. Bernard 'Ben' Berg is the President, director, and founder of Eclipse. Mr. Berg has a long history in the oil & gas industry, with emphasis on geophysics and geological data processing. Starting as a research geophysicist for PanAmerican Petroleum Corp. in 1962, he eventually went on to found, operate, and develop several geophysical data firms, including Digitech Ltd. in 1966. He founded Eclipse in 1991.

Both transactions are subject to regulator, Canadian Venture Exchange, and shareholder approval. A special shareholders' meeting will be called shortly, with the meeting date anticipated to be late March 2001, subject to timing for approvals.

The management of Reliance feels that the dual acquisitions of Norex and Eclipse will provide for a strong company with new directors, experienced management and personnel, positive cash flow, consolidated capital, and an integrated business, all boding well for the company's future.

ITEM 6 Section 118(2) of the *Securities Act (Alberta)*:

N/A

ITEM 7 Omitted Information:

N/A

ITEM 8 Senior Officer:

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 the senior officer may be contacted is as follows:

Ted Hamilton, President, (403) 262-9044

ITEM 9 Statement of Senior Officer:

"The foregoing accurately discloses the material change referred to in this report."

DATED at Calgary, Alberta, this 24th day of November, 20 00.

(signed) "Ted Hamilton"

Ted Hamilton

IT IS AN OFFENCE UNDER THE SECURITIES ACT AND THE SECURITIES REGULATION FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.