

## MATERIAL CHANGE REPORT

### **1. Name and Address of Company**

Microcell Telecommunications Inc.  
800 de La Gauchetière Street West  
Suite 4000  
Montreal, Quebec  
H5A 1K3

### **2. Date of Material Change**

May 13, 2004

### **3. New Release**

Microcell Telecommunications Inc. (“**Microcell**” or the “**Company**”), issued a press release with respect to a material change on May 13, 2004. A copy of such press release is attached hereto and form a part hereof.

### **4. Summary of Material Change**

On May 13, 2004, Microcell has been informed that TELUS Corporation intends to make an unsolicited all-cash offer to purchase all of the outstanding publicly traded shares and warrants of Microcell.

### **5. Full Description of Material Change**

On May 13, 2004, Microcell has been informed that TELUS Corporation intends to make an unsolicited all-cash offer to purchase all of the outstanding publicly traded shares and warrants of Microcell. Until the Company receives the offer and completes its review, it will not comment on the offer or its contents and will not speculate as to any future course of action it might take.

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

Not applicable.

### **7. Omitted Information**

Not applicable.

### **8. Executive Officer**

The senior officer who can answer questions regarding this report is Mr. Jocelyn Côté, Vice-President, Legal Affairs and Assistant Secretary of Microcell. Mr. Côté can be reached at (514) 937-2121.

**9. Date of Material Change Report**

May 21, 2004

SIGNED at Montreal, Quebec.

*/s/ Jocelyn Côté*

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Jocelyn Côté  
Vice-President, Legal Affairs and Assistant Secretary



## *News Release*

**For immediate release**

### **MICROCELL RESPONDS TO TELUS' ANNOUNCEMENT**

**Montréal, May 13, 2004** – Microcell Telecommunications Inc. (MT.A ; MT.B) has been informed that Telus Corporation intends to make an unsolicited all-cash offer to purchase all of the outstanding publicly traded shares and warrants of Microcell. Until the Company receives the offer and completes its review, it will not comment on the offer or its contents and will not speculate as to any future course of action it might take.

#### **About the Company**

Microcell Telecommunications Inc. is a major provider, through its subsidiaries, of telecommunications services in Canada dedicated solely to wireless. Microcell offers a wide range of voice and high-speed data communications products and services to over 1.2 million customers. Microcell operates a GSM network across Canada and markets Personal Communications Services (PCS) and General Packet Radio Service (GPRS) under the Fido® brand name. Microcell has been a public company since October 15, 1997, and is listed on the Toronto Stock Exchange.

Fido is a registered trademark of Microcell Solutions Inc.

[www.microcell.ca](http://www.microcell.ca)

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#### **For more information:**

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