

FORM 52-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Uniserve Communications Corporation
Suite 458, Bentall 5
550 Burrard Street, Box 58
Vancouver, British Columbia, Canada
V6C 2B5

("Uniserve")

Telephone: (604) 687-8030

Item 2. Date of Material Changes

May 28, 2007

Item 3. News Release

Uniserve issued a news release on May 28, 2007 via CCM Matthews/Canada Stockwatch/Market News Publishing Inc. and as filed on SEDAR.

Item 4. Summary of Material Change

Uniserve announced the acquisition of all of the shares of Parasun Technologies Inc. and the continuation of its Series A Preferred share offering.

Item 5. Full Description of Material Change

Uniserve announced that it has acquired all of the shares of Parasun Technologies Inc. ("Parasun"), a private British Columbia based technology company, for a purchase price of \$12,500,000. \$10,000,000 was paid at closing and up to \$2,500,000 will be payable subject to the fulfillment of certain financial performance requirements.

Parasun provides software and services to the Cable and Electric Utility Industries, enabling operators to deliver high-speed connectivity and other IP services to their customers. Parasun has relationships with over 200 cable systems, primarily in the United States, providing high-speed data services to over 150,000 cable customers.

Further to the news release on May 24, 2007, Uniserve announced the continuation of its Series A Preferred share offering. Finders fees and/or

brokerage fees will be payable with respect to a portion of this private placement.

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

Not applicable.

Item 7. Omitted Information

No information has been omitted from this material change report.

Item 8. Executive Officer

William Spratt
President and Chief Executive Officer

Telephone: (604) 687-8030

Item 9. Date of Report

Dated at Vancouver, British Columbia, this 29th day of May, 2007.

"William Spratt"

William Spratt
President and Chief Executive Officer