MATERIAL CHANGE REPORT

1. *Reporting Issuer*:

   NHC Communications Inc. (“NHC”)
   5450 Côte-de-Liesse Road
   Mount Royal, Québec
   H4P 1A5

2. *Date of Material Change*:

   June 11, 2002
   June 13, 2002

3. *Press Releases*:

   The press releases attached as Schedule “A” and Schedule “B” to this material change report were issued on June 11 and 13, 2002, respectively at Montreal, Québec.

4. *Summary of Material Change*:

   On June 11, 2002, NHC announced the entering into of an agency agreement (the “Agency Agreement”) with Dlouhy Merchant Group Inc. (“Dlouhy”) pursuant to which Dlouhy agreed to market, on a best efforts basis, a private placement of common shares and units (each unit consisting of one common share and one common share purchase warrant), of NHC for gross proceeds of $2 to $3 million (CDN). In addition, NHC agreed to grant to Dlouhy warrants to purchase up to 10% of the number of common shares issued on the date of closing (excluding the number of common shares issued to management of NHC), exercisable for a period of 24 months from their date of issue, at an exercise price per common share equal to 125% of the price per unit.

   On June 13, 2002, NHC announced the closing of the above-referenced private placement for gross proceeds of $2.2 million (CDN). For a full description of the material change, please see below.

5. *Full Description of Material Change*:

   A. Description of Transaction and Material Terms

   On June 12, 2002, pursuant to the terms and conditions of the Agency Agreement, NHC issued (i) an aggregate of 375,000 common shares to Sylvain Abitbol and Ralph Benatar, the Chief Executive Officer and Chief Financial Officer of the Company, respectively, at a price of $0.80 per common share, and (ii) 2,315,790 units to other investors, of which 2,000,000 units were issued at a price of $0.80 per unit, and the remaining 315,790 units were issued to entities controlled by Manchester Management Company (such entities holding, in the aggregate, more than 10% of the voting rights attaching to all the issued and outstanding voting securities of NHC, and such entities hereinafter collectively referred to as “Manchester”) at a price of $0.95 per unit. Each unit consisted of one common share and one warrant to purchase one common share at an exercise price of $1.60 per common share, exercisable at any time until the date that is the earlier of: (i) 15 business days following the date on which the weighted average trading price of the common shares on The Toronto Stock Exchange for the immediately preceding 20 trading days is equal to or greater than $2.00, and (ii) June 12, 2004. In addition, NHC granted to Dlouhy warrants, exercisable at any time until June 12, 2004, to purchase up to 200,000 common shares at an exercise price of $1.00 per share and up to 31,579 common shares at an exercise price of $1.1875 per share. Immediately following the completion of the private placement, Sylvain Abitbol, Ralph Benatar and Manchester held 1,019,552 common shares, 816,819 common shares and 6,042,290 common shares, respectively, of NHC.

Sylvain Abitbol, Ralph Benatar and Manchester made the determination to participate in the private placement on the day prior to closing and accordingly, no material change report was filed in connection with their participation prior to closing.

B. Purpose and Business Reasons for the Transaction and Anticipated Effect on NHC's Business and Affairs

NHC agreed to issue securities in connection with the above-noted private placement in order to raise sufficient funds for working capital and corporate development purposes. It is anticipated that the proceeds of the private placement will assist NHC in executing its business plan.

C. Approval Process

The issuance of common shares and units by NHC pursuant to the terms and conditions as hereinbefore described was reviewed by the full board of directors of NHC and was unanimously approved by written resolution of the board of directors of NHC.

6. *Confidential Filing*:

Not applicable.

7. *Omitted Information*:

None.

8. *Senior Officer*:

The following senior officer of NHC Communications Inc. is knowledgeable about the material change and this report.

Sylvain Brossard, CA
Vice President, Finance and Operations
(514) 734-4304

9. *Statement of Senior Officer*:

The foregoing accurately discloses the material change referred to herein.

DATED at Montreal this 20th day of June, 2002.

"Sylvain Brossard"

Sylvain Brossard
Vice President, Finance and Operations

Schedule "A"

NHC Announces Private Placement of $2 to $3 Million

MONTREAL, June 11 /CNW/ - NHC Communications Inc. (TSX: NHC), a leading provider of automated mainframe solutions for the copper-based telecommunications and Internet access markets, today announced that it has entered into an agency agreement with Dlouhy Merchant Group Inc. ("Dlouhy") pursuant to which Dlouhy has agreed to market, on a best efforts basis, a private placement by NHC for gross proceeds of up to $3 million.

