

Form 51-102F3
Material Change Report

PART 1 GENERAL INSTRUCTIONS AND INTERPRETATION

(a) Confidentiality

If this Report is filed on a confidential basis, state in block capitals “CONFIDENTIAL” at the beginning of the Report.

(b) Use of “Company”

Wherever this Form uses the word “company” the term includes other types of business organizations such as partnerships, trusts and other unincorporated business entities.

(c) Numbering and Headings

The numbering, headings and ordering of the items included in this Form are guidelines only. You do not need to include the headings or numbering or follow the order of items in this Form. Disclosure provided in response to any item need not be repeated elsewhere.

(d) Defined Terms

If a term is used but not defined in this Form, refer to Part 1 of National Instrument 51-102 and to National Instrument 14-101 *Definitions*. If a term is used in this Form and is defined in both the securities statute of a local jurisdiction and in National Instrument 51-102, refer to section 1.4 of Companion Policy 51-102CP.

(e) Plain Language

Write the Report so that readers are able to understand it. Consider both the level of detail provided and the language used in the document. Refer to the plain language principles listed in section 1.5 of Companion Policy 51-102CP. If you use technical terms, explain them in a clear and concise manner.

PART 2 CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

October 20, 2004.

Item 3 News Release

October 22, 2004 issued through news organization at filings@telus.net , News@Stockwatch.com and marketnews@baystreet.com

Item 4 Summary of Material Change

See attached news release.

Item 5 Full Description of Material Change

See attached news release.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable (not confidential)

Item 7 Omitted Information

Not applicable

Item 8 Executive Officer

William Spratt (604) 633-1348

Item 9 Date of Report

October 22, 2004

DATED at Vancouver, British Columbia, this 22nd day of October, 2004.

William Spratt
(Signature of Senior Officer)
William Spratt
(Name)



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NEWS RELEASE

BRAIN NIXON RESIGNS FROM THE BOARD

SYMBOL: UCC [TSX-V]

OCTOBER 22, 2004

Vancouver - Uniserve Communications Corporation announces that Brian Nixon has resigned as a director of the Company on October 20, 2004. The board wishes to express their appreciation for his contribution.

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.