

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Company

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

Item 2. Date of Material Change

November 30, 2006

Item 3. News Release

The press release was issued November 30, 2006 through the CCMMatthews and filed on SEDAR.

Item 4. Summary of Material Change

Virtek Vision International Inc. ("Virtek") (TSX: VRK) announced on November 30, 2006 that it had completed certain restructuring and staffing of certain of its North American engineering and customer service departments resulting in a workforce reduction of 3.5% and a shifting of some of its FOBA division's engineering work from its Boston facility to its Waterloo facility.

Item 5. Full Description of Material Change

Virtek announced on November 30, 2006 that the Company has made changes to its North American engineering and customer service departments and as a result has reduced costs by approximately \$750 thousand annually.

In conjunction with the commencement of North American production of the FOBA G5 laser marking and engraving system in Waterloo, the Company reviewed its operations and adjusted the structure of its engineering and customer service departments to better serve its customers. As a result of the adjustments, the Company has reduced costs in part due to staff layoffs (3 1/2 percent of workforce) and in part due to a shift of some FOBA engineering to Waterloo from Boston. The Company's Boston facility will continue to focus on advanced research and development for the FOBA product in conjunction with operations in Ludenscheid Germany.

With these changes to engineering and customer support in North America there are now 191 full time employees working for Virtek worldwide.

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

Not Applicable

Item 7. Omitted Information

Not Applicable

Item 8. Executive Officer Knowledgeable of Material Change

For additional information with respect to this material change, the following person may be contacted:

Peter Monsberger
VP Finance and CFO
Tel: (519) 746-7190

Item 9. Date of Report

December 1, 2006

VIRTEK VISION INTERNATIONAL INC.

A handwritten signature in dark ink, appearing to read 'T. Beynon', is written over a horizontal line.

Name: Thomas D. Beynon
Title: Corporate Secretary