# MATERIAL CHANGE REPORT

1. **Reporting Issuer**

Vicwest Corporation
1296 South Service Road
Oakville, Ontario
L6L 5T7

2. **Date of Material Change**

July 22, 2003

3. **Publication of Material Changes**

A press release was issued on July 22, 2003 through Canada Newswire.

4. **Summary of Material Changes**

As previously announced, Vicwest Corporation ("Vicwest") and certain of its Canadian subsidiaries obtained an order on May 12, 2003 to begin Vicwest's restructuring under the Companies' Creditors Arrangement Act ("CCAA"). Vicwest's protection under the CCAA has been extended until August 12, 2003.

A meeting of affected creditors of Vicwest has been scheduled for Friday, August 1, 2003 at 10:00 a.m. (Toronto time) in Room 205B, Metro Toronto Convention Centre, 255 Front Street West (North Building), Toronto, Ontario (the "Meeting"). The Meeting is being held to consider and, if deemed advisable, to approve a plan of compromise and reorganization (the "Plan") proposed by Vicwest pursuant to the CCAA. Deloitte & Touche Inc., monitor to Vicwest, has recommended that all affected creditors vote in favour of the Plan.

As previously announced, the preparation and filing of Vicwest's consolidated financial statements for the year ended December 31, 2002 and the quarter ended March 31, 2003 have been delayed as a result of Vicwest's restructuring activities under the CCAA. Vicwest anticipates that it will be able to comply with its financial statement filing requirements after completion of its restructuring process. At this time it is anticipated that Vicwest will emerge from its restructuring process in August or September, 2003.

5. **Full Description of Material Change**

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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:

Joshua Rizack
Chief Restructuring Officer
Vicwest Corporation
1296 South Service Road
Oakville, Ontario
L6L 5T7
Telephone: (905) 825-2252

9. **Statement of Senior Officer**

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

DATED at Toronto, Ontario this 24th day of July, 2003.

"Joshua Rizack" (signed)

Joshua Rizack
Chief Restructuring Officer