

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

November 3, 2004.

Item 3 News Release

November 3, 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

The full financial results of for the quarter referred to are filed on SEDAR at www.sedar.com

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

November 3, 2004

DATED at Vancouver, British Columbia, this 4th day of November, 2004.

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



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Press Release
Uniserve Communications Corporation
(TSX: UCC)

**UNISERVE COMPLETES FIFTH CONSECUTIVE QUARTER WITH EBITDA IN
EXCESS OF \$400,000**

Vancouver, British Columbia, November 3, 2004 - Uniserve Communications Corporation ("UCC") is pleased to announce the release of its quarterly financial report (Q1) showing the fifth consecutive quarter of operations with earnings before interest, taxes, depreciation and amortization ("EBITDA") in excess of \$400,000. EBITDA for the quarter was \$419,399 compared with \$412,120 for the same quarter in 2003, on revenues of \$3,340,552 compared with \$2,289,929 over the same period in 2003, an increase of 45.9%. UCC's financial statements for the quarter can be reviewed at www.sedar.com.

On October 5th, 2004, Uniserve announced the closing of a financing (subject to shareholder and regulatory approval), that would result in a material reduction in the Company's debt leverage and a significant improvement to the Company's working capital position.

UCC's continued strong EBITDA coupled with this re-capitalization, positions it well for future growth.

Uniserve Communications Corporation, from its base in Western Canada, is a provider of internet and web services to consumers and businesses across Canada. The Company's products cover a wide range of internet access services including broadband products (ADSL and cable modem access), and dial up products (traditional and accelerated). In addition, UCC offers a variety of web related services including web hosting and domain name registration.

The company's complete financial disclosure may be found at www.sedar.com.

"Wil Spratt"
William Spratt
President and Chief Executive Officer
604.633.1348

Statements contained in this news release describe the Company's objectives, projections and expectations and may be identified by the use of terms such as "should," "believes," "anticipates" and "estimates." By their nature, such forward-looking statements involve risk and uncertainty. Actual results could differ materially from the forward-looking statements, due to risks and uncertainties which include, among others, changes in customer markets, changes in demand for the Company's services, inability of the Company to deliver services in a timely and cost-efficient manner, technological change and general economic conditions.

THE TSX VENTURE EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

