

MATERIAL CHANGE REPORT

PURSUANT TO

**SECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA)
SECTION 118(2) OF THE SECURITIES ACT (ALBERTA)
SECTION 84(1) OF THE SECURITIES ACT (SASKATCHEWAN)
SECTION 75(2) OF THE SECURITIES ACT (ONTARIO)
SECTION 73 OF THE SECURITIES ACT (QUEBEC)
SECTION 81(2) OF THE SECURITIES ACT (NOVA SCOTIA)
SECTION 76(2) OF THE SECURITIES ACT (NEWFOUNDLAND)**

ITEM 1: REPORTING ISSUER

AGRA Inc. ("AGRA")

ITEM 2: DATE OF MATERIAL CHANGES

April 18, 2000, April 19, 2000 and April 20, 2000

ITEM 3: PRESS RELEASE

Press release relating to the material changes were released on April 18, 2000, April 19, 2000 and April 20, 2000.

ITEM 4: SUMMARY OF MATERIAL CHANGE

AGRA announced on April 18, 2000 that its securityholders approved the plan of arrangement ("Arrangement") with AMEC p.l.c. ("AMEC") at a special meeting of securityholders held earlier that day. On April 19, 2000, AGRA received the approval of Superior Court of Justice (Ontario) and the Arrangement closed on April 20, 2000.

As a result of the arrangement, all of the issued and outstanding common shares of AGRA are now owned by AGRA Exchangeco Limited, an indirect, wholly-owned subsidiary of AMEC. AGRA securityholders will receive either \$16 in cash or 3.053 AMEC ordinary shares for each AGRA share held in accordance with the elections made in the letters of transmittal.

ITEM 5: FULL DESCRIPTION OF MATERIAL CHANGE

See attached press releases dated April 18, 2000, April 19, 2000 and April 20, 2000.

ITEM 6: RELIANCE ON CONFIDENTIALITY SECTION OF THE ACT

Not applicable

ITEM 7: OMITTED INFORMATION

Not applicable

ITEM 8: SENIOR OFFICER - FOR FURTHER INFORMATION CONTACT:

Katharine F. Braid
Senior Vice-President, Chief Legal Officer and Corporate Secretary
36 Toronto Street, Suite 300
Toronto, Ontario M5C 2C5

Phone: (416) 644-3624

ITEM 9: STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material changes referred to herein.

DATED at Toronto this 24th day of April, 2000.

AGRA Inc.

"Katherine Braid"

Katherine Braid
Senior Vice-President, Chief Legal Officer and
Corporate Secretary

IT IS AN OFFENCE FOR A PERSON TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THIS REGULATION THAT AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

Attention Business Editors:

AGRA Inc. Receives Securityholder Approval in Connection with AGRA – AMEC Merger

TORONTO, CANADA (April 18, 2000) /CNW/ - AGRA Inc. (AGR.TSE) announces that it has received securityholder approval at a special meeting of securityholders held today in Toronto with respect to its previously announced Plan of Arrangement with AMEC p.l.c. The Plan of Arrangement remains subject to the approval of the Superior Court of Justice (Ontario) which will be sought on April 19, 2000. Pending the approval of the Court, the Arrangement is expected to close on April 20, 2000.

Each AGRA securityholder had the choice of receiving 3.053 AMEC Ordinary Shares, 3.053 Exchangeable Shares or (Can.) \$16.00 cash for each AGRA share held. An AGRA securityholder may also have chosen to receive any combination thereof.

AGRA securityholders will receive either \$16.00 in cash or 3.053 AMEC Ordinary Shares for each AGRA Share held. A minimum of 12,750,000 Exchangeable Shares were required to be elected by AGRA securityholders in order for Exchangeable Shares to be issued. As fewer than 12,750,000 Exchangeable Shares were elected by AGRA securityholders, Exchangeable Shares will not be issued.

AGRA securityholders holding 26,384,073 AGRA Common Shares elected to receive cash consideration. AGRA security holders holding 19,464 AGRA Common Shares elected to receive AMEC Ordinary Shares and AGRA security holders holding 35,944 AGRA Common Shares elected to receive Exchangeable Shares. Of the holders of the 35,944 AGRA Common shares that elected to receive Exchangeable Shares, 27,907 further elected to receive AMEC Ordinary Shares if no Exchangeable Shares were to be issued.

Shareholders who did not file an election before 5:00 p.m. on April 14, 2000 are deemed to have elected to receive cash upon completion of the Arrangement. Shareholders will not receive the consideration to which they will be entitled until a properly completed Letter of Transmittal and Election Form is deposited with Montreal Trust Company of Canada.

AMEC, the international capital projects, services and investments group, is a market leader in the U.K. and, through its associate SPIE S.A., also in France, with significant operations in the U.S., South East Asia and Australia. Headquartered in London and Cheshire, AMEC provides added value solutions and total life of asset support from feasibility to operation, to its clients in selected sector, including: oil and gas, infrastructure, utilities, rail, telecommunications, manufacturing, healthcare, pharmaceuticals, power and transport. AMEC's services activities cater for the growing trend to outsourcing. In addition, AMEC is a leading exponent of U.K. private finance – or externally funded – projects and is active in urban re-generation. AMEC's shares are traded on the London Stock Exchange under the trading symbol AMEC.

AGRA Inc. is one of North America's largest international engineering, construction, environmental and technology corporations. It is a leader in professional services related to oil and gas, pipelines, petrochemicals, chemicals, toll highways and other infrastructure, forest industries, mining, consumer products, electric power, communications and other industries. AGRA employs 6,500 people in 24 countries. The Company's Executive Offices are located in Toronto, Ontario, and its web page is located at www.agra.com. AGRA's shares are traded on the Toronto Stock Exchange under the trading symbol AGR.

