BC FORM 53-901F

SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

1. **Reporting Issuer**
   Uniserve Communications Corporation 1010 – 1030 West Georgia St., Vancouver, B.C., V6E 2Y3

2. **Date of Material Change**

   October 18, 2004.

3. **Press Release**

   The required press release was issued pursuant to section 85 (1) at Vancouver, British Columbia on October 18, 2004.

4. **Summary of Material Change**

   See attached press release.

5. **Full Description of Material Change**

   See attached press release.

6. **Reliance on Section 85(2) of the Act (Confidential information)**

   Not Applicable

7. **Omitted Information**

   None

8. **Senior Officer**

   William Spratt   President and CEO

9. **Statement of Senior Officer**

   The foregoing accurately describes the material change referred to herein.

   DATED at Vancouver, British Columbia, this 18th day of October, 2004.

"William Spratt"___________
(Signature of Senior Officer)
William Spratt_____

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NEWS RELEASE

UNISERVE RELEASES ANNUAL STATEMENTS AND ANNOUNCES RESIGNATION OF DIRECTOR

SYMBOL: UCC [TSX-V] **OCTOBER 18, 2004**

Vancouver - Uniserve Communications Corporation ("Uniserve") has released its financial statements for the year ended May 31, 2004, showing significant improvements in annual revenues, gross profit, and operational cash-flow.

Revenues increased by 36% to $12.23 million from $8.98 million in 2003. Gross profit improved to $7.55 million, from $3.29 million and operational cash-flow (EBITDA) improved to $1.93 million from a negative $0.27 million at year-end 2003.

On October 5, 2004, Uniserve announced the closing of a $3.15 million debt financing. The debt financing will be converted to a mix of debt and equity once shareholder and regulatory approval is received.

The Company is also announcing the resignation from its Board of Directors of Peter Casson. The Board would like to thank Mr. Casson for his contribution during his tenure.

More information on the company and its products and services can be found at its web site www. uniserve.com. Additional corporate and financial information may be found at www.sedar.com.

This news release was prepared on behalf of the Board of Directors, which accepts full responsibility for its contents.

On Behalf of the Board:
"William Spratt"
William Spratt, President and CEO
The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release.