

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:*

October 9, 2002
October 18, 2002

3. *Press Releases:*

The press releases attached as Schedule "A" and Schedule "B" to this material change report were issued on October 9 and 18, 2002, respectively at Montreal, Québec.

4. *Summary of Material Change:*

On October 9, 2002, NHC announced the receipt of an additional purchase order for its ControlPoint solutions in the amount of \$1.6 million from its second major U.S. incumbent local exchange carrier ("ILEC") customer for a total of \$4.4 million in orders to date under its recently negotiated agreement with that ILEC.

On October 18, 2002, NHC announced the receipt of a further purchase order for its ControlPoint solutions in the amount of \$1 million from the same major ILEC for total orders to date of \$5.4 million.

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 18th day of October, 2002.

"Sylvain Brossard"

Sylvain Brossard
Vice President, Finance and Operations

Schedule "A"

NHC Communications Announces New Order of \$1.6 Million from Major US ILEC

MONTREAL, Oct 09, 2002 (Canada NewsWire via COMTEX) -- NHC Communications Inc. (TSE: NHC) today announced that its major US incumbent local exchange carrier (ILEC) No. 2 customer is continuing to place orders for NHC's ControlPoint(TM) solutions based on the multi-year contract in place. This ILEC has placed an additional order for \$1.6 million. Over the last twenty days, this ILEC has placed orders for \$1.8, \$1.0 and \$1.6 million for a total to date of \$4.4 million.

This announcement follows the October 2, 2002 release for orders from the Company's major US ILEC No.1 for \$2.4 million. These orders are demonstrating a trend towards a larger network deployment with NHC receiving combined orders of \$6.8 million over the last three weeks.

The Company expects that by current week ending October 11, 2002 it will have shipped approximately \$4 million of its ControlPoint(TM) solutions. The balance of these orders totaling \$2.8 million are scheduled to be shipped over the next month.

"We are very excited about the continued rollout of our ControlPoint(TM) units in this ILEC's network," said NHC President and CEO Sylvain Abitbol. "We are confident the deployment of our solutions will continue based on our multi- year contract and the quantitative benefits of deploying our automated main distribution frames (MDFs) in an ILEC's environment," added Abitbol.

NHC is the leader and major supplier of automated MDFs to an ILEC market that needs to further automate their network and reduce operating costs.

NHC's second major US ILEC is deploying the ControlPoint(TM) 5400 systems to fully automate their MDFs in a number of clustered unmanned 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.

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. NHC expects this ILEC to continue to place orders for NHC's ControlPoint(TM) solutions over the term of the multi-year contract.

"We are extremely pleased to have begun shipping our orders demonstrating that we are clearly on track to continue a steady deployment process with our ILEC customers," said NHC President and CEO Sylvain Abitbol.

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. NHC may be contacted through its web site: www.nhc.com

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.

SEDAR: 00001989EB

CONTACT:

For further information: Sylvain Abitbol, President and CEO, NHC Communications Inc., E-mail: s.abitbol@nhc.com, 1-800-861-1965, Fax: (514) 735-8057; Marvin Garellek, Marketing Director, NHC Communications Inc., E-mail: m.garellek@nhc.com, 1-800-861-1965, Fax: (514) 735-8057

Schedule "B"

NHC Communications Announces Continuing Orders of \$1 Million from Major US ILEC

MONTREAL, QC, Oct. 18 /CNW/ - NHC Communications Inc. (TSE: NHC) today announced that its major US incumbent local exchange carrier (ILEC) no. 2 customer has placed additional orders for NHC's ControlPoint(TM) solutions based on the multi-year contract in place. This order is valued at \$1 million. Within the last month, this ILEC has placed orders for a total to date of \$5.4 million.

NHC is demonstrating that the adoption process of its ControlPoint(TM) solutions is continuing in large networks in the important US market. In addition to the October 2, 2002 release for orders from the Company's major US ILEC no.1 for \$2.4 million NHC has now received combined orders of \$7.8 million over the last four weeks.

The Company expects that by current quarter ending November 1, 2002 it will have shipped approximately \$5.8 million of its ControlPoint(TM) solutions to its two major US ILEC customers. The balance of these orders totaling \$2.0 million are scheduled to be shipped during November.

"As the deployment of our solutions continues based on our multi-year contract with this ILEC, we have delivered on our promise to provide a robust solution to meet their needs," said NHC President and CEO Sylvain Abitbol. "We believe that the deployment and use of our automated main distribution frames (MDFs) in an ILEC's environment has become the new standard," added Abitbol.

NHC is the leader and major supplier of automated MDFs to an ILEC market that needs to further automate their network and reduce operating costs.

NHC's second major US ILEC is deploying the ControlPoint(TM) 5400 systems to fully automate their MDFs in a number of clustered unmanned 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.

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. NHC expects this ILEC to continue to place orders for NHC's ControlPoint(TM) solutions over the term of the multi-year contract.

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. NHC may be contacted through its web site: www.nhc.com

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.

SEDAR: 00001989EB

-30-

For further information: Sylvain Abitbol, President and CEO, NHC Communications Inc., E-mail: s.abitbol@nhc.com, 1-800-861-1965, Fax: (514) 735-8057; Marvin Garellek, Marketing Director, NHC Communications Inc., E-mail: m.garellek@nhc.com, 1-800-861-1965, Fax: (514) 735-8057