

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:*

September 19, 2002
September 25, 2002

3. *Press Releases:*

The press releases attached as Schedule "A" and Schedule "B" to this material change report were issued on September 19 and 25, 2002, respectively at Montreal, Québec.

4. *Summary of Material Change:*

On September 19, 2002, NHC announced the receipt of its first purchase order for its ControlPoint solutions in the amount of \$1.8 million from a second major U.S. incumbent local exchange carrier ("ILEC") under its recently negotiated agreement with that ILEC.

On September 25, 2002, NHC announced the receipt of its second purchase order for its ControlPoint solutions in the amount of \$1 million from the same major ILEC.

Together, such purchase orders represent a significant percentage of NHC's annual sales.

5. *Full Description of Material Change:*

See attached press releases.

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 26th day of September, 2002.

"Sylvain Brossard"

Sylvain Brossard
Vice President, Finance and Operations

Schedule "A"

NHC Communications announces \$1.8 million order from Second Major US ILEC for its ControlPoint(TM) solutions

MONTREAL, Quebec, Sep 19, 2002 (Canada NewsWire via COMTEX) -- NHC Communications Inc. (TSE: NHC) today announced that following the award of a multi-year contract it has received a first purchase order for several units of its larger model, the ControlPoint(TM) 5400, for an amount of \$1.8 million. The order was received from NHC's second major US ILEC customer, which is initiating the adoption of NHC's ControlPoint(TM) automated mainframe solutions in its network.

"In terms of both this customer and this first purchase, we have opened the door to an important long term opportunity," said NHC President and CEO Sylvain Abitbol. "We are confident that this significant purchase order will be a catalyst for a ramping up of sales of our ControlPoint(TM) solutions."

The units will be shipped over the next month and, based on the credit terms provided, they should be paid during NHC's second quarter of fiscal 2003 ending January 2003.

NHC's second major US ILEC is deploying the ControlPoint(TM) 5400 systems to fully automate their main distribution frames (MDFs) in a number of small unstaffed remote central offices. This deployment of NHC's automated MDF allows this ILEC to facilitate the deployment, provisioning, and maintenance of copper-based voice and data lines. Approximately ten (10) months ago, this second major US ILEC customer had placed an order to purchase from NHC two units of the CP 5400, for an amount of approximately CDN \$700,000, following the successful completion of two first office application (FOAs) field trials at two separate locations.

The ControlPoint(TM) systems will remotely manage the physical layer of voice and data cross-connections, such as POTS, T-1, ISDN, and xDSL thus streamlining its central office operations and increasing the efficiency of service to its customers. This ILEC expects to continue to place orders for NHC's ControlPoint(TM) solutions over the term of the multi-year contract.

"We have worked very hard to provide this ILEC with the best solution to meet their requirements for "flow-through" automation," said NHC President and CEO Sylvain Abitbol. "This significant milestone confirms that we are taking a leadership position within the automated mainframe sector of the global telecommunications market."

NHC COMMUNICATIONS

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) solution is an integrated Element Management System (EMS) controlling 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.

Statements included here, which are not historical in nature, are forward- looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, including without limitation, statements as to management's beliefs, strategies, plans, expectations or opinions in connection with the Company's performance, which are based on a number of assumptions concerning future conditions that may ultimately prove to be inaccurate and may differ materially from actual future events or results. Readers are referred to the documents filed by NHC with the pertinent Canadian security exchange commissions, specifically the most recent Quarterly Reports, Annual Information Form, Annual Report and Material Change Reports, each as it may be amended from time to time, which identify important risk factors that could cause actual results to differ from those contained in the forward-looking statements, including rapid technological change along with the need to continually develop new products; the Company's dependence on a dominant product line; competition; the Company's dependence on key employees; difficulties in managing the Company's growth; the Company's dependence upon certain customers and certain suppliers; the Company's dependence upon proprietary rights; risks of third party claims of infringement; and government regulation.

CONTACT:

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Schedule "B"

Bell Canada Starts Field Trial of NHC Communications' ControlPoint(TM) Solution

MONTREAL, Sept. 26 /CNW/ - NHC Communications Inc. (TSE: NHC), a leading provider of automated mainframe solutions for the copper-based telecommunications and Internet access markets, today announced that Bell Canada, one of the world's largest providers of wireline and wireless communications, has started a field trial in a remote central office (CO) using the Company's ControlPoint(TM) 800RT solution. This represents another major step forward for NHC in its penetration of the Incumbent Local Exchange Carrier (ILEC) market worldwide.

"Adding Bell Canada as another ILEC to go to a field trial, combined with our contracts with two US major ILECs who went through a similar process, demonstrates the interest and potential of ControlPoint(TM) in the global telecommunications market," said Sylvain Abitbol, President and CEO of NHC Communications. "We are very excited to work closely with Bell Canada to prove our solution in a live environment."

Field trials are a critical component of the Company's penetration strategy since they signal a carrier's interest in the analysis and documentation of the product's performance in a live telecommunications environment. The trial is currently taking place in an unmanned CO with ControlPoint(TM) being trialed as a remotely managed automated Main Distribution Frame (MDF). Both Bell Canada and NHC are investing significant resources to run this trial. The trial will impact important areas of Bell's network including; provisioning of POTS and DSL, operations, line testing, and equipment and customer databases.

"Working closely with NHC is a significant step for Bell Canada. We are seeking operational savings and enhanced network efficiency by eliminating costly manual processes," said Jean Taillon, Senior Vice-President, Ontario Operations, for Bell Canada. Added Mr. Abitbol: "We have designed our ControlPoint(TM) solution based on a carrier-class robust robotics and high performance software to meet the high-standard requirements of the ILEC marketplace. Based on the trial data, we look forward to reaching the final stages of Bell's decision process for the sale of our ControlPoint(TM) solutions."

NHC COMMUNICATIONS

NHC Communications Inc. (www.nhc.com), with offices in Montreal, Paris and Manassas, Va., is an international leader in the design and manufacture of innovative remotely controlled physical layer cross-connect solutions for established and next-generation voice/data networks. With a unique range of technologies developed from years of experience, NHC now is at the heart of today's corporate enterprise service market and the telecommunications industry.

BELL CANADA

Bell Canada, Canada's national leader for communications in the Internet world, provides connectivity to residential and business customers through wired and wireless voice and data communications, high speed and wireless Internet access, IP-broadband services, e-business solutions, local and long distance phone and directory services. Bell Canada is owned by BCE Inc

of Montreal (80%) and by SBC Communications of San Antonio, Texas (20%). For more information please visit <http://www.bell.ca>

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