

MATERIAL CHANGE REPORT

Section 75 of the *Securities Act* (Ontario)
Section 85 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* (Newfoundland)

1. Reporting Issuer

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

2. Date of Material Change

May 26, 2000

3. Press Release

A press release was issued in Toronto, Ontario on May 26, 2000, and is attached as Schedule "A".

4. Summary of Material Changes

On May 26, 2000, Bracknell Corporation ("Bracknell") announced that it has transferred all of its ownership interest in Profac Facilities Management Services Inc. ("Profac") to SNC Lavalin Inc. ("SLI").

5. Full Description of Material Changes

On May 26, 2000, Bracknell announced that it has transferred all of its ownership interest in Profac Facilities Management Services Inc. ("Profac") to SNC Lavalin Inc.

The purchase and sale agreement provides for the payment by SLI to Bracknell of CDN \$17.5 million in cash at closing, and the company will receive an additional CDN \$5 million in cash upon the expiry of Bell Canada's option ("Option") to reacquire all of the shares of Nexacor Realty Management Inc., a subsidiary of Profac, which option expires on September 1, 2001.

Bracknell has received an indemnity from SLI in respect of Bracknell's various obligations, guarantees, and undertakings provided in favour of Profac's business which have not been released as of the closing date. The obligations of SLI have been guaranteed by SLI's parent company, SNC Lavalin Group Inc.

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

Not applicable.

7. Omitted Information

Not applicable.

8. Senior Officer

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

9. Statement of Senior Officer

The foregoing accurately discloses the material changes referred to herein.

DATED at Toronto, Ontario this 2nd day of June, 2000.

BRACKNELL CORPORATION

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

SCHEDULE A

For Immediate Release

TSE: BRK

Bracknell Sells Interest in PROFAC for \$22.5 million Sharpens Focus on Rapidly Expanding Core Business

Toronto, Ontario, May 26, 2000... Bracknell Corporation today announced the sale of its 50% interest in PROFAC Facilities Management Services Inc. to its partner SNC-Lavalin Inc. for CDN\$22.5 million.

“Bracknell is committed to investing our human and financial resources on high margin, high growth opportunities in the rapidly expanding facilities infrastructure services industry,” said Paul D. Melnuk, President and Chief Executive Officer. “While PROFAC has grown over the last few years, its contribution to our strategic and financial goals has become less certain. PROFAC will benefit from the focus and direction of one shareholder and we are pleased that SNC-Lavalin agreed to acquire our interest.”

Bracknell received CDN\$17.5 million in cash at closing with the remaining CDN\$5.0 million due September 2001. SNC-Lavalin has indemnified Bracknell for debts and other obligations relating to PROFAC’s business. The proceeds from the sale will be used to reduce debt from the Company’s recent acquisitions.

Bracknell will report a gain on the sale of PROFAC in excess of USD\$3.5 million in its third quarter results ending July 31, 2000 and an additional gain in excess of USD\$3.0 million upon receipt of the payment due September 2001. The Company will report PROFAC as a discontinued operation in its second quarter results scheduled for release at the end of May.

Jon Taylor, Chief Executive Officer of PROFAC, has resigned his position at PROFAC and will remain Executive Vice-President of Bracknell. “We are delighted that Jon will continue to contribute to Bracknell’s growth and success as a key member of our senior management team,” said Mr. Melnuk.

Bracknell Corporation is a leading provider of value-added facilities infrastructure services to businesses across North America. Bracknell serves customers in the Special Technologies, Telecommunications, Industrial and Commercial sectors. The company’s shares trade on the Toronto Stock Exchange under the symbol BRK and are included in the TSE 300 Composite Index.

For further information, please contact:

Investors

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