

MATERIAL CHANGE REPORT

Subsection 75(2) of the *Securities Act* (Ontario) and equivalent sections in the securities acts of each of the other provinces of Canada

1. **Reporting Issuer**

Virtek Vision International Inc.
785 Bridge Street
Waterloo, Ontario N2V 2K1

2. **Date of Material Change**

December 4, 2002

3. **Press Release**

A Press Release was issued on December 4, 2002.

4. **Summary of Material Change**

Virtek Vision International Inc. ("Virtek") announced the appointment of Robert (Bob) Sandness as Chief Executive Officer and his addition to the Board of Directors.

5. **Full Description of Material Change**

Virtek announced the appointment of Robert (Bob) Sandness as Chief Executive Officer and his addition to the Board of Directors subject to regulatory approval.

As newly appointed CEO and member of Virtek's Board of Directors, Bob Sandness will provide an effective communication link between Virtek's investors, management team and its Board of Directors. Mr. Sandness was named President and COO of Virtek in March of this year after holding various sales, marketing, engineering, innovation and strategic planning positions at Virtek including vice-president of Laser Systems.

6. **Reliance on Subsection 75(3) of the *Securities Act* (Ontario)**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Senior Officer**

For further information contact Bob Sandness, President and Chief Operating Officer, Virtek Vision International Inc., bob.sandness@virtekvision.com, Telephone: (519) 746-7190; Fax (519) 746-3383.

9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED this 9th day of December, 2002.

VIRTEK VISION INTERNATIONAL INC.

Per: "Robert Sandness"
Robert Sandness
President and Chief Operating Officer