

## MATERIAL CHANGE REPORT

**Section 75 of the *Securities Act* (Ontario)**  
**Section 67 of the *Securities Act* (British Columbia)**  
**Section 118 of the *Securities Act* (Alberta)**  
**Section 84 of *The Securities Act, 1988* (Saskatchewan)**  
**Section 73 of the *Securities Act* (Quebec)**  
**Section 81 of the *Securities Act* (Nova Scotia)**  
**Section 76 of *The Securities Act, 1990* (Newfoundland)**

*ITEM 1: REPORTING ISSUER*

Devtek Corporation ("Devtek")

The principal office of Devtek is located at 100 Allstate Parkway, Suite 500, Markham, Ontario, L3R 6H3.

*ITEM 2: DATE OF MATERIAL CHANGE*

April 12, 2000

*ITEM 3: PRESS RELEASE*

A press release was issued on April 13, 2000 from Markham, Ontario by Devtek.

*ITEM 4: SUMMARY OF MATERIAL CHANGE*

Devtek has sold its 50% interest in GFI Control Systems Inc. ("GFI") to U.S. based Teleflex Incorporated ("Teleflex"), for proceeds of C\$13.0M.

*ITEM 5: FULL DESCRIPTION OF MATERIAL CHANGE*

On April 12, 2000, Devtek entered into an agreement with Teleflex providing for the sale of Devtek's 50% interest in GFI, a supplier of engine fuel control systems and components for the Alternative Fuel Vehicles market, to Teleflex, for proceeds of C\$13.0M, which represents the purchase by Teleflex of Devtek's shares and outstanding shareholder loans to GFI.

*ITEM 6: RELIANCE ON SUBSECTION 75(3) OF THE  
ONTARIO SECURITIES ACT OR EQUIVALENT PROVISIONS*

Not applicable.

*ITEM 7: OMITTED INFORMATION*

Not applicable.

*ITEM 8: SENIOR OFFICER*

For further information, please contact Peter Monsberger, Chief Financial Officer or Jan Bornstein, Corporate Communications at (905) 477-6861.

*ITEM 9: STATEMENT OF SENIOR OFFICER*

The foregoing accurately discloses the material change referred to herein.

DATED this 1st day of May, 2000.

(signed) Peter Monsberger  
Peter Monsberger  
Chief Financial Officer