

Form 51-102F3
Material Change Report

1. Name and Address of Company

Look Communications Inc.
8250 Lawson Road
Milton, Ontario
L9T 5C6

2. Date of Material Change

November 30, 2008 and December 1, 2008

3. News Release

Press releases announcing the material change referred to in this report were issued on December 1, 2008 and disseminated on newswires in Canada

4. Summary of Material Change

The board of directors of Look Communications Inc. ("Look" or the "Corporation") (TSX Venture: LOK and LOK.A) has initiated a court supervised sales process with a view to maximizing the value of Look's key assets by selling some or all of those key assets, whether in whole or in part (the "Sales Process"), pursuant to a plan of arrangement under the *Canada Business Corporations Act* (the "Plan of Arrangement"). The Corporation obtained an Interim Order from the Ontario Superior Court of Justice (Commercial List) ("Court") permitting it to hold a special meeting of shareholders on January 14, 2009 (the "Meeting"). The record date to determine shareholders who have the right to receive notice and vote at the Meeting is December 11, 2008. The Meeting is being held to authorize the Corporation to proceed with the Sales Process pursuant to a court order, and to approve of the proposed Plan of Arrangement.

5. Full Description of Material Change

The Corporation has called the Meeting to consider and, if deemed advisable, to pass a special resolution (the "Sales Process Resolution") of shareholders of the Corporation approving a sales process to be implemented pursuant to an order (the "Sales Process Order") of the Court, which Sales Process Order, if granted, will provide for, *inter alia*: (a) the appointment of Grant Thornton Limited as the monitor (the "Monitor") to perform the mandate set out in the Sales Process Order and as approved by the Court; and (b) the sale of some or all of the assets of the Corporation, whether in whole or in part (the "Assets"), in a sales process managed and conducted by the Monitor, in consultation with the Corporation and subject to the supervision by the Court, including final approval of the sale of any or all of the Assets by the Court in the manner described in the Sales Process Order. The Shareholders will also be asked to consider and, if deemed advisable, to pass a special resolution (the "Arrangement Resolution") of shareholders of the Corporation approving a

proposed Plan of Arrangement. The Arrangement Resolution will provide for, *inter alia*: the seeking of a subsequent Court order approving the implementation of the proposed Plan of Arrangement if and when a sale, lease or exchange of all or substantially all of the Assets is proposed. The Sales Process Resolution and the Arrangement Resolution must be passed by sixty six and two thirds percent of the votes cast at the Meeting, whether in person or by proxy. As and when necessary, the Corporation will file articles of arrangement (the "Articles of Arrangement") with the Director under the CBCA in order to give effect to the Plan of Arrangement. Other than the shareholder approval of the Sales Process and the proposed Plan of Arrangement obtained at the Meeting, the Corporation will not be seeking shareholder approval for any Court order or filing of Articles of Arrangement to implement the Plan of Arrangement;

Unique Broadband Systems Inc., which, through its wholly owned subsidiary, holds approximately 43% of votes entitled to vote at the Meeting, has informed Look that it will vote its shares at the Meeting in favour of the Plan of Arrangement and the Sales Process.

The firm deadline for receiving bids under the Sales Process Order is expected to be February 16, 2009. A management information circular will be mailed to Look's shareholders prior to the Meeting explaining in greater detail the Sales Process and the proposed Plan of Arrangement.

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Gerald T. McGoey
Vice Chairman and CEO
Look Communications Inc.
(905) 660 8100

Dated this 3rd day of December, 2008.