

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 January 30, 2003.

Item 3 - Publication of Material Change

A press release was issued on January 31, 2003.

Item 4 - Summary of Material Change

Effective January 30, 2003, the board of directors has accepted the resignation of John Travaglini as a director. Stan Tyo has been appointed as a director of the Corporation.

Item 5 - Full Description of Material Changes

The Board of Directors of Nextair announced that Stan Tyo has accepted a position as an independent board member effective January 30, 2003.

A veteran of 25 years in the telecommunications and software industries, Mr. Tyo has grown companies from start-up to industry dominant players and has experience with distribution, licensing and partnership agreements. Most recently Stan has been involved with the launch of an automated teleconferencing company in Mexico. Over the past 12 years, he has been the President & CEO of MDR Switchview Inc. (now Avotus Inc.) and its predecessors, MDR Telemanagement and Aquilium Software. During this time he led several acquisitions to expand technology and market share. Stan brings to Nextair international experience opening and operating companies in Australia, Caribbean, Europe, New Zealand and the USA. Stan is also a frequent speaker at many of the industry conferences and his negotiation skills have been employed by numerous organizations. Stan is currently a Board member for Avema Corp. and the InterAmericas Conferencing Company.

The Board of Directors also announces that due to time commitments with other on-going activities, John Travaglini has resigned as a director of Nextair. Mr. Travaglini's resignation was accepted by the Board of Directors on January 30, 2003. Mr. Travaglini was originally elected as a director of Nextair upon the completion of the business combination with Scorpion Minerals Inc. in March, 2001.

The Board of Directors wish to thank Mr. Travaglini for his past service and dedication to Nextair.

Nextair's directors, being founder Steven Hulaj, President/Chief Executive Officer Simon Fraser, Chief Financial Officer Charles Janisse and independent director Stan Tyo are actively seeking to add additional independent directors with individuals having suitable wireless industry experience, public company experience, and financial acumen.

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 18th day of February, 2003.

Yours truly,

Nextair Inc.

Per: *"Signed"*
 Charles Janisse
 Chief Financial Officer