FORM 51-102F3
MATERIAL CHANGE REPORT

OF NORDTECH AEROSPACE INC.

1. Name and Address of Company

NordTech Aerospace Inc. (“**NordTech**”)
800, 8th Street, Sainte-Foy (Quebec) G2G 2S8

2. Date of Material Change

November 12, 2004

3. News Release

November 12, 2004

4. Summary of Material Change

NordTech (TSX Venture: NRT) announced the closing of a private placement of convertible debentures for a total amount of two million dollars ($2,000,000).

5. Full Description of Material Change

See press release attached hereto as Schedule A which provides a full description of the material change.

6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102 *Continuous Disclosure Obligations*

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer Knowledgeable of Material Change

For further information, please contact Luc Filiatreault, President and Chief Executive Officer at (418) 871-3111.

9. Date of Report

DATED at Quebec, Quebec, this 12th day of November 2004.

SCHEDULE A

TO:	News directors, assignment editors, journalists and columnists, business, finance and communications news
FROM:	NordTech Aerospace Inc.
DATE:	November 12, 2004

INVESTMENT BY DESJARDINS VENTURE CAPITAL IN NORDTECH AEROSPACE INC.

Quebec, November 12, 2004 - NordTech Aerospace Inc. ("**NordTech**") (TSX Venture: NRT), a company providing commercial aircraft maintenance, repair and overhaul services to Canadian, American and European customers, is pleased to announce the closing of a private placement of convertible debentures for a total principal amount of $2,000,000, with Desjardins Venture Capital.

Desjardins Venture Capital acquired unsecured convertible debentures of NordTech, bearing interest at an annual rate of 10%, plus an additional annual interest of 5% payable to Desjardins Venture Capital until such time NordTech achieves certain financial objectives. These debentures will mature in 5 years following their issuance. The principal amount of the debentures may be convertible into common shares of NordTech, at Desjardins Capital Venture request, at a price equal to the market price of the NordTech's common shares at the time of conversion, less a discount of 15%, and subject to a floor price of $0.45 per share, floor price which will be increased, in accordance with TSX Venture policies, by 10% per annum, from the beginning of the third year following their issuance. The securities represented by the debentures issued to Desjardins Venture Capital are subject to resale restrictions until March 13, 2005.

NordTech intends to use the proceeds of this private placement for working capital purposes. "The corporation is very pleased with the closing of this private placement which will be of great assistance to NordTech in the execution of its strategic plan" said Luc Filiatreaut, President and Chief Executive Officer,

About NordTech

NordTech operates in the commercial aircraft maintenance, repair & overhaul ("MRO") business by providing complete maintenance services to Canadian, American, and European commercial airlines. NordTech is certified by Transport Canada, the FAA and the JAA to provide its services on the Boeing 727, Boeing 737, Boeing 757, McDonnell Douglas MD 80/90, McDonnell Douglas DC 9, DeHavilland Dash 8, Canadair CRJ 100/200 and Fokker F100 aircrafts.

For additional information about NordTech, please see its Web site at www.NordTech-Aerospace.com.

SCHEDULE A

About Desjardins Venture Capital

Desjardins Venture Capital is the venture capital fund management arm of the Mouvement des caisses Desjardins. It also manages the assets of Capital régional et coopératif Desjardins, a publicly-traded fund created in 2001 whose authorized capitalization is $1.375-billion. More than a financial partner, Desjardins Venture Capital makes its network and expertise available for businesses in their startup, growth and expansion, as well as their plans for mergers, acquisitions or public offerings. More than 170 companies are already associated with Desjardins Venture Capital.

For additional information about Desjardins Venture Capital, please see its Web site at www.dcrdesjardins.com.

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This press release may contain forward-looking statements relating to, among other things, NordTech's expectations concerning future product demand and growth opportunities and customer acceptance of its products and services. These forward-looking statements are neither promises nor guarantees, but involve risks and uncertainties that may cause actual results to differ materially from those in the forward-looking statements. NordTech disclaims any obligation to publicly update or revise any such statements.

FOR FURTHER INFORMATION PLEASE CONTACT:

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