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 81 of the *Securities Act* (Nova Scotia)
Section 76 of the *Securities Act, 1990* (Newfoundland)

1. Reporting Issuer

Bracknell Corporation
Suite 1506, 150 York Street
Toronto, Ontario
M5H 3S5

2. Date of Material Change

March 22, 2000

3. Press Release

A press release was issued in Toronto, Ontario on March 22, 2000, and is attached as Schedule "A".

4. Summary of Material Changes

On March 22, 2000, Bracknell Corporation announced that it has priced an equity offering of 6.0 million common shares at CAD$7.00 per common share.

5. Full Description of Material Changes

Bracknell Corporation announced that it has priced an equity offering of 6.0 million common shares at CAD$7.00 per common share. Total gross proceeds of the offering will be CAD$42.0 million.

The offering is led by RBC Dominion Securities Inc. and includes TD Securities Inc., CIBC World Markets Inc., Merrill Lynch Canada Inc., and Dundee Securities Corporation. The underwriters have been granted an option to purchase up to an additional 600,000 shares to cover over allotments, if any, until May 1, 2000. The transaction is expected to close on or about March 31, 2000.

6. Reliance on Section 75(3) of the
<u>Ontario Securities Act or Equivalent Provisions</u>

Not applicable.

7. <u>Omitted Information</u>

Not applicable.

8. <u>Senior Officer</u>

For further information please contact John R. Naccarato, Corporate Counsel and Secretary, at (416) 360-4105.

9. <u>Statement of Senior Officer</u>

The foregoing accurately discloses the material changes referred to herein.

DATED at Toronto, Ontario this 30th day of March, 2000.

BRACKNELL CORPORATION

by: *"John R. Naccarato"*
Name: John R. Naccarato
Title: Corporate Counsel and Secretary

SCHEDULE A

For Immediate Release **TSE: BRK**

Bracknell Announces Pricing of Equity Offering

Toronto, Ontario, March 22, 1999…Bracknell Corporation announced today it has priced its offering of 6.0 million common shares at CAD$7.00 per common share.

The offering is led by RBC Dominion Securities Inc. and includes TD Securities Inc., CIBC World Markets Inc., Merrill Lynch Canada Inc., and Dundee Securities Corporation. The underwriters have been granted an option to purchase up to an additional 600,000 shares to cover over allotments, if any, until May 1, 2000. The transaction is expected to close on or about March 31, 2000.

The company's security filing can also be accessed at http://www.sedar.com.

Bracknell Corporation is a leading provider of value-added facilities infrastructure services to businesses across North America. Bracknell serves customers in the telecommunications, special technologies, basic industries and commercial sectors in Canada and the U.S. The company's shares trade on the Toronto Stock Exchange under the symbol BRK and are included in the TSE 300 Composite Index.

The shares offered have not been registered under U.S. Securities Act 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release does not constitute an offer to sell or the solicitation of an offer to buy nor will there be any sale of shares in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such State.

Not for distribution to the U.S. news wire services or dissemination in the United States.

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