

MATERIAL CHANGE REPORT

1. **Reporting Issuer**

Vicwest Corporation
1150 State Docks Road
Eufaula, AL 36027
USA

2. **Date of Material Change**

October 18, 2002

3. **Publication of Material Changes**

A press release was issued on October 18, 2002 through Canada Newswire.

4. **Summary of Material Changes**

Vicwest Corporation ("Vicwest") announced that the lenders under its senior credit facilities have agreed to waive certain previously announced events of default thereunder and compliance with certain terms of the agreement governing the credit facilities, subject to certain conditions, which waiver expires on November 15, 2002.

5. **Full Description of Material Change**

Vicwest announced that the lenders under its senior credit facilities have agreed to waive certain previously announced events of default thereunder and compliance with certain terms of the agreement governing the credit facilities, subject to certain conditions, which waiver expires on November 15, 2002. As previously announced on October 11, 2002, Vicwest has also received undertakings from holders of approximately 65% of the outstanding principal amount of its subordinated notes not to support any exercise of remedies prior to November 15, 2002 relating to an event of default concerning the notes. The subordinated notes of Vicwest are listed on the TSX Venture Exchange under the symbol MGT.DB. Vicwest continues to be in constructive discussions with its senior lenders and noteholders to provide an overall solution to its default situation.

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 Alpharetta Road
Windward Chase Suite 310
Alpharetta, 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 Alpharetta, GA this 21st day of October, 2002.

"Charles Blackmon" (signed)

Charles Blackmon
Executive Vice President, CFO