Form 27
Securities Act (Ontario)

MATERIAL CHANGE REPORT UNDER SECTION 72(5) OF THE ACT

1. Reporting Issuer

OCI Communications Inc.

2. Date of Material Change

November 4, 1999

3. Press Release

A press release was issued in Toronto, Ontario through the facilities of Canada NewsWire Services, a copy of which is attached hereto as Schedule "A".

4. Summary of Material Change

OCI Communications Inc. ("OCI") announced that it had completed an initial public offering of its Class B non-voting shares for total proceeds of $100.8 million. The Class B non-voting shares of OCI began trading on The Toronto Stock Exchange and Montreal Stock Exchange today under the ticker symbol OCC.B.

5. Full Description of Material Change

On November 4, 1999, OCI announced that it had completed an initial public offering and had issued 8.4 million Class B non-voting shares at $12 per share to an underwriting group led by Griffiths McBurney & Partners and CIBC World Markets Inc., and including Credit Suisse First Boston Securities Canada Inc., Scotia McLeod Inc. and Yorkton Securities Inc., for total proceeds of $100.8-million.

In connection with the offering, OCI has granted the underwriters an over-allotment option exercisable for a period of 60 days from today's closing which, if exercised in full, would result in total proceeds of approximately $115.9-million.

OCI's Class B non-voting shares commenced trading on The Toronto Stock Exchange and Montreal Stock Exchange on November 4, 1999 under the ticker symbol OCC.B.
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6. Reliance on Section 75(3) of the Act

Not applicable.

7. Omitted Information

Not applicable.

8. Senior Officer

For more information, please contact Christopher Clinning, Chief Financial Officer and Secretary of OCI, at (416) 907-2247.

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, this 11th day of November, 1999.

_*"Christopher Clinning"*__________
Christopher Clinning,
Chief Financial Officer and Secretary

IT IS AN OFFENCE FOR A PERSON TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THIS REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

Schedule "A"

OCI Communications Inc.
Press Release

(NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES)

Toronto, Nov. 4, 1999 – Shares of OCI Communications Inc., a provider of voice, data and Internet communications services and the parent of Optel Communications Corporation, began trading on The Toronto Stock Exchange today under the ticker symbol OCC.B.

"This is a tremendously exciting step in our corporate development," said OCI Chief Executive Officer Robert Latham. "The proceeds of this offering will facilitate our continued growth, enabling OCI to bring an expanded range of communications services to the small and medium-sized business sector that is our primary market."

Through its initial public offering, OCI issued 8.4 million Class B non-voting shares at $12 per share to an underwriting group led by Griffiths McBurney & Partners and CIBC World Markets Inc., and including Credit Suisse First Boston Securities Canada Inc., Scotia McLeod Inc. and Yorkton Securities Inc., for total proceeds of $100.8-million.

OCI has granted the underwriters an over-allotment option exercisable for a period of 60 days from today's closing which, if exercised in full, would result in total proceeds of approximately $115.9-million.

OCI's public offering makes the company one of the first publicly traded Canadian CLECs -- competitive local exchange carriers. CLECs provide competition in local telephone service to regional telephone companies.

"The proceeds will be used to expand our national high-speed data network across Canada and to build on our corporate infrastructure," said Mr. Latham.

OCI, through its wholly owned operating subsidiary, Optel Communications Corporation, is a rapidly growing telecommunications provider of bundled voice, data and Internet services.

The Class B non-voting shares have not been and will not be registered under the United States Securities Act of 1933, as amended, and subject to certain exemptions, may not be offered or sold in the United States or to, or for the account of or benefit of, United States Persons.

For further information please contact:

Chris Clinning, Chief Financial Officer and Secretary

OCI Communications Inc., 416-907-2247