



MATERIAL CHANGE REPORT

**Section 75 of the *Securities Act* (Ontario)
Section 85 of the *Securities Act* (British Columbia)
Section 146 of the *Securities Act* (Alberta)
Section 84 of *The Securities Act, 1988* (Saskatchewan)
Section 81 of the *Securities Act* (Nova Scotia)
Section 76 of *The Securities Act, 1990* (Newfoundland)**

ITEM 1: REPORTING ISSUER

The name of the reporting issuer is BCE Emergis Inc. ("BCE Emergis"), the head office of which is located at 1155 René-Lévesque Blvd. West, Suite 2200, Montréal, (Québec) H3B 4T3

ITEM 2: DATE OF MATERIAL CHANGE

December 15, 2003

ITEM 3: PRESS RELEASE

A press release announcing the material change was issued by BCE Emergis Inc. on December 15, 2003 in Montreal, Québec. A copy of the press release is annexed hereto and forms an integral part hereof.

ITEM 4: SUMMARY OF MATERIAL CHANGE

On December 15, 2003, BCE Emergis announced that Christian Trudeau stepped down as President and Chief Operating Officer of BCE Emergis Inc.

ITEM 5: FULL DESCRIPTION OF MATERIAL CHANGE

On December 15, 2003, BCE Emergis announced that Christian Trudeau stepped down as President and Chief Operating Officer of BCE Emergis Inc. to pursue other interests.

BCE Emergis Inc. will be adopting a simpler and more customer focused organization with strong emphasis on sales and operations effectiveness and productivity. Trudeau has agreed to assist BCE Emergis Inc. over the next several months to ensure a smooth transition of his responsibilities.

ITEM 6: RELIANCE/CONFIDENTIAL

Not applicable.

ITEM 7: OMITTED INFORMATION

Not applicable.

ITEM 8: SENIOR OFFICER

Monique Mercier
Executive Vice President, Law and Corporate Secretary
(514) 868-2351

ITEM 9: STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change referred to herein.

DATED this 22nd day of December, 2003.

BCE EMERGIS INC.

(s) Monique Mercier

Monique Mercier
Executive Vice President, Law and Corporate Secretary