

FORM 52-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Uniserve Communications Corporation
200 - 610 6th St., PO Box 187
New Westminster, British Columbia V3L 3C2

(the "Company")

Telephone: (604) 395-3900

Item 2. Date of Material Changes

December 4, 2008

Item 3. News Release

The Company issued a news release on December 4, 2008 via Canada Stockwatch and Market News Publishing Inc. and as filed on SEDAR.

Item 4. Summary of Material Change

The Company announced the resignation of Kurt Baumann as a director of the Company and the appointment of James Jang as a director of the Company.

The Company also announced the appointment of Michael Scholz as Chairman of the Board.

Item 5. Full Description of Material Change

The Company announced that Kurt Baumann has resigned as a director of the Company effective December 1, 2008.

The Company has appointed James Jang as a director of the Company to fill the vacancy. Mr. Jang was the founding partner and President of Perspective Technologies Inc., a managed IT services business operating in Vancouver, and is the founding partner of Lease Link Canada Corp.

The Company also announced that Michael Scholz has been appointed Chairman of the Board.

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) 395-3900

Item 9. Date of Report

December 5, 2008