**FORM 27**

**Securities Acts of Ontario and Alberta**

# MATERIAL CHANGE REPORT UNDER SECTION 75(2) OF THE SECURITIES ACT (ONTARIO), SECTION 118 OF THE SECURITIES ACT (ALBERTA)

## Item 1 - Reporting Issuer

The reporting issuer is ICON Laser Eye Centers, Inc. ("ICON"). Its principal office is located at 1 Yonge Street, Suite 1014, Toronto, Ontario, M5E 1E5.

## Item 2 - Date of Material Change

The material change occurred on October 18, 2000.

## Item 3 - Press Release

A news release was issued on October 20, 2000

## Item 4 - Summary of Material Change

ICON entered into a binding letter of intent to merge with Aris Vision, Inc., a California private company.

## Item 5 - Full Description of Material Change

ICON entered into a binding letter of intent to merge with Aris Vision, Inc., a California private company. The merged company will be named ICON Laser Eye Centers, Inc. and will be continued under the laws of the State of Delaware. The merger will be structured in order to allow ICON shareholders to benefit from Canadian tax deferrals. Subject to adjustments, ICON shareholders will receive 50% of the merged corporation.

## Item 6 - Reliance on Section 75(3) of the Act

N/A

## Item 7 - Omitted Information

N/A

## Item 8 - Senior Officers

The name of a senior officer of ICON who is knowledgeable about the material change and who can be contacted is: Mr. Kenneth Wightman, 1 Yonge Street, Suite 1014, Toronto, Ontario, M5E 1E5, Tel: (416) 364-0012, Fax: (416) 364-7636.

**Item 9 - Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

**DATED** at Toronto, Ontario this 24th day of October, 2000.

**ICON LASER EYE CENTERS, INC.**

By: "Kenneth Wightman"
Kenneth Wightman
Chief Financial Officer
and Vice President, Finance

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