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

December 30, 2013

Item 3 News Release

A news release with respect to the material change described herein was issued on December 30, 2013 and filed on SEDAR.

A copy of the news release is attached as Schedule "A" hereto.

Item 4 Summary of Material Change

On December 30, 2013, Vitran Corporation Inc. (the "**Company**") entered into an arrangement agreement (the "**Arrangement Agreement**") with 2400520 Ontario Inc., an Ontario corporation ("**Acquiror**"), and TransForce Inc., a Canadian corporation ("**TransForce**").

Under the terms of the Arrangement Agreement, Acquiror will acquire all of the Company's issued and outstanding common shares not already owned by TransForce for US$6.50 in cash per share.

On December 20, 2013, the board of directors of the Company determined that TransForce's proposal was a "superior proposal" for the purposes of the arrangement agreement (the "**Manitoulin Agreement**") among the Company, 2398946 Ontario Inc. and North Channel of Georgian Bay Holdings Ltd. (collectively, "**Manitoulin Transport**"), dated December 9, 2013. Manitoulin Transport waived its right to match the TransForce proposal. On December 30, 2013, the Manitoulin Agreement was terminated concurrent with the entering into of the Arrangement Agreement and the termination fee of US$4.0 million was paid to Manitoulin Transport by the Company.

Item 5 Full Description of Material Change

The following description of the Arrangement Agreement is a summary only. Reference is made to the Arrangement Agreement, a copy of which has been filed on SEDAR.

On December 30, 2013, the Company entered into the Arrangement Agreement with Acquiror and TransForce. TransForce has unconditionally guaranteed the obligations of Acquiror, its wholly owned subsidiary, under the Arrangement Agreement.

Under the terms of the Arrangement Agreement, Acquiror will acquire all of the Company's issued and outstanding common shares not already owned by TransForce for US$6.50 in cash per share. The closing price of the Company's common shares on December 27, 2013 was US$6.69, as quoted on NASDAQ. The transaction contemplated by the Arrangement Agreement is expected to close in late February or early March 2014.

The transaction is structured as a Plan of Arrangement under the Business Corporations Act (*Ontario*) (the "**Arrangement**") and the Arrangement Agreement is governed by the laws of the Province of Ontario.

The Arrangement has been unanimously approved by the Company's board of directors and is subject to approval by the Ontario Superior Court of Justice (the "**Court**"). After the Company obtains an interim order of the Court, the Company will hold a special meeting of the Company's shareholders (the "**Special Meeting**") to approve the Arrangement, which requires approval by (i) at least two-thirds of the votes cast by the Company's shareholders in person or by proxy at the Special Meeting and (ii) a simple majority of the votes cast by the Company's shareholders in person or by proxy at the Special Meeting excluding the votes cast by TransForce and certain other parties as required by Multilateral Instrument 61-101. A proxy information circular on Schedule 14A (the "**Information Circular**") describing details of the Arrangement and Special Meeting is expected to be filed with the U.S. Securities and Exchange Commission and Canadian securities regulatory authorities and mailed to shareholders in January 2014. Following the Special Meeting, the Arrangement is subject to final approval of the Court.

With the exception of the price per share, the terms and conditions of the Arrangement Agreement are substantially identical to those set out in the Manitoulin Agreement. The Manitoulin Agreement was terminated concurrent with the entering into of the Arrangement Agreement and the termination fee of US$4.0 million was paid to Manitoulin Transport by the Company.

In accordance with section 5.2 of the Company's shareholder rights plan dated November 4, 2013 (the "**Rights Plan**"), the board of directors of the Company has waived the application of section 3.1 of the Rights Plan to the Flip-in Event (as defined in the Rights Plan) relating to the entering into of the Arrangement Agreement and the completion of the transactions contemplated thereby.

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

This report is not being filed on a confidential basis.

Item 7 Omitted Information

No information has been omitted in respect of the material change.

