MATERIAL CHANGE REPORT

1. **Reporting Issuer**

   Consolidated HCI Holdings Corporation
   100 Strada Drive, Unit 1
   Woodbridge, Ontario
   L4L 5V7

2. **Date of Material Change**

   March 25, 2003

3. **Press Release**

   A press release, a copy of which is attached hereto, disclosing the details outlined in this Material Change Report was issued by the Corporation on March 25, 2003 and disseminated through the facilities of Canada NewsWire Ltd.

4. **Summary of Material Change**

   At an annual and special meeting of shareholders held on March 21, 2003, shareholders approved an amendment to the articles of the Corporation (the "**Articles of Amendment**") to redesignate the issued and outstanding Class A (Non-voting) shares as Class B shares on a one-for-one basis (the "**Redesignation**") and to cancel all of the authorized First Preference Shares (there being no issued and outstanding shares of the latter class). As of March 21, 2003 the Corporation had 19,183,085 issued and outstanding Class A (Non-voting) shares and 2,110,157 issued and outstanding Class B shares. The Articles of Amendment giving effect to the Redesignation have now been filed and the Corporation has 21,293,242 issued and outstanding Class B shares.

   Pursuant to the rules of the Toronto Stock Exchange, the Redesignation was approved by special resolution of the holders of the Class A (Non-voting) shares and by special resolution of the holders of the Class B shares as well as by a majority of the minority holders of the Class B shares.

5. **Full Description of Material Change**

   At an annual and special meeting of shareholders held on March 21, 2003, shareholders approved an amendment to the articles of the Corporation (the "**Articles of Amendment**") to redesignate the issued and outstanding Class A (Non-voting) shares as Class B shares on a one-for-one basis (the "**Redesignation**") and to cancel all of the authorized First Preference Shares (there being no issued and outstanding shares of the latter class). As of March 21, 2003 the Corporation had 19,183,085 issued and outstanding Class A (Non-voting) shares and 2,110,157 issued and outstanding Class B shares. The

Articles of Amendment giving effect to the Redesignation have now been filed and the Corporation has 21,293,242 issued and outstanding Class B shares.

Pursuant to the rules of the Toronto Stock Exchange (the "**TSX**"), the Redesignation was approved by special resolution of the holders of the Class A (Non-voting) shares and by special resolution of the holders of the Class B shares as well as by a majority of the minority holders of the Class B shares.

The Corporation has forwarded a notarial copy of the Articles of Amendment to the TSX together with certain other required documentation (the "**TSX Filings**"). The TSX has advised that they anticipate that the Class A (Non-Voting) shares will be de-listed two or three business days after receipt of the TSX Filings.

6. **Reliance on Section 76(3) Securities Act, Ontario**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Senior Officer**

John H. Craig, Secretary

9. **Statement of Senior Officer**

The foregoing accurately disclosed the material change referred to herein.

For further information, please contact Arnold J. Resnick (905) 851-7741.

DATED at the City of Toronto, in the Province of Ontario, as of the 26th day of March, 2003.

CONSOLIDATED HCI HOLDINGS CORPORATION

Per: "John H. Craig"
John H. Craig, Secretary

PRESS RELEASE

CONSOLIDATED HCI HOLDINGS CORPORATION

ANNOUNCES AMENDMENT TO SHARE CAPITALIZATION

Woodbridge, Ontario, March 25, 2003

Consolidated HCI Holdings Corporation ("**CHCI**") announced today that at an annual and special meeting of shareholders held on March 21, 2003, shareholders approved an amendment to the articles of CHCI (the "**Articles of Amendment**") to redesignate the issued and outstanding Class A (Non-voting) shares as Class B shares on a one-for-one basis (the "**Redesignation**") and to cancel all of the authorized First Preference Shares (there being no issued and outstanding shares of the latter class). As of March 21, 2003 CHCI had 19,183,085 issued and outstanding Class A (Non-voting) shares and 2,110,157 issued and outstanding Class B shares. The Articles of Amendment giving effect to the Redesignation have now been filed and CHCI has 21,293,242 issued and outstanding Class B shares.

Pursuant to the rules of the Toronto Stock Exchange (the "**TSX**"), the Redesignation was approved by special resolution of the holders of the Class A (Non-voting) shares and by special resolution of the holders of the Class B shares as well as by a majority of the minority holders of the Class B shares.

CHCI will forward today a notarial copy of the Articles of Amendment to the TSX together with certain other required documentation (the "**TSX Filings**"). The TSX has advised that they anticipate that the Class A (Non-Voting) shares will be de-listed two or three business days after receipt of the TSX Filings.

Consolidated HCI Holdings Corporation is an Ontario-based real estate and development company that currently trades on the TSX under the symbols "CXA.A" and "CXA.B". After the de-listing of the Class A (Non-voting) shares noted above, only the latter symbol will be the trading symbol of CHCI.

For further information, please contact Arnold J. Resnick (905) 851-7741.