STAR DATA SYSTEMS INC.

MATERIAL CHANGE REPORT

1. **Reporting Issuer:**

Star Data Systems Inc.
Commerce Court South
30 Wellington St. West, Suite 300
Toronto, ON M5L 1G1

2. **Date of Material Change:**

December 1, 2000

3. **Press Release:**

See attached copy of press release issued on December 1, 2000.

4. **Summary of Material Change:**

On December 1, 2000, Star Data Systems Inc. ("Star Data") announced that it had entered into an agreement (the "Support Agreement") with CGI Group Inc. ("CGI") to support an offer from CGI or a wholly-owned subsidiary of CGI (individually or collectively, the "Offeror") to purchase all of the issued and outstanding common shares of Star Data (the "Common Shares") for $5.00 per Common Share payable by the issuance of 0.737 CGI Class A subordinate shares for each Common Share of Star Data (the "CGI Offer"). The CGI Offer includes all Common Shares owned prior to the expiry of the CGI Offer pursuant to any existing options to purchase common shares or the exercise of rights to receive common shares.

5. **Description of Material Change:**

Star Data and CGI have entered into a Support Agreement pursuant to which the Offeror shall mail the CGI Offer no later than December 11, 2000.

In the Support Agreement, Star Data covenants, among other things, that until CGI has taken up and paid for the Common Shares under the CGI Offer (the "Effective Time") or the Support Agreement has been terminated:

(a) Star Data shall conduct its business only in the usual, ordinary and regular course of business and consistent with past practice;

(b) Star Data shall not, and shall use its reasonable commercial efforts to ensure that it's directors (the "Directors"), officers, employees, representatives, agents and advisors do not, directly or indirectly:

(i) solicit, initiate, or engage in discussions or negotiations with any person, encourage submission of any inquiries, proposals or offers by, or take any other action intended or designed to facilitate the efforts of any person, other than the Offeror or CGI, relating to:

(A) the possible acquisition of, or business combination with, Star Data or any of its subsidiaries (whether by way of amalgamation, arrangement, consolidation, take-over bid, purchase of shares, purchase of assets, or otherwise);

(B) the possible acquisition of any material portion of its securities or assets or those of any of its subsidiaries;

(C) any take-over bid, stock exchange take-over bid or other purchase or acquisition of equity securities that, if consummated, would result in any person beneficially owning 10% or more of any class of securities of Star Data; or

(D) any other transaction, the consummation of which would reasonably be expected to prevent or materially impede, interfere with or delay the consummation of the CGI Offer,

(any of the foregoing, a "Competing Proposal"); or

(ii) provide any information with respect to Star Data or any of its subsidiaries, or afford any access to the properties, books or records of Star Data or any of its subsidiaries, to any person, other than the Offeror, that may wish to propose or pursue a Competing Proposal,

provided, however, that, if in response to an unsolicited *bona fide* inquiry or proposal from a third party with whom Star Data deals at arm's length (as such term is interpreted for purposes of the *Income Tax Act* (Canada), the Directors determine in good faith that a failure to so respond would be inconsistent with its fiduciary obligations under applicable law (having received advice from outside legal counsel to such effect) and could reasonably be expected to result in a Superior Proposal (defined below) being made by such party, Star Data may:

(A) furnish information with respect to the Company and any of its subsidiaries to the person making such inquiry or proposal pursuant to a customary confidentiality agreement including standstill provision for a minimum period of six months with such person; and

(B) participate in discussions or negotiations regarding such Competing Proposal.

For the purposes of the Support Agreement, a "Superior Proposal" means any *bona fide* written Competing Proposal from a third party with whom Star Data deals at arms' length (as such term is interpreted for purposes of the *Income Tax Act* (Canada)) that has the following characteristics: (i) is a proposal to acquire, directly or indirectly, (x) not less than 50% of the outstanding Common Shares, or (y) all or substantially all of the assets and liabilities of Star Data or its Subsidiaries; (ii) the Directors shall have determined in good faith (after receiving an opinion of an independent nationally recognized financial advisor) that such proposal provides consideration to holders of Common Shares that is in excess of the consideration provided by the CGI Offer (after taking into account any amendments to the CGI Offer made by the Offeror) to holders of Common Shares; and (iii) the transactions envisioned by such proposal, in the good faith judgment of the Directors are readily financeable and are reasonably likely to be consummated without unreasonable delay compared to the CGI Offer.

