

MATERIAL CHANGE REPORT

1. **Reporting Issuer**

The name and address of the reporting issuer is:

Cabletel Communications Corp.
230 Travail Road
Markham, Ontario
L3S 3J1

2. **Date of Material Change**

The material change occurred on February 27, 2004.

3. **Press Release**

A press release was issued on February 27, 2004 and subsequently filed on SEDAR.

4. **Summary of Material Change**

Cabletel Communications Corp. announced that it has agreed upon terms for the sale of the assets of its distribution business to Power & Telephone Supply Company of Canada, a subsidiary of privately-owned Power & Telephone Supply Company, an independent worldwide distributor of material for the telecommunications and cable TV industries, headquartered in Memphis, Tenn. The sale, which will include the current inventory of the distribution business and the Cabletel name, is subject to a number of customary conditions, including completion of due diligence, the execution of definitive documentation and court approval in Ontario. Although no assurance can be given that the transaction will be consummated, the parties are seeking to complete the transaction on or before March 12, 2004. The purchase price was not disclosed.

5. **Reliance on Section 75(3) of the Act**

Not applicable.

6. **Omitted Information**

Not applicable.

7. **Senior Officers**

The senior officer of Cabletel who is knowledgeable about this material change is D. Gregory Walling, President and Chief Executive Officer. (905-475-1030)

8. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED AT Markham, Ontario this 3rd day of March, 2004.

CABELTEL COMMUNICATIONS CORP.

By: s/s D. Gregory Walling
Name: D. Gregory Walling
Title: President and Chief Executive Officer