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

March 26, 2014

Item 3 News Release

A news release with respect to the material change described herein was issued on March 26, 2014 and filed on SEDAR.

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

Item 4 Summary of Material Change

On March 26, 2014, Vitran Corporation Inc. (the “**Company**”) and TransForce Inc. (“**TransForce**”) announced that the previously announced acquisition of Vitran by TransForce by way of plan of arrangement (the “**Arrangement**”) had been completed. Under the Arrangement, 2400520 Ontario Inc. (the “**Purchaser**”), an indirect wholly-owned subsidiary of TransForce, acquired all of the issued and outstanding common shares of Vitran, other than common shares of Vitran held by the Purchaser and any affiliate of the Purchaser, for consideration of US$6.50 in cash per share.

Item 5 Full Description of Material Change

On March 26, 2014, the Company and TransForce announced that the previously announced acquisition of Vitran by TransForce by way of Arrangement had been completed. Under the Arrangement, the Purchaser, an indirect wholly-owned subsidiary of TransForce, acquired all of the issued and outstanding common shares of Vitran, other than common shares of Vitran held by the Purchaser and any affiliate of the Purchaser, for consideration of US$6.50 in cash per share.

The common shares of Vitran were delisted from NASDAQ effective as of the close of trading on March 26, 2014 and were delisted from the TSX at the close of business on March 28, 2014.

Further information about the Arrangement is set out in Vitran's management information circular dated February 3, 2014 which is available on SEDAR at www.sedar.com and on EDGAR at www.sec.gov.

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

April 1, 2014

SCHEDULE "A"

TransForce Completes Acquisition of Vitran

TORONTO, March 26, 2014 /CNW Telbec/ - TransForce Inc. ("**TransForce**") (TSX: TFI, OTCQX:TFIFF), a North American leader in the transportation and logistics industry, and Vitran Corporation Inc. ("**Vitran**") (NASDAQ: VTNC) (TSX: VTN), a premier Canadian less-than-truckload ("**LTL**") transportation firm, are pleased to announce that the previously announced acquisition of Vitran by TransForce by way of plan of arrangement (the "**Arrangement**") has been completed. Under the Arrangement, 2400520 Ontario Inc. (the "**Purchaser**"), an indirect wholly-owned subsidiary of TransForce, acquired all of the issued and outstanding common shares of Vitran, other than common shares of Vitran held by the Purchaser and any affiliate of the Purchaser, for consideration of US$6.50 in cash per share.

"The acquisition of Vitran will further enhance our density in the Canadian LTL market and provide synergies going forward. Vitran will remain a standalone entity, under the leadership of Tony Trichilo, within the TransForce group of companies. We are looking forward to leveraging the strengths of the two companies to the benefit of our customers and shareholders. I would like to welcome all Vitran employees and management to the TransForce team," said Alain Bédard, Chairman, President and Chief Executive Officer of TransForce.

It is anticipated that the common shares of Vitran will be delisted from NASDAQ before the market opens on March 27, 2014, and will be delisted from the TSX at the close of business on or about March 28, 2014.

Further information about the Arrangement is set out in Vitran's management information circular dated February 3, 2014 which is available on SEDAR at www.sedar.com and on EDGAR at www.sec.gov.

ABOUT TRANSFORCE

TransForce Inc. is a North American leader in the transportation and logistics industry operating across Canada and the United States through its subsidiaries. TransForce creates value for shareholders by identifying strategic acquisitions and managing a growing network of wholly-owned, operating subsidiaries. Under the TransForce umbrella, companies benefit from corporate financial and operational resources to build their businesses and increase their efficiency. TransForce companies service the following segments:

- Package and Courier;
- Less-Than-Truckload;
- Truckload, which includes specialized truckload and dedicated services;
- Specialized Services, which includes waste management, logistics services and services to the energy sector.

TransForce Inc. is publicly traded on the Toronto Stock Exchange (TSX: TFI) and the OTCQX marketplace in the U.S. (OTCQX: TFIFF). For more information, visit http://www.transforcecompany.com.

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.

FORWARD-LOOKING STATEMENTS

Except for historical information provided herein, this press release may contain information and statements of a forward-looking nature concerning the future performance of TransForce. These statements are based on suppositions and uncertainties as well as on management's best possible evaluation of future events. Such factors may include, without excluding other considerations, fluctuations in quarterly results, evolution in customer demand for TransForce's products and services, the impact of price pressures exerted by competitors, and general market trends or economic changes. As a result, readers are advised that actual results may differ from expected results. No assurance can be given that any events anticipated by the forward-looking information or statements will transpire or occur, or if any of them do so, what benefits that TransForce will derive therefrom. In particular, no assurance can be given as to the benefits that TransForce will derive from the acquisition of Vitran Corporation Inc.

For further information:

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