(c) Star Data shall immediately advise the Offeror orally and in writing of:

(i) any request for information which may relate to a Competing Proposal;

(ii) any Competing Proposal; or

(iii) any inquiry or proposal with respect to that could lead to any Competing Proposal,

including in each case the material terms and conditions of such request, Competing Proposal, inquiry or action, the identity of the person making any such request, Competing Proposal or inquiry or with respect to which such action is taken and whether or not Star Data believes any Competing Proposal so reported is a Superior Proposal.

Star Data has agreed to keep the Offeror fully and timely informed of the status and details (including amendments or proposed amendments) of any such request, Competing Proposal, inquiry or action any restrictions relating thereto.

(d) Star Data will not enter into any agreement regarding a Superior Proposal (a "Proposed Agreement") without providing the Offeror with a copy of the Proposed Agreement, together with details in writing of execution of the Proposed Agreement by the Company. If the Offeror does not agree to and does not announce publicly and increase the consideration under the CGI Offer to an amount that is at least equal to that offered under the Proposed Agreement within those three business days, Star Data will be entitled to enter into the Proposed Agreement.

The Support Agreement further provides that Star Data and its Directors, Officers, employees, representatives, agents and advisors shall cease any and all activities, discussions or negotiations with any parties conducted prior to the date of the Support Agreement with respect to any of the foregoing.

The Support Agreement also provides that if: (a) the Directors modify their recommendation in favour of the CGI Offer in a manner adverse to the Offeror; (b) the Directors recommend to holders of Common Shares acceptance of a take-over bid or any other transaction other than the CGI Offer, including a Competing Proposal; or (c) Star Data enters into a Proposed Agreement or any third party (or third parties acting together) acquires by any means whatsoever Common Shares so as to own in excess of 33 1/3% of the Common Shares outstanding (each of the foregoing events being a "Fee Event"), Star Data shall pay to CGI an amount equal to $3,792,034 within three business days following the occurrence of such Fee Event.

Star Data understands that Canadian General Capital Limited and certain other shareholders of Star Data (the "Depositing Shareholders"), which together hold an aggregate of approximately 28.8% of Star Data's Common Shares, have entered into a lock-up agreement with CGI (the "Lock-up Agreement"), pursuant to which, subject to their ability tender to a Superior Proposal made on or before the close of business on December 7, 2000 and certain other conditions being met, these shareholders have irrevocably agreed to tender all of their Common Shares to the CGI Offer.

6. Confidentiality:

Not applicable.

7. Omitted Information:

Not applicable.

8. Senior Officer:

All enquiries with respect to this material change report or the transactions described in this material change report should be made to:

James Newell
Senior Vice President Business Development, Chief Financial Officer and Corporate Secretary

Telephone: (905) 415-6203

9. Statement of Senior Officer:

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario this 5th day of December, 2000.

STAR DATA SYSTEMS INC.

Per: *"Michael Cody"*

Michael Cody
General Counsel and Assistant Corporate Secretary

PRESS RELEASE **FOR IMMEDIATE PUBLICATION**

CGI announces offer to acquire Star Data, a Canadian-based financial services information provider with annual revenues of close to CDN$80 million

Montreal, December 1, 2000 – CGI Group Inc. (TSE:GIB.A/NYSE:GIB) and Star Data Systems Inc. (TSE:STY) announced today that their respective boards of directors have approved a proposed transaction whereby CGI would offer to acquire all of the issued and outstanding common shares of Star Data, a TSE-listed provider of IT services and solutions to the financial services industry. The proposed transaction is to be implemented by a share exchange takeover bid of Star Data.

The offer price will be CDN$5.00 per common share of Star Data payable by the issuance of 0.737 CGI Class A subordinate shares for each Star Data common share. The exchange ratio is based on the weighted average closing price on the TSE of CGI's Class A subordinate shares over the past ten trading days. The offer represents a 45% premium over yesterday's closing price of $3.45 per Star Data share.

CGI has entered into a lock-up agreement with certain Star Data shareholders, including Canadian General Capital Limited, holding an aggregate of 28.8% of Star Data's common shares, pursuant to which, subject to their ability to tender to a superior acquisition proposal made before the close of business on December 7th, 2000 and certain other conditions being met, these shareholders have agreed to irrevocably tender all their Star Data shares to the CGI offer.

A special committee to the board of directors of Star Data has reviewed the transaction and has received an opinion from Yorkton Securities Inc. that CGI's proposed offer would be fair, from a financial point of view, to Star Data's shareholders who have not entered into the lock-up agreement.