Under the proposed private placement (the "Offering"), NHC will issue: (i) common shares to certain purchasers, including members of management of NHC, and (ii) units, each unit consisting of one common share and one common share purchase warrant, to other investors. The price of the Offering will be equal to the lesser of $0.80 and the closing price of NHC's common shares on The Toronto Stock Exchange (the "TSX") on the last trading day prior to the closing date. Each warrant will be exercisable for one common share of NHC at a price of $1.60 per share at any time until 5:00 p.m. on the date that is the earlier of: (i) 15 business days following the date on which the weighted average trading price of the common shares on the TSX for the preceding 20 trading days is equal to or greater than $2.00, and (ii) 24 months from the closing date. In addition, NHC has agreed to grant Dlouhy warrants (the "Agent's Warrants") to purchase up to 10% of the number of common shares issued on the closing date (excluding the number of common shares issued to management of NHC). The Agent's Warrants will be exercisable for a period of 24 months from closing at an exercise price equal to 125% of the price of the Offering.

The closing is expected to occur on or about June 12, 2002. NHC intends to use the net proceeds of this financing for working capital and corporate development purposes.

This transaction is subject to the receipt of all necessary regulatory and stock exchange approvals. The units and the underlying common shares and warrants issuable in connection with this private placement have not been and will not be registered under the "United States Securities Act of 1933", as amended, and may not be sold or offered for sale in the United States or otherwise distributed in the United States, except in reliance on available registration exemptions.

NHC COMMUNICATIONS INC.

NHC (www.nhc.com) is a leading provider of carrier class test access and deployment solutions for the copper-based telecommunications and Internet access markets and of innovative remotely controlled physical layer cross-connect solutions for established and next-generation voice/data networks. With a unique range of technologies, NHC is at the heart of today's corporate enterprise service market and the telecommunications industry. NHC maintains offices in Montreal, Quebec; Paris, France; and Manassas, Virginia. NHC's ControlPoint(TM) is an automated, true any-to-any copper cross-connect switch capable of performing the four fundamental functions at the heart of all operations performed by incumbent local exchange carriers, competitive local exchange carriers, and multiple-tenant units and multiple-dwelling units: loop qualification, deployment and provisioning, fallback switching and service migration of DSL, ISDN, E1/T1 and POTS. "ControlPoint(TM)" is a trademark of NHC Communications Inc. NHC may be contacted through its web site: www.nhc.com

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For further information:
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Sylvain Brossard, CA, Vice President, Finance and Operations, NHC Communications Inc.,
s.brossard@nhc.com, 1-800-861-1965, Fax: (514) 735-8057

Schedule "B"

NHC Communications Inc. Completes Private Placement for Gross Proceeds of $2.2 million

MONTREAL, June 13 /CNW/ - NHC Communications Inc. (TSX: NHC), a leading provider of automated mainframe solutions for the copper-based telecommunications and Internet access markets, today announced that it has completed the private placement previously announced on June 11, 2002 for gross proceeds of $2.2 million.

Under the private placement, led by Dlouhy Merchant Group Inc. ("Dlouhy"), NHC issued an aggregate of 375,000 common shares at a price of $0.80 per share to members of management and 2,315,790 units ("Units"), each Unit consisting of one common share and one common share purchase warrant (a "Warrant"), to other investors. Of the Units issued to investors, 315,790 Units were issued at a price of $0.95 per Unit and 2,000,000 were issued at $0.80 per Unit. Each Warrant is exercisable on the terms previously disclosed. In addition, NHC granted to Dlouhy warrants to purchase up to 200,000 common shares at an exercise price of $1.00 per share and 31,579 common shares at an exercise price of $1.19 per share, exercisable for a period of 24 months. NHC intends to use the net proceeds of this financing for working capital and corporate development purposes.

The units, underlying common shares and warrants, and the additional common shares issuable in connection with this private placement have not been and will not be registered under the "United States Securities Act of 1933", as amended, and may not be sold or offered for sale in the United States or otherwise distributed in the United States, except in reliance on available registration exemptions.

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