FORM 27

Alberta, British Columbia

MATERIAL CHANGE REPORT UNDER SECTION 146(1) OF THE SECURITIES ACT (ALBERTA), AND SECTION 67(1) OF THE SECURITIES ACT (BRITISH COLUMBIA)

Item 1 - Reporting Issuer

NOREX EXPLORATION SERVICES INC. (the "Corporation")
#2050, 300 - 5th Avenue S. W.
Calgary, Alberta T2P 3C4

Item 2 - Date of Material Change

The material change occurred on or about January 30, 2002.

Item 3 - News Release

A press release was issued on January 31, 2002..

Item 4 - Summary of Material Change

The Corporation has completed the acquisitions of all of the issued and outstanding shares of Norex Exploration Inc. and Eclipse Seismic Processors Inc.

Item 5 - Full Description of Material Change

The Corporation's common shares will commence trading on the Canadian Venture Exchange Inc. under a new stock symbol "NRX" at the opening of business on Friday, February 1, 2002

The Corporation completed the acquisition of all of the issued and outstanding shares of Norex Exploration Inc. (the "Norex Subsidiary") and of Eclipse Seismic Processors Inc. ("Eclipse") in exchange for the issuance of a total of 4,700,000 Common Shares of the Corporation. The Norex Subsidiary and Eclipse are now wholly-owned subsidiaries of the Corporation. Prior to the acquisitions, the Corporation consolidated its issued and outstanding Common Shares on the basis of one new Common Share for every ten issued and outstanding Common Shares, for a total of 1,378,675 consolidated Common Shares.

The board of directors of the Corporation consists of Bernard (Ben) Berg, Frank Varga, Michael Broome, Ted W. Hamilton, Dallas L. Droppo, and R. Douglas MacIntosh. Bernard (Ben) Berg was appointed as President and Michael Broome was appointed as Vice-President and Secretary of the Corporation.

The Norex Subsidiary has been engaged in the seismic acquisition industry since 1994. The Norex Subsidiary acquires digital seismic data primarily through field exploration for the oil and gas industry.

The principal business of Eclipse since its founding in 1991, is the processing of 2D and 3D digital seismic data also for the oil and gas industry. Once received from the acquisition seismic contractor, the raw data is processed, refined, and presented in various formats to oil and gas companies and consultants according to their needs and objectives. A large part of Eclipse's business is also the re-processing of older data sets utilizing up-to-date software routines and technology.

Item 6 - Reliance on Section 146(2) of the Securities Act (Alberta) (or similar provisions of the other jurisdictions where this report is being filed)

Not applicable.

Item 7 - Omitted Information

Not applicable.

Item 8 - Senior Officer

The name of a Senior Officer of the Corporation who is knowledgeable about the material changes and this report and who can be contacted by the Commission is:

Bernard (Ben) Berg
Business Telephone Number: (403) 265-4220

Item 9 - Statement of Senior Officer

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

Dated at the City of Calgary, in the Province of Alberta, this 31st day of January, 2002.

(Signed) Bernard (Ben) Berg
Bernard (Ben) Berg
President
NOREX EXPLORATION SERVICES INC.