

SCHEDULE “A”

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:***

Distributed on the Closing Date: 58,793 common shares, at an issue price of CAN\$ 6.8035 per share, for a value of CDN\$ 399,998.18.

The number of common shares of the Corporation to be issued to the Vendors, their allocation and the price thereof six (6) months from the closing Date and on the first anniversary date of the Closing Date will be provided when such information becomes available.

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
9th 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:*

Securities will be issued to the following persons:

FULL NAME	ADDRESS	SHARES OF THE CORPORATION ISSUED ON JUNE 28, 2002
Kim Gilroy	92 Chaparrel Cove SE Calgary (Alberta) T2X 3L2	19,549
Connie Gilroy	92 Chaparrel Cove SE Calgary (Alberta) T2X 3L2	4,851
The Gilroy Family Trust	92 Chaparrel Cove SE Calgary (Alberta) T2X 3L2	4,997
Darrell Skoreyko	Box 12, Site 16, RR1 Priddis (Alberta) T0L 1W0	14,698
The Skoreyko Family Trust	Box 12, Site 16, RR1 Priddis (Alberta) T0L 1W0	14,698
Total		58,793

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 27th day of June, 2002.

COGNICASE Inc.

(signed)

Ivan Dubé
Senior Legal Counsel