NORTHLAND SYSTEMS TRAINING INC.
Suite 500, 255 Albert Street
Ottawa, Ontario
K1P 6A9

ONTARIO SECURITIES COMMISSION
2 First Canadian Place
4th Floor, The Exchange Tower
Toronto, Ontario
M5X 1J2
Attention: Executive Director

ALBERTA SECURITIES COMMISSION
19th Floor,
10025 Jasper Avenue
Edmonton, Alberta
T5J 3Z5
Attention: Executive Director

BRITISH COLUMBIA SECURITIES COMMISSION
P.O. Box 10142
Pacific Centre
701 West Georgia Street
Vancouver, British Columbia
V7Y 1L2
Attention: Corporate Finance

NOVA SCOTIA SECURITIES COMMISSION
Joseph Howe Building
1690 Hollis Street
Halifax, Nova Scotia
B3J 3J9

Attention: Executive Director

Dear Sirs:

Re: Northland Systems Training Inc. - Material Change Report Under Section 118(1) of the *Securities Act* (Alberta), Section 85 of the *Securities Act* (British Columbia), Section 75(1) of the *Securities Act* (Ontario) and Section 81(2) of the *Securities Act* (Nova Scotia)

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of Northland Systems Training Inc. (the "Corporation"). For convenience, this letter is itemized in the same manner as Form 27 of the *Securities Act* (Ontario) and similar forms under the *Securities Act* (British Columbia), the *Securities Act* (Nova Scotia) and the *Securities Act* (Alberta). Concurrent with this filing, this letter is being filed with the Canadian Venture Exchange Inc., being the only Exchange on which the Corporation's shares are approved for listing

Item 1 - Reporting Issuer

Northland Systems Training Inc.
Suite 500, 255 Albert Street
Ottawa, Ontario
K1P 6A9

Item 2 - Date of Material Change

The material change occurred on November 22, 2001.

Item 3 - Publication of Material Change

A Press Release concerning the material change will be issued on or about November 23, 2001.

Item 4 - Summary of Material Change

The Corporation announces the closing of the first tranche of a private placement of $370,000 in principal amount of convertible debentures, an early warning acquisition and the extension of the regular B warrants until May 10, 2002.

Item 5 - Full Description of Material Change

The Corporation has completed the sale of $370,000 in secured Convertible Debentures. The Convertible Debentures have a term of 2 years and pay interest at 12% per annum. The Convertible Debentures permit the holder to acquire one Common Share at a conversion price $0.15 per Common Share. The Common Shares issuable upon the exercise of the Convertible Debentures are subject to resale restrictions until March 26, 2002.

The proceeds of the offering will be used for general working capital and for future business development.

The Corporation and Jerry Van Olst announce that on November 22, 2001, Jerry Van Olst of Russell, Ontario, Chief Executive Officer of the Corporation acquired ownership of $15,000 in Convertible Debentures. The Convertible Debentures are convertible into Common Shares at a price of $0.15 per Common Share for two years. Mr. Van Olst holds 1,266,701 Common Shares directly and 1,266,701 indirectly (representing 16.7% of the Corporation's outstanding Common Shares).

Mr. Van Olst acquired the Convertible Debentures for investment purposes. Mr. Van Olst has no present intention to increase his beneficial ownership, control or direction of the Corporation but may acquire ownership of, or control over, further securities of the Corporation depending upon market circumstances.

The transaction giving rise to this release was undertaken by way of a private transaction and did not take place on any market.

Lastly, the Corporation has applied to the Canadian Venture Exchange Inc. and received the consent of the Canadian Venture Exchange Inc. to have the term of the Corporation's 1,000,000 Regular B Warrants, originally scheduled to expire December 5, 2001, extended to May 10, 2002. Each Regular B Warrant now entitles the holder to acquire one Common Share at a price of $1.25 until May 10, 2002.

Item 6 - Reliance of Section 118(4) of the *Securities Act* (Alberta)

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:

Jerry Van Olst
President and Chief Executive Officer
(613) 667-5073

Item 9 - Statement of a Senior Officer

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

DATED this 23rd day of November, 2001.

Yours truly,

NORTHLAND SYSTEMS TRAINING INC.

Per: *"Signed"*

Jerry Van Olst, President
and Chief Executive Officer

cc: The Canadian Venture Exchange Inc.