

**BC FORM 53-901F
SECURITIES ACT - BRITISH COLUMBIA
MATERIAL CHANGE REPORT UNDER SECTION 85 (1) OF THE ACT**

1. Reporting Issuer

Mercury Scheduling Systems Inc. (the "Company")
400 – 601 West Cordova Street
Vancouver, BC V6B 1G1
Telephone: (604) 683-8668

2. Date of the material change

September 25, 2002

3. Press Release

Date of Issue: September 25, 2002

Place of Issue: Through the facilities of CCN Matthews

4. Summary of material change

The Company will not Proceed with Acquisition of Novus Communications Inc.

5. Full description of material change

The Company will not proceed with the acquisition of Novus Communications Inc. ("Novus").

The Company and Novus had agreed upon terms of a proposed business combination on July 25, 2002, subject to, among other things, due diligence and a definitive agreement as described in the Company's News Release dated July 26, 2002. On July 31, 2002, Novus was granted an extension by the BC Supreme Court pursuant to its ongoing Companies' Creditors Arrangement Act proceedings. The extension was granted for a period of 58 days, to September 27, 2002, allowing time for the Company and Novus to complete due diligence and to enter into a definitive agreement.

Following completion of its due diligence on Novus, the Company revised the terms of its proposal to acquire Novus. The Board of Directors of Novus has decided today not to accept the Company's revised proposal. The Company and Novus did not enter into a definitive agreement and the parties will not be proceeding any further with the proposed business combination. No funds were advanced by the Company to Novus.

6. Reliance on Section 85 (2) of the Act

Not applicable

7. Omitted information

Not applicable

8. **Senior officer**

Graham Whitmarsh, President & CEO
400 – 601 West Cordova Street
Vancouver, BC V5B 1G1
Telephone (604) 683-8668

9. **Statement of senior officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia this 27th day of September, 2002.

A handwritten signature in black ink, appearing to read 'G. Whitmarsh', is positioned above a horizontal line.

Graham Whitmarsh
President & Director