The board of directors of Star Data supports the proposed offer and will recommend to the shareholders of Star Data that they tender their common shares to CGI's offer. Star Data has entered into a support agreement with CGI whereby Star Data has agreed not to solicit competing offers and to pay a break-up fee in certain circumstances. If a superior transaction emerges and CGI elects not to match such transaction, Star Data will pay a fee of CDN$3.7 million to CGI.

Completion of the transaction is conditional upon satisfaction of certain conditions, including the receipt of any necessary governmental and other regulatory approvals and the deposit at the expiry time of CGI's offer of at least 66 2/3 % of Star Data's issued and outstanding common shares (on a fully diluted basis). CGI expects to mail a bid circular to all shareholders by December 11, 2000 and to finalize the transaction by mid-January 2001.

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Star Data operates two primary business units – Information Systems and Wealth Management Solutions – and its clients include major Canadian financial institutions. Star Data has 10 offices Canada-wide and two state-of-the-art technology management facilities in Toronto. Star Data was established in 1985 and employs over 400 professionals.

"We are pleased to make an offer which is we believe is fair to the shareholders of Star Data and CGI," said Michael Roach, CGI's executive vice-president and general manager, Canada. "This transaction fits in well with CGI's strategic plan aimed at serving the needs of the financial services industry including the wealth management sector."

"We believe that there is a great fit between the IT services and solutions of our two companies," added Michael Roach. "By leveraging both companies' strengths, namely Star Data's leading edge, highly respected solutions, and CGI's strong IT expertise and service offering, together we will be able to meet the full information technology needs our respective clients in the financial services industry."

"The prospect of joining CGI should bring significant benefits to all of Star Data's stakeholders," said Alan Hutton, president and CEO of Star Data. "Together with CGI we will be able to offer our customers more services and solutions, consistent with the excellence that is core to both organizations. Partnering with CGI will also create exciting new opportunities for our employees, and help accelerate the implementation of our growth strategies. And importantly, this agreement will provide increased liquidity and value for Star Data's shareholders."

Phillip Doherty, Star Data's chairman and president and CEO of Canadian General Capital Limited (CGC), stated: "CGC has been involved with Star Data for almost eight years and we are proud of their accomplishments and the stature that Star Data enjoys in its markets. We are pleased that CGI Group recognizes the inherent value and strategic benefits of Star Data. CGC supports their bid to acquire the Company, which we believe is in the best interests of all Star Data's stakeholders. All Star Data shareholders should continue to benefit over time from the growth and performance of CGI Group."

About Star Data

Star Data provides information services and wealth management solutions to the financial services industry. Star Data is based in Toronto, with offices in Vancouver, Calgary, Winnipeg, London, Markham, Montreal, Halifax and London, UK. The company employs more than 400 people and is listed on the Toronto Stock Exchange under the symbol STY. For more information on the company's products, services and investor relations' activities visit www.stardata.com.

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About CGI

Founded in 1976, CGI is the largest independent Canadian information technology consulting firm and the fifth largest in North America, based on its headcount of close to 10,000 professionals. CGI's order backlog totals approximately CDN$7.0 billion and its revenue stands at CDN$1.4 billion. CGI provides end-to-end IT services and business solutions to 2,500 clients in Canada, the United States and more than 20 countries around the world. CGI's shares are listed on the New York Stock Exchange (GIB), as well as on the Toronto exchange (GIB.A). They are included in the Toronto Stock Exchange's TSE 100 index as well as the S&P/TSE Canadian Information Technology index. Web site: www.cgi.ca.

All statements in this press release that do not directly and exclusively relate to historical facts constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements represent CGI Group Inc.'s intentions, plans, expectations, and beliefs, and are subject to risks, uncertainties, and other factors, of which many are beyond the control of the Company. These factors could cause actual results to differ materially from such forward-looking statements.

These factors include and are not restricted to the timing and size of contracts, acquisitions and other corporate developments, the ability to attract and retain qualified employees, market competition in the rapidly-evolving information technology industry, general economic and business conditions, and other risks identified in Management's Discussion and Analysis (MD&A) in CGI Group Inc.'s annual report or Form 40F filed with the US Securities & Exchange Commission and the Company's Annual Information Form filed with Canadian securities commissions. All of the risk factors included in these filed documents are included here by reference. CGI disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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