Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Alliance Atlantis Communications Inc. ("**AACI**")
121 Bloor Street East, Suite 1500
Toronto, Ontario
M4W 3M5

Item 2 Date of Material Change

August 15, 2007

Item 3 News Release

A news release was issued through Canada News Wire on August 15, 2007.

Item 4 Summary of Material Change

The news release issued on August 15, 2007 by AACI announced that the previously announced Plan of Arrangement has been completed and all of AACI's outstanding shares have been acquired by AA Acquisition Corp., a subsidiary of CanWest Media Works Inc. Under the terms of the Plan of Arrangement, AACI's shareholders will receive CDN$53.00 in cash for each AACI share. In addition, Movie Distribution Income Fund (the "Fund") and Edgestone Capital Partners announced today that the previously announced definitive agreement to acquire the Fund's 49% interest in Motion Picture Distribution LP has been completed.

With the completion of the Plan of Arrangement, AACI's Class A Voting and Class B Non-Voting shares will cease to be listed for trading on the Toronto Stock Exchange.

Item 5 Full Description of Material Change

For a full description of the material change, please see the news release filed on August 15, 2007 attached, hereto as Schedule "A".

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable.

Item 7 Omitted Information

Not Applicable.

Item 8 Executive Officer

For further information please contact Andrew Ackman, Senior Vice President, Strategy & Business Development and Chief Integration Officer, CanWest Global Communications Corp. at (416) 966-7701.

Item 9 Date of Report

August 24, 2007.

SCHEDULE "A"

www.allianceatlantis.com TSX: AAC.A, AAC.B

CONTACTS:

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For immediate release

Alliance Atlantis Plan of Arrangement Completed

TORONTO, August 15, 2007 -- Alliance Atlantis Communications Inc. ("Alliance Atlantis" or the "Company") today announced that the previously announced Plan of Arrangement has been completed and all of Alliance Atlantis's outstanding shares have been acquired by AA Acquisition Corp., a subsidiary of CanWest Media Works Inc. Under the terms of the Plan of Arrangement, the Company's shareholders will receive CDN$53.00 in cash for each Alliance Atlantis share.

In addition, Movie Distribution Income Fund (the "Fund") and Edgestone Capital Partners ("Edgestone") announced today that the previously announced definitive agreement to acquire the Fund's 49% interest in Motion Picture Distribution LP has been completed. For further information on the announcement made today by the Fund and Edgestone, please refer to their press release or go to their website at www.moviedistributionincomefund.com.

"This is an historic milestone in the incredible journey that our Company has experienced over the past three decades," said Michael MacMillan, Executive Chairman of Alliance Atlantis. "On behalf of the Board of Directors, I want to thank our shareholders, customers, employees, partners and advertisers for their support over the years and I know that the new owners share our commitment to build on the legacy of Alliance Atlantis."

Alliance Atlantis shareholders who hold their shares through a broker or other financial intermediary will receive payment of the purchase price for their shares following the deposit by the broker or financial intermediary of share certificates with Computershare Investor Services Inc., the Depositary for the Plan of Arrangement. Shareholders who hold their Alliance Atlantis shares in registered form will receive payment of the purchase price following the deposit of their Alliance Atlantis share certificates with the Depositary in accordance with the instructions contained in the Letter of Transmittal previously sent to registered shareholders. Any questions regarding payment of the purchase price, including any request for an additional copy of the Letter of Transmittal, should be directed to the Depositary via telephone at 1-800-564-6253 (toll free in North America) or 514-982-7139 or via email at corporateactions@computershare.com.

With the completion of the Plan of Arrangement, Alliance Atlantis's Class A Voting and Class B Non-Voting shares will cease to be listed for trading on the Toronto Stock Exchange.

About Alliance Atlantis Communications

Alliance Atlantis offers Canadians 13 well-branded specialty television channels boasting targeted, high-quality programming. Alliance Atlantis also co-produces and distributes the hit CSI franchise and indirectly holds a 51% limited partnership interest in Motion Picture Distribution LP, a leading distributor of motion pictures in Canada, with motion picture distribution operations in the United Kingdom and Spain. Alliance Atlantis's shares are listed on the Toronto Stock Exchange under the trading symbols AAC.A and AAC.B. Alliance Atlantis's website is www.allianceatlantis.com.

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Forward-Looking Statements

This news release includes forward-looking statements which reflect the current expectations of Alliance Atlantis. Forward-looking statements are those which are not historical fact. The reader should not place undue reliance on such forward-looking statements. They involve known and unknown risks, uncertainties and other factors that may cause them to differ materially from anticipated future results or expectations expressed or implied by such forward-looking statements. Certain risks, uncertainties and other factors are described in materials filed by Alliance Atlantis with the security regulatory authorities in Canada from time to time, which are available at www.sedar.com. Alliance Atlantis undertakes no obligation to publicly update or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise.