

FORM 27

MATERIAL CHANGE REPORT

Section 67(1) of the *Securities Act* (British Columbia)
Section 118(1) of the *Securities Act* (Alberta)
Section 84(1) of the *Securities Act, 1988* (Saskatchewan)
Section 75(2) of the *Securities Act* (Ontario)

Item 1. **Reporting Issuer:**

Arcis Corporation (the "Corporation")

Item 2. **Date of Material Change:**

March 21, 2001.

Item 3. **News Release**

A news release was issued on March 22, 2001 through the services of Canada Newswire in Calgary, Alberta. A copy of the press release is attached to this report.

Item 4. **Summary of Material Change:**

The Corporation entered into a Co-operation and Business Terms Agreement with the Nahanni Butte Dene Band pursuant to which Arcis will work in co-operation with the Band to conduct seismic data library surveys within a defined area of the Band's traditional lands

Item 5. **Full Description of Material Change:**

The Corporation announced that it had entered into a Co-operation and Business Terms Agreement (the "Agreement") with the Nahanni Butte Dene Band (the "Band"), a member of the Deh Cho First Nation, in the Nahanni Butte area of the Northwest Territories. Pursuant to the Agreement, the Corporation will work in co-operation with the Band to conduct seismic data library surveys within a defined area of the Band's Traditional lands.

In accordance with the Agreement, and subject to government approvals, certain pre-funding and other requirements, the Corporation plans to conduct two seismic data library projects, one in each of 2001 and 2002. The first project is expected to consist of an approximate \$10 million, regional heli-portable 2-D seismic surveys scheduled to be carried out in Q2 and Q3 2001. The second project is expected to consist of an approximate \$5 million, regional 2-D seismic surveys scheduled to be carried out in the winter of 2002. Both projects will be owned and operated by the Corporation and the data will be available for sale to oil and gas customers both on a participant basis and after an exclusive period. Under the

Agreement, the Band will receive a royalty based on revenues generated from the sales of seismic data licenses within the defined area of the Band's Traditional lands.

The Nahanni Butte area is a northern extension of the geology of the Fort Laird Region, which has provided the oil and gas industry with a number of Significant Discovery Licenses based on recent well results and current production rates of 50 mmcf per day. Given the proximity of the area to three recent discoveries, and the existing infrastructure and economics for exploration opportunities, the Corporation expects significant interest on both seismic data library projects from industry participants.

Item 6. **Reliance on Confidentiality Provisions of the Acts:**

Not Applicable.

Item 7. **Omitted Information:**

None.

Item 8. **Senior Officer Knowledgeable about the Material Change and this Report:**

Peter D. Boyd, Chairman and Chief Executive Officer (403) 781-1701.

Item 9. **Statement of Senior Officer:**

The foregoing accurately disclosed the material change referred to herein.

DATED Calgary, Alberta this 30th day of March, 2001.

ARCIS CORPORATION

Per: "Peter D. Boyd"

Peter D. Boyd, Chairman and
Chief Executive Officer

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 OF THE REGULATION THAT, AT THE TIME AND IN LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.



**News Release
2001 Number 3**

Arcis Corporation Announces Agreement for Significant North of 60° Data Library Projects

Calgary, Alberta, March 22, 2001/CNW/ (RKS, RKS.WT-TSE): Arcis Corporation announced today that it has entered into a Cooperation and Business Terms Agreement (the "Agreement") with the Nahanni Butte Dene Band (the "Band"), a member of the Deh Cho First Nation, in the Nahanni Butte area of the Northwest Territories. As part of the Agreement, Arcis will work in cooperation with the Band to conduct seismic data library surveys within a defined area of the Band's Traditional lands. The Agreement marks Arcis' entry into the Northwest Territories and a significant undertaking of the application of a new and positive business model for seismic activity on First Nations Traditional lands.

In connection with the Agreement, and subject to government approvals, certain pre-funding and other requirements, Arcis plans to conduct two seismic data library projects, one in each of 2001 and 2002. The first project is expected to consist of an approximate \$10 million, regional heli-portable 2-D seismic surveys scheduled to be carried out in Q2 and Q3 2001. The second project is expected to consist of an approximate \$5 million, regional 2-D seismic survey scheduled to be carried out in the winter of 2002. Both projects will be owned and operated by Arcis and the data will be available for sale to oil and gas customers both on a participant basis and after an exclusive period. Under the Agreement, the Band will receive a royalty based on revenues generated from the sales of seismic data licenses within the defined area of the Band's Traditional lands.

The Nahanni Butte area is a northern extension of the geology of the Fort Liard Region, which has provided the oil and gas industry with a number of Significant Discovery Licenses based on recent well results and current production rates of 50 mmcf per day. Given the proximity of the area to three recent discoveries, and the existing infrastructure and economics for exploration opportunities, Arcis expects significant interest on both seismic data library projects from industry participants. The successful execution of the data library projects and potential future proprietary contracts could have a material positive impact on 2001 and 2002 financial results.

In announcing the Agreement, Peter Boyd, Chairman and Chief Executive Officer said, "We are excited to announce our relationship with the Nahanni Butte Dene Band, and are proud to be associated with both Chief Leon Konisenta and the community. The Agreement marks a positive and significant point in Arcis' and the Band's history. We look forward to fostering a long term relationship of trust and mutual respect."

Commenting on Arcis' relationship with the Band, Brad Torry, Vice President, Arcis Surveys said, "Not only are we excited about the business model and opportunity associated with this Agreement, we are committed to the long term development of the Band's people and resources. We will do everything possible to work with the Band to protect the land, water and the Dene way of life. Arcis would like to thank all Band members involved in negotiating a mutually beneficial Agreement and we look forward to the forthcoming operations."

Both parties have agreed to hold a joint presentation on the projects to interested industry participants in the near future. For additional information on the projects, please contact Brad Torry, Vice President, Arcis Surveys at (403) 781-1705 or btorry@arciscorp.com.

Arcis Corporation is the only Canadian, publicly traded company to offer integrated seismic services. Arcis' main purpose is to enable the growth and financial return on its investment in the seismic data library. Arcis strategically utilizes its four operating divisions - Arcis Surveys, Arcis Geophysical, Arcis Processing and Arcis Data - to leverage its investment in seismic data. By using its in-house services to create, own and sell seismic data, Arcis lowers its cash investment by paying cost instead of retail prices to third party contractors, and Arcis controls the costs while maintaining quality of the data, which increases the potential for re-sale, and the life and value of the data. In addition to the ownership of seismic data, Arcis' Geophysical, Processing and Data divisions provide both bundled and individual seismic services to oil and gas companies.

For more information contact:

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