

NEXTAIR INC.
4510 Rhodes Avenue, Unit 330, Windsor, Ontario, N8W 5K5

ONTARIO SECURITIES COMMISSION

Box 55, 20 Queen Street West
Toronto, Ontario
M5H 3S8
Attention: Executive Director

COMMISSION DES VALEURS MOBILILIERES DU QUEBEC

17th Floor, #800 Victoria Square
C.P. 246, Tour de la Bourse
Montreal, Quebec
H4Z 1G3
Attention: Executive Director

Dear Sirs./Mesdames:

Re: Nextair Inc. (“Nextair” or the “Corporation”)
MATERIAL CHANGE REPORT SECTION 75 of the *SECURITIES ACT* (ONTARIO)

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of Nextair. For convenience, this letter is itemized in the same manner as Form 27 of *Securities Act* (Ontario). Concurrent with this filing, this letter is being filed with the TSX Exchange, being the only exchange on which Nextair’s shares are currently listed.

Item 1 - Reporting Issuer

Nextair Inc.
4510 Rhodes Avenue
Unit 330
Windsor, Ontario
N8W 5K5
Telephone: (519) 974-3388
Facsimile: (519) 974-1711

Item 2 - Date of Material Change

The material change occurred on November 12, 2002.

Item 3 - Publication of Material Change

A press release was issued on November 12, 2002.

Item 4 - Summary of Material Change

Item 5 - Full Description of Material Changes

On November 12, 2002, Nextair announced that its new Passenger Transport Edition of DispatchForce(tm) had been selected for full wireless deployment after pilot trials and implementation at Sussex Ambulance Service NHS Trust in the United Kingdom.

As a result of this success, Nextair also announces that it has formally received 'Approved Partner' Status by Vodafone, a company with approximately 105 million customers worldwide.

The deployment by Sussex Ambulance is expected to have a total value in excess of \$ 775,000 Canadian including hardware. This figure does not include mobile wireless data airtime fees and is subject to final negotiation and execution of confirming documents between the parties. In addition to the licensing of Nextair's DispatchForce solution, Sussex Ambulance is expected to utilize Nextair's AIRIX wireless transaction server through a 3-year hosting agreement, which will provide the connectivity direct to Vodafone's GPRS wireless data network. Sussex Ambulance has also contracted Nextair for further development services, product implementation and training. (Pound Sterling £1 = \$ 2.4 Canadian)

DispatchForce is a workforce management software solution, which interacts wirelessly with AIRIX enabled mobile PDA devices such as Microsoft Pocket PC, Laptops and RIM Blackberry Handhelds(TM). Nextair's new Passenger Transport Edition has been customized specifically to provide organizations within the emergency and non-emergency patient/passenger transport industries with the features they need to operate more effectively and efficiently with their resources and mobile fleet.

For the U.K. market, Nextair integrated an optical character recognition (OCR) system into its new Passenger Transit Edition of DispatchForce, which allows text from a fax sent from NHS (National Health Service) or hospital to be instantly 'read' by the OCR directly into DispatchForce, further streamlining operations and reducing patient response times. DispatchForce can then determine, without any user intervention, which mobile team should respond. Requests are then immediately transmitted to the mobile fleet via the AIRIX mobile platform and the Vodafone GPRS network.

Vodafone and Nextair plan to jointly demonstrate the AIRIX and DispatchForce solution through upcoming trade show events and conferences and with on-site customer visits. Nextair is also a speaker at Vodafone's booth during the SME show in Birmingham, U.K. at the National Exhibition November 12th, 13th, 14th. This event is billed as "Europe's most important gathering of high-tech service, support and customer management solutions."

Item 6 - Reliance on Section 75(3) of the Securities Act (Ontario)

Not applicable

Item 7 - Omitted Information

Not applicable

Item 8 - Senior Officer

The name of a Senior Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is:

Charles Janisse
Chief Financial Officer
(519) 974-3388

Item 9 - Statement of a Senior Officer

The foregoing accurately discloses the material change referred to in this report.

DATED at Windsor, Ontario, this 21 day of November, 2002.

Yours truly,

Nextair Inc.

Per:



Chief Financial Officer