

MATERIAL CHANGE REPORT

1. **Reporting Issuer**

Vicwest Corporation
1150 State Docks Road
Eufaula, AL 36027
USA

2. **Date of Material Change**

October 11, 2002

3. **Publication of Material Changes**

A press release was issued on October 11, 2002 through Canada Newswire.

4. **Summary of Material Changes**

Vicwest Corporation ("Vicwest") announced that an event of default has occurred under its March 10, 2000 trust indenture relating to Cdn. \$84.0 million of subordinated notes that are listed on the TSX Venture Exchange under the symbol MGT.DB.

5. **Full Description of Material Change**

Vicwest announced that an event of default has occurred under its March 10, 2000 trust indenture relating to Cdn. \$84.0 million of subordinated notes (the "Notes") that are listed on the TSX Venture Exchange under the symbol MGT.DB. Vicwest has received undertakings from holders of approximately 65% of the outstanding principal amount of the Notes not to support any exercise of remedies relating to this event of default prior to November 15, 2002, subject to certain conditions, in order to provide stability to Vicwest during that period. The event of default arose from the non-payment, as a result of the previously announced default under Vicwest's senior credit facilities, of approximately Cdn \$5.2 million of interest on the Notes that had been due on September 10, 2002, and the expiration of the 30-day cure period relating to it.

Vicwest continues to be in constructive discussions with its senior lenders concerning the previously announced event of default under its senior credit facilities due to non-compliance with financial covenants. The outstanding indebtedness under the senior credit facilities is Cdn. \$36.7 million.

6. **Confidentiality of Information**

This report is not being filed on a confidential basis.

7. **Omitted Information**

Not applicable.

8. **Senior Officer**

Inquiries in respect of the material change referred to herein may be made to:

Charles Blackmon
Executive Vice President, Chief Financial Officer
Vicwest Corporation
1220 Old Alpharette Road
Windward Chase Suite 310
Alpharette, GA 30005
USA

Telephone: (678) 455-3363

9. **Statement of Senior Officer**

The information contained in this material change report accurately discloses the material change referred to herein.

DATED at Alpharette, GA this 14th day of October, 2002.

"Charles Blackmon" (signed)

Charles Blackmon
Executive Vice President, CFO