

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:*

November 19, 2002

3. *Press Releases:*

The press release attached as Schedule "A" to this material change report was issued on November 19, 2002 at Montreal, Québec.

4. *Summary of Material Change:*

On November 19, 2002, NHC announced the receipt of an additional purchase order for its ControlPoint™ solutions in the amount of \$4.4 million from its second major U.S. incumbent local exchange carrier ("ILEC") customer, for a total of \$16.3 million in orders to date under its recently negotiated agreement with that ILEC.

This purchase order represents a significant percentage of NHC's annual sales.

5. *Full Description of Material Change:*

See attached press release.

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 21st day of November, 2002.

“Sylvain Brossard”

Sylvain Brossard
Vice President, Finance and Operations

SCHEDULE "A"

News release via Canada NewsWire, Montreal

Attention Business Editors:

Largest U.S. ILEC continues to roll out NHC Communications' ControlPoint(TM) solutions for its network-automation plan with additional \$4 million in orders

MONTREAL, Quebec, Nov. 19 /CNW/ — NHC Communications Inc. (TSE: NHC), the first vendor to ship solutions in the automated main distribution frame market, announces that it has received an order from one of its North Eastern U.S. Incumbent Local Exchange Carriers (ILEC), customer No. 2, to ship additional units of its ControlPoint (TM) solutions valued at \$4.4 million.

To date, NHC has fulfilled close to half of the orders totalling \$16.3 million received from the ILEC customer no. 2, since September 2002. Those orders are part of this customer's 2002 budget for the ControlPoint (TM) solutions.

The new set of orders from this ILEC includes two interlinked ControlPoint(TM) CP 5400 solutions to be installed in a larger unmanned central office to manage over 5,000 telephone lines. This represents a new application for the ControlPoint (TM) solutions that was not initially targeted by this ILEC at the time of their recent contract award to NHC. NHC's ILEC customer no. 1 has already validated this application in three of their central offices. Surpassing their original request for proposal with this new application suggests additional opportunity for the application of ControlPoint (TM) solutions within this ILEC. NHC is also exploring additional new applications and business models with its current ILEC customers and other prospects, developing ControlPoint(TM) solutions to automate every aspect of their networks.

"The future is looking bright for the Company," said NHC President and CEO Sylvain Abitbol. "Expanding our opportunities within this ILEC's network opens the door to automate almost their entire network."

Given the rate at which the ILEC customer no. 2 is deploying NHC's ControlPoint (TM) solutions, the Company expects this largest U.S. ILEC to continue to place orders for ControlPoint (TM) solutions over the term of their multi-year contract with the company.

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 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 core 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 functions fundamental to all operations performed by incumbent local exchange carriers, competitive local exchange carriers, 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.

For further information: Sylvain Abitbol, President and CEO, NHC Communications Inc., s.abitbol@nhc.com, 1-800-861-1965,

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