FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Vitran Corporation Inc.
185 The West Mall
Suite 701
Toronto, Ontario
M9C 5L5

Item 2 Date of Material Change

September 23, 2013.

Item 3 News Release

A news release with respect to the material change herein was disseminated on September 23, 2013 via Globe Newswire and filed via SEDAR.

Item 4 Summary of Material Change

Vitran Corporation Inc. ("Vitran" or the "Company"), announced that it had entered into an agreement to sell its U.S. LTL business to a company owned by industry veteran Matthew Moroun. Mr. Moroun is associated with a number of transportation companies whose interests include LTL, TL, Flatbed, Third Party Logistics and Warehousing.

Item 5 Full Description of Material Change

Vitran announced that it had entered into an agreement to sell its U.S. LTL business to a company owned by industry veteran Matthew Moroun. Mr. Moroun is associated with a number of transportation companies whose interests include LTL, TL, Flatbed, Third Party Logistics and Warehousing.

Under the terms of the proposed sale transaction, an entity controlled by Mr. Moroun will pay $2 million to acquire 100% of the common stock of the wholly-owned U.S. subsidiary which operates Vitran's US LTL business, thereby assuming the U.S. business's ongoing liabilities. Additionally, the buyer will fund the U.S. operating business between today and the date of closing. The transaction is scheduled to close within 10 business days and is subject to certain conditions including obtaining the consent of Vitran's bank syndicate. There is no assurance that the proposed transaction will be completed within this timeframe, if at all.

Stephens Inc. is acting as Vitran's financial advisor in connection with the proposed sale transaction.

This report contains forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995 and applicable Canadian securities laws. Forward-looking statements may be generally identifiable by use of the words "believe", "anticipate", "intend", "estimate", "expect", "project", "may", "plans", "continue", "will", "focus", "should", "endeavor" or the negative of these words or other variations on these words or comparable terminology. These forward-looking statements which include statements regarding the completion of the transaction, the effects of the transaction on employees, customers, and other stakeholders, risks related to the impact of the transaction on Vitran's Canadian LTL *business, risks related to obtaining approval of the banking syndicate, risks relating to the timing of the closing, and risks related to satisfaction of closing conditions, are based on current expectations and are naturally subject to uncertainty and changes in circumstances that may cause actual results to differ materially from those expressed or implied by such forward-looking statements.*

Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Vitran's actual results, performance or achievements to differ materially from those projected in the forward-looking statements. Factors that may cause such differences include, but are not limited to, technological change, increases in fuel costs, regulatory changes, the general health of the economy, seasonal fluctuations, unanticipated changes in railroad capacities, exposure to credit risks, changes in labour relations and competitive factors. More detailed information about these and other factors is included in the annual MD&A on Form 10K under the heading "General Risks and Uncertainties." Many of these factors are beyond the Company's control; therefore, future events may vary substantially from what the Company currently foresees. You should not place undue reliance on such forward-looking statements. Vitran Corporation Inc. does not assume the obligation to revise or update these forward-looking statements after the date of this document or to revise them to reflect the occurrence of future unanticipated events, except as may be required under applicable securities laws.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Confidentiality is not requested.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information contact Fayaz Suleman, Chief Financial Officer of Vitran Corporation Inc. at 416-596-7664.

Item 9 Date of Report

September 26, 2013.