ONEX CORPORATION
MATERIAL CHANGE REPORT

1. Reporting Issuer

Onex Corporation ("Onex")
Canada Trust Tower
BCE Place, 49th Floor
161 Bay Street
Toronto, Ontario
M5J 2S1

2. Date of Material Change

June 21, 2004

3. Press Release

A press release concerning the material change was issued on June 21, 2004 through CCNMatthews and is incorporated attached hereto as Schedule A.

4. Summary of Material Change

Onex announced that it and Oaktree Capital Management, LLC ("Oaktree") have reached an agreement to sell the business of Loews Cineplex Entertainment Corporation and Grupo Cinemex ("Loews") to a corporation (the "Buyer") formed by Bain Capital, The Carlyle Group and Spectrum Equity Investors for C$2.0 billion. Onex and Oaktree will retain the Loews interest in Cineplex Galaxy Income Trust.

5. Full Description of Material Change

Onex announced that it and Oaktree, its partner in Loews, have reached an agreement to sell the Loews business to the Buyer for C$2.0 billion. Loews is the third largest movie theater chain in the global motion picture exhibition industry, with over 200 theaters and 2,200 screens worldwide. The assets being sold include Loews' operations in the U.S., Grupo Cinemex, and its 50% interests in Megabox Cineplex of Korea and Yelmo Cineplex of Spain. Onex' share of the cash proceeds is expected to be approximately C$775 million.

Onex and Oaktree will retain Loews' interest in Cineplex Galaxy Income Trust ("Cineplex Galaxy"), which operates the Loews theatre business in Canada as well as Galaxy Entertainment and trades on the Toronto Stock Exchange under the symbol CGX.UN. The Cineplex Galaxy units that were previously held through Loews and that Onex will continue to own following closing have a current market value of approximately C$105 million.

It is currently expected that the sale, which is subject to customary regulatory approvals, will close during the third quarter.

6. Confidentiality

This report is not being filed on a confidential basis.

7. Omitted Information

None.

8. Senior Officer

For further information, please contact Anthony Munk (212-582-2211) or Timothy Duncanson (416-362-7711) of Onex.

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario this 22nd day of June, 2004.

(signed) "Donald W. Lewtas"
Donald W. Lewtas
Managing Director

SCHEDULE A

Stock Symbol: TSX: OCX
Toronto, Ontario — June 21, 2004

ONEX AGREES TO SELL LOEWS CINEPLEX FOR C$2.0 BILLION

TORONTO, Ontario — Onex Corporation announced today that it and Oaktree Capital Management, LLC, its partner in Loews Cineplex Entertainment Corporation and Grupo Cinemex ("Loews"), have reached an agreement to sell the business to a corporation formed by Bain Capital, The Carlyle Group and Spectrum Equity Investors for C$2.0 billion. Onex and Oaktree will retain the Loews interest in Cineplex Galaxy, which operates the Loews theatre business in Canada as well as Galaxy Entertainment and trades on the Toronto Stock Exchange under the symbol CGX.UN.

Loews is the third largest movie theater chain in the global motion picture exhibition industry, with over 200 theaters and 2,200 screens worldwide. The assets being acquired include Loews' operations in the U.S., Grupo Cinemex, and its 50% interests in Megabox Cineplex of Korea and Yelmo Cineplex of Spain. Onex' share of the cash proceeds is expected to be approximately C$775 million. In addition, Onex will continue to own units of Cineplex Galaxy, which have a current market value of approximately C$105 million.

"Loews Cineplex has been an excellent investment for Onex Corporation," said Anthony Munk, a Managing Director of Onex. "In partnership with management, we successfully restructured the company when we acquired it out of bankruptcy. Since acquiring it we have built it into a leading exhibitor. As part of the transformation of Loews, we completed three successful acquisitions in the U.S., Mexico and Korea. We also merged Loews' Canadian assets with Galaxy Entertainment as part of an income trust public offering which significantly enhanced the value of the business."

"We are pleased to partner with Carlyle and Spectrum to acquire one of the largest movie theater chains in the world, with a high quality circuit focused in the top 10 U.S. markets and key international locations," said John Connaughton, a Managing Director at Bain Capital. "Thanks in part to an existing theater portfolio that has been recently upgraded, Loews is well-positioned to capitalize on the industry's steady growth prospects. The investor group will work closely with the talented management team to grow the business."

Credit Suisse First Boston LLC and Citigroup Global Markets acted as financial advisors to Loews Cineplex in connection with this transaction. It is currently expected that the sale, which is subject to customary regulatory approvals, will close during the third quarter.

Oaktree Capital Management, LLC, based in Los Angeles, is a private investment management firm with approximately US$29 billion of assets committed for management primarily from institutional investors.

Bain Capital (www.baincapital.com) is a global private investment firm with more than US$20 billion in assets under management. Since its inception in 1984, the firm has made private equity investments in over 225 companies around the world, including media and entertainment companies Warner Music Group, ProSiebienSat1. Media AG and Artisan Entertainment. Headquartered in Boston, Bain Capital has offices in New York, London and Munich.

The Carlyle Group (www.carlyle.com) is a global private equity firm with more than US$18 billion under management. Carlyle invests in buyouts, venture capital, real estate, and leveraged finance in North America, Europe and Asia and specializes in nine industries. The current media & telecommunications portfolio includes Dex Media and Casema and pending transactions include Verizon Hawaii and DDI Pocket. The Carlyle Group employs more than 500 people in 14 countries.

Spectrum Equity Investors (www.spectrumequity.com) is a private equity firm specializing in investments in the media, entertainment, information services and communications industries throughout North America and Western Europe. Based in Boston and Menlo Park, California, Spectrum has over US$3 billion in capital under management. Representative investments include CBD Media, Inc., Consolidated Communications, Eutelsat, Patriot Media and Riskmetrics.

Onex Corporation (www.onex.com) is a diversified company with annual consolidated revenues of approximately C$16 billion and consolidated assets of approximately C$14 billion. Onex is one of Canada's largest companies with global operations in service, manufacturing and technology industries. Its operating companies include Celestica Inc., Loews Cineplex Entertainment Corporation, Magellan Health Services, Inc., ClientLogic Corporation, J.L. French Automotive Castings, Inc., Commercial Vehicle Group, Inc., InsLogic Corporation, Performance Logistics Group, Inc. and Radian Communication Services Corporation. Onex shares trade on the Toronto Stock Exchange under the stock symbol OCX.

Contacts (Onex): **Anthony Munk (212) 582-2211**
Timothy A.R. Duncanson (416) 362-7711

Contacts (Bain Capital): **Alex Stanton (212) 780-1900**
Daniel Piels (212) 780-1900

Contact (Carlyle) : **Chris Ullman (202) 585-1450**

Contacts (Spectrum) : **Brion Applegate (415) 464-4600**
Benjamin Coughlin (415) 464-4600

For more information on Onex, visit its website at www.onex.com.
The company's security filings can also be accessed at www.sedar.com.