Item 8 Executive Officer

The following senior officer of the Company is knowledgeable about the material change and this report: Fayaz D. Suleman, Vice President, Finance and Chief Financial Officer, (416) 596-7664.

Item 9 Date of Report

December 31, 2013.

SCHEDULE "A"

News Announcement

CONTACT:
William Deluce, Interim President/CEO
Fayaz Suleman, VP Finance/CFO
Vitran Corporation Inc.
416/596-7664

Vitran Corporation Inc. Enters into Agreement to be Acquired by TransForce, Terminates Agreement with Manitoulin Transport

TORONTO, Ontario – December 30, 2013 – Vitran Corporation Inc. ("**Vitran**" or the "**Company**") (NASDAQ: VTNC) (TSX: VTN), a premier Canadian less-than-truckload transportation firm, announced today that it has entered into a definitive arrangement agreement (the "**TransForce Agreement**") with TransForce Inc. ("**TransForce**") pursuant to which TransForce has agreed to acquire all of the outstanding common shares of Vitran not already owned by TransForce for US$6.50 in cash per share, in accordance with TransForce's prior proposal.

On December 20, 2013, the board of directors of Vitran determined that TransForce's proposal was a "superior proposal" for the purposes of the arrangement agreement (the "**Manitoulin Agreement**") among Vitran, 2398946 Ontario Inc. and North Channel of Georgian Bay Holdings Ltd. (collectively, "**Manitoulin Transport**"), dated December 9, 2013. Manitoulin Transport waived its right to match the TransForce proposal. Vitran and Manitoulin Transport have agreed to terminate the Manitoulin Agreement concurrent with the entering into of the TransForce Agreement and the termination fee of US$4.0 million payable to Manitoulin Transport is in the process of being paid by Vitran.

Approvals and Closing Conditions

The transaction with TransForce is structured as a Plan of Arrangement under the *Business Corporations Act* (Ontario) (the "**Arrangement**"). The Arrangement has been unanimously approved by the board of directors of Vitran and is subject to approval by the shareholders of Vitran at a special meeting expected to be held in February 2014 (the "**Special Meeting**") and subject to final approval of the Ontario Superior Court of Justice following the Special Meeting. The Arrangement is also subject to the receipt of applicable regulatory approvals (including approval under the Competition Act) and to satisfaction of other customary closing conditions. The Arrangement is not conditional on TransForce obtaining financing or on completion of due diligence. The TransForce Agreement contains customary non-solicitation provisions and provides that the board of directors of Vitran may, under certain circumstances, terminate the TransForce Agreement in order to accept an unsolicited superior proposal, subject to a matching right in favour of TransForce. If the TransForce Agreement is terminated in certain circumstances, including if Vitran accepts a superior proposal, TransForce is entitled to a termination payment of US$4.0 million. The Arrangement is expected to close in late February or early March 2014. An information circular (the "**Information Circular**") outlining details of the Arrangement and Special Meeting is expected to be mailed to shareholders in January 2014. Copies of the Information Circular will be available on SEDAR at www.sedar.com and on EDGAR at www.sec.gov.

Stephens Inc. is serving as financial advisor to Vitran in connection with the transaction. McMillan LLP is Canadian legal counsel to Vitran and Dorsey & Whitney LLP is United States legal counsel to Vitran.

About Vitran Corporation Inc.

Vitran Corporation Inc., through its wholly-owned subsidiaries, is a group of transportation companies offering national, regional, expedited and transborder less-than-truckload services throughout Canada. To find out more about Vitran Corporation Inc. (NASDAQ:VTNC, TSX:VTN), visit the website at www.vitran.com.

This press release 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", "endeavour" or the negative of these words or other variations on these words or comparable terminology. These forward-looking statements, which include statements regarding the anticipated dates of the mailing of the Information Circular, Vitran's Special Meeting and the closing of the Arrangement 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. The Company 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.