FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company:

Norex Exploration Services Inc. (the "Corporation")
2200 - 39th Avenue N.E.
Calgary, Alberta T2E 6P7

2. Date of Material Change:

September 7, 2007.

3. Press Release:

Press Releases issued on September 7, 2007 and September 16, 2007 by the Corporation through the facilities of Marketwire.

4. Summary of Material Change:

On September 7, 2007, the Corporation entered into an engagement letter for the issuance of up to 14,286,000 units (the "Units") at a price of $1.05 per Unit on a private placement basis (the "Offering"). Each Unit consists of one common share (a "Common Share") and one half of one Common Share purchase warrant (a "Warrant"). Each Warrant will entitle the holder thereof to purchase one Common Share at a price of $1.60 per share until the date which is 18 months from the closing date. The Offering is being conducted on a best efforts basis through a syndicate of agents led by Westwind Partners Inc. and including BMO Nesbitt Burns Inc. and Blackmont Capital Inc. (collectively, the "Agents"). The Corporation has granted the Agents an option (the "Option") to acquire up to an additional 1,429,000 Units on the same terms and conditions, such Option being exercisable at any time up to two business days prior to the closing of the Offering.

Gross proceeds from the Offering will be used to fund the Corporation's previously announced acquisition (the "Acquisition") of South American Exploration, LLC ("SAE").

5. Full Description of Material Change:

On September 7, 2007, the Corporation entered into an engagement letter for the issuance of up to 14,286,000 Units pursuant to the Offering.

Gross proceeds from the Offering will be used to fund the Acquisition. The Acquisition and the Offering are to close concurrently.

Each Unit consists of one Common Share and one half of a Warrant. Each Warrant will entitle the holder thereof to purchase one Common Share at a price of $1.60 per share until the date which is 18 months from the closing date. The Offering is being conducted on a best efforts basis through a syndicate of the Agents. The Corporation has granted the Agents the Option, such Option being exercisable at any time up to two business days prior to the closing of the Offering. If the maximum number of Units were issued, and all of the Warrants were exercised, 23,572,500 Common Shares would be issued, representing approximately 61.1% of the Corporation's 38,600,986 currently issued and outstanding Common Shares, prior to giving effect to the Acquisition.

Subsequent to closing, if the SAE division were to meet all of its financial targets under the Acquisition (as described in the Corporation's August 7, 2007 press release), up to 13,668,737 Common Shares would be issued pursuant to the terms of the Acquisition, representing approximately 35.4% of the currently issued and outstanding Common Shares (on a non-diluted basis), prior to giving effect to the Offering. The foregoing assumes the issuance of the Common Shares at a price of $1.31 and an exchange rate of $USD 1.000 = $CDN 0.9494. The issuance of the Common Shares to the vendors pursuant to the Acquisition may create a new "insider" for the purposes of applicable securities laws, being Fairweather International, Inc., a private company controlled by one of such vendors. Fairweather International, Inc. is currently anticipated to receive up to 9,226,397 Common Shares, being 67.5% of any Common Shares issued pursuant to the Acquisition.

ARC Energy Venture Fund 4 ("ARC"), the Corporation's largest shareholder (holding 20,268,657 Common Shares, or approximately 52.5% of the issued and outstanding Common Shares (on a non-diluted basis)), has expressed a desire to participate in the Offering to a maximum of $6.0 million (being 5,714,285 Units, equal to approximately 14.8% of the currently issued and outstanding Common Shares or approximately 22.2% assuming the exercise of the Warrants issued to ARC only). Due to ARC's internal investment requirements, such investment may be logistically facilitated by the granting to ARC by the Corporation of a warrant or other convertible security, at no cost, which ARC can exercise and acquire up to 5,714,285 Units at $1.05 per Unit; otherwise, ARC's participation is identical to that of the other arms' length investors. Following closing of the Offering and the Acquisition, ARC would hold 28,840,084 Common Shares (assuming the exercise of the Warrants issued to ARC) or approximately 40.7% of the 70,841,865 then issued and outstanding Common Shares (assuming the exercise of the Warrants issued to ARC only).

In accordance with the policies of the TSX: (i) as ARC is an "insider" of the Corporation and wishes to participate in the Offering in an amount in excess of 10% of the total Offering, the TSX will require the written consent to the Offering by holders of more than 50% of the Common Shares, excluding those Common Shares held by ARC; and (ii) as the Acquisition could result in the issuance of a number of Common Shares greater than 25% of the issued and outstanding Common Shares (on a non-diluted basis), the TSX will require the written consent to the Acquisition by holders of more than 50% of the Common Shares. The Corporation anticipates that such written consents will be forthcoming prior to closing.

It is necessary to file this material change report less than 21 days prior to the expected date of closing of the Offering in order to complete the Acquisition within the time frame required by the parties.

The transaction was reviewed by the Corporation's board of directors (the "Board") as a whole, at which time Mr. Douglas Freel, who is associated with ARC, disclosed his interest in the subject matter of the Offering. Management provided information respecting the proposed Offering and the Acquisition and addressed questions thereon from the Board. In addition, advice was provided by the Corporation's legal counsel, following which time the remaining members of the Board met without Mr. Freel being present. The transaction was approved, and considered to be in the best interests of the Corporation, by an affirmative vote of all of the members of the Board, other than Mr. Freel, with Mr. Freel abstaining from the vote in accordance with the provisions of the *Business Corporations Act* (Alberta).

The Offering is exempt from the formal valuation and minority approval requirements of Ontario Securities Commission Rule 61-501 in accordance with sections 5.5(2) and 5.7(2), *Fair Market Value Not More Than 25% of Market Capitalization*.

This material change report contains certain forward-looking information and statements within the meaning of applicable securities laws. The use of any of the words "expect", "anticipate", "continue", "estimate", "objective", "ongoing", "may", "will", "project", "should", "believe", "plans", "intends", "confident", "might" and similar expressions are intended to identify forward-looking information or statements. In particular, but without limiting the foregoing, this material change report contains forward-looking information and statements pertaining to the following: (i) the completion of the Acquisition; (ii) the successful completion of financing necessary to complete the Acquisition, including the Corporation's ability to raise capital and its ability to obtain all necessary exemptive relief from applicable securities regulatory authorities, including the TSX; and (iii) other expectations, beliefs, plans, goals, objectives, assumptions, information and statements about possible future events, conditions, results of operations or performance. Various assumptions were used in drawing the conclusions or making the projections contained in the forward-looking statements throughout this material change report.

The forward-looking information and statements included in this material change report are not guarantees of future performance and should not be unduly relied upon. Forward-looking statements are based on current expectations, estimates and projections that involve a number of risks and uncertainties, which could cause actual results to differ materially from those anticipated and described in the forward-looking statements. Such information and statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information or statements.

The Corporation cautions that the foregoing list of assumptions, risks and uncertainties is not exhaustive. The forward-looking information and statements contained in this material change report speak only as of the date of this material change report, and the Corporation assumes no obligation to publicly update or revise them to reflect new events or circumstances, except as may be required pursuant to applicable securities laws.

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

N/A

7. Omitted Information:

No information has been omitted.

8. Executive Officer:

Paul A. Crilly, President and Chief Executive Officer of the Corporation, may be reached at (403) 216-5924.

9. Date of Report:

September 17, 2007