

MATERIAL CHANGE REPORT

**Subsection 75(2) of the *Securities Act* (Ontario)
and equivalent sections in the securities acts of each of the other
provinces of Canada**

1. **Reporting Issuer**

The Goldfarb Corporation
4950 Yonge Street, Suite 314
Toronto, ON M2N 6K1

2. **Date of Material Change**

June 7, 2002

3. **Press Release**

A Press Release was issued in Toronto, Ontario on June 7, 2002 and has subsequently been filed on SEDAR.

4. **Summary of Material Change**

The Goldfarb Corporation, Fleming Packaging Corporation and Winpak Ltd. announced that they had agreed in principle to a transaction whereby Winpak will acquire the business (net assets) of Webkote, a division of Fleming Packaging Corporation.

5. **Full Description of Material Change**

The Goldfarb Corporation, Fleming Packaging Corporation and Winpak Ltd. announced that they have agreed in principle to a transaction whereby Winpak will acquire the business (net assets) of fp Webkote, a division of Fleming Packaging Corporation. Winpak Ltd. is incorporated in Canada and is listed on the TSX. The sale is subject to approval by the respective boards of directors of Fleming Packaging Corporation and Winpak Ltd and to the completion of a sale and purchase agreement and certain other conditions. The transaction is expected to close by September 1, 2002.

Webkote is an industry leader in the development and manufacture of die-cut lids for the dairy, food, beverage and pharmaceutical industries. Webkote manufactures at its facilities in Peoria, Illinois and Orlando, Florida.

6. **Reliance on Subsection 75(3) of the Securities Act (Ontario)**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Senior Officer**

For further information contact Alonna Goldfarb, Secretary, The Goldfarb Corporation, at (416) 250-3620.

9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario this 13th day of June, 2002.

THE GOLDFARB CORPORATION

Per: "Karen Killeen"
Karen Killeen
Chief Financial Officer