For further information: David Paterson, Vice President, Corporate Affairs & Investor Relations, AGRA Inc., Tel: (416) 644-3630, Fax: (416) 644-3629, E-mail: investors@agra.com, Web Site: www.agra.com.

Attention Business Editors:

AGRA Inc. Receives Court Approval in Connection with AGRA – AMEC Merger

TORONTO, CANADA (April 19, 2000) /CNW/ - AGRA Inc. (AGR.TSE) announces that it has today been granted the approval of the Superior Court of Justice (Ontario) in connection with its previously announced Plan of Arrangement with AMEC p.l.c. The Arrangement is expected to close on April 20, 2000.

Cash proceeds and AMEC Ordinary Share Certificates are expected to be mailed to AGRA Securityholders starting on Monday, April 24. AGRA Securityholders who elected to have cheques held for them by AGRA's transfer agent Montreal Trust Company of Canada may pick them up after noon Monday, April 24 at the Montreal Trust office designated by the Securityholder in their letter of transmittal. Inquires with respect to the AGRA Securityholders circular and election documents may be directed to Montreal Trust at (416) 981-9633 or 1-800-663-9097.

More information with respect to AGRA, AMEC, the merger plans and recent share prices can be found on the world wide web at www.amec-agra.com. This reference is provided for information only.

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AGRA COMPLETES MERGER WITH AMEC p.l.c.

TORONTO, CANADA (April 20, 2000) - AGRA Inc is pleased to announce the closing of its previously announced Plan of Arrangement with AMEC p.l.c. of the United Kingdom.

Mr. Peter Janson, President & CEO of AGRA Inc. has been appointed a director of AMEC p.l.c, with responsibility for running the group's North and South American operations including AGRA and Morse Diesel, a leading U.S. based construction management firm and a leader in the commercial buildings sector.

The Merger

The AMEC-AGRA merger, as with AMEC's investment in SPIE of France, is a key step in AMEC's strategy of creating a global company with a balanced portfolio of services, capital projects and investment activities, backed by strong front-end design, consulting, engineering and management capabilities. AGRA brings a portfolio of professional support activities, including engineering, project management, environmental and geotechnical services, enterprise systems and significant maintenance and operational support activities.

The AMEC Group's broadened geographical coverage will enable it to provide a wider range of services, on an increasingly international basis, in response to the demands of a consolidating international client base. The combination of AMEC, SPIE and AGRA creates a global player with significant operations in the home markets of the UK, France and North America.

The combination of these complementary businesses is also expected to give rise to significant opportunities to create value by capturing substantial additional revenue. There will also be skills and technological synergies, in addition to overhead and other cost synergies. The enlarged AMEC Group will have the management and financial resources to ensure that these synergies are delivered.

In particular, the Merger will create:

- an international technical services business with strong market positions
- a full service provider from consulting, design, delivery and commissioning to maintenance

- a top three ranked global engineering design firm, behind Fluor Daniel Inc and Bechtel Group Inc, as measured by the 1999 Engineering News-Record (ENR) Survey of international engineering design firms
- a global platform from which to provide services to shared clients, particularly in the oil and gas, chemicals, process and pharmaceutical sectors
- a service provider to other key industries: including infrastructure; transportation; pipeline systems; mining; forest and consumer products
- a complementary range of skills, disciplines, operations, geography and culture
- the ability to transfer expertise, technologies and customer knowledge.

Integration plans for AMEC and AGRA are already at an advanced stage and an update on progress will be provided at AMEC's Annual General Meeting on 11 May 2000.

AGRA Shareholders

As result of the Arrangement all of the issued and outstanding AGRA common shares are now owned by AGRA Exchangeco Limited an indirect, wholly-owned subsidiary of AMEC p.l.c. Any AGRA common share certificates which have not yet been sent to Montreal Trust Company of Canada by former AGRA shareholders now represent only the right to receive the consideration (cash or AMEC ordinary shares) to which such former AGRA shareholders are entitled under the Plan of Arrangement. A former AGRA shareholder will only receive such consideration when a properly completed Letter of Transmittal and Election Form together with the applicable AGRA common share certificates are deposited with Montreal Trust Company of Canada.

AGRA shareholders who have submitted properly completed Letters of Transmittal and Election Forms together with the applicable AGRA common share certificates will receive their consideration by first class insured mail unless they have instructed Montreal Trust Company of Canada in their election forms to hold their consideration for pick-up. Montreal Trust Company of Canada expects to mail such consideration on Monday, April 24, 2000 to former AGRA shareholders and have it available for pick-up where applicable. It is expected that AGRA's shares will be de-listed from the Toronto Stock Exchange early next week.

AMEC, the international capital projects, services and investments group, is a market leader in the U.K. and, through its associate SPIE S.A., also in France. AMEC also has significant operations in the U.S., South East Asia and Australia. Headquartered in London and Cheshire, AMEC provides added value solutions and total life of asset support from feasibility to operation, to its clients in selected sector, including: oil and gas, infrastructure, utilities, rail, telecommunications, manufacturing, healthcare, pharmaceuticals, power and transport. AMEC's services activities cater for the growing trend to outsourcing. In addition, AMEC is a leading exponent of U.K. private finance – or externally funded – projects and is active in urban re-generation. AMEC's shares are traded on the London Stock Exchange under the trading symbol AMEC.

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Further information:

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