NOTICE OF PROPOSED DISTRIBUTION

Section 12(2) of the *Securities Act* (Québec) (the "**Act**")
and Section 115 of the *Regulations respecting Securities* (Québec) (the "**Regulations**")

1. ***Date planned for the beginning of the distribution*:**

June 28, 2002.

2. ***Brief description of the securities to be distributed:***

Common shares of COGNICASE Inc.

3. ***Number of securities to be distributed, price and total value:***

The formula used for determining the number of securities to be distributed and pricing information are contained in the letter to which this Notice is attached. The precise number of securities and price thereof will be provided as soon as such information becomes available.

Total value: CAN$ 1,500,000

4. ***Method of distribution, name and address of principal dealer making the distribution:***

Issuance from treasury. Directly by the issuer without any agent.

Name and address of dealer / issuer: COGNICASE Inc.
111 Duke Street
9^{th} Floor
Montréal, Québec
H3C 2M1

5. ***Net proceeds that the Corporation will receive, principal uses of those proceeds and the sums allocated to each of those proceeds:***

All of the issued and outstanding shares of Pace Systems Inc., Spago Consulting Inc. and Skorewest Consulting Inc. (collectively the "**Targets**"). (Distribution of securities as partial payment of the purchase price for all of the issued and outstanding the shares of the Targets.)

6. ***Name of any security holder selling securities, if any:***

Not applicable.

7. ***Name of the competent authority entitled to issue a receipt or to grant an exemption, as the case may be:***

None.

8. ***Copy of any information document that will be remitted to subscribers or that will be filed with the competent authority:***

None.

DATED at Montréal, Province of Québec, this 25th day of June, 2002.

COGNICASE Inc.

(signed)

Ivan Dubé
Senior Legal Counsel