MATERIAL CHANGE REPORT

1 - Reporting Issuer:

Clarke Inc.
21 Four Seasons Place
Etobicoke, Ontario M9B 6J8

2 - Date of Material Change:

August 8, 2000

3 - Press Release:

The press release describing the material change referred to herein was released on August 8, 2000 through the Canada News Wire Service.

4 - Summary of Material Change:

On August 8, 2000, Clarke Inc. announced that discussions were taking place with the shareholders of Consolidated Fastfrate Inc. respecting the acquisition by Clarke Inc. of Consolidated Fastfrate Inc. and the joint management of their respective domestic freight forwarding operations.

5 - Full Description of Material Change:

In addition to its domestic freight forwarding operations which are carried on through its Clarke Transport division, Clarke Inc., through its four other operating divisions, offers expedited highway service, for both truckload and less than truckload shippers, intermodal full load and less than truckload service between Canada and the United States, freight marketing and logistics services between locations in Canada, the United States and Mexico and dedicated contract services. The Clarke Transport division currently accounts for about 40% of the total revenues of Clarke Inc.

Consolidated Fastfrate Inc. carries on domestic freight forwarding operations by way of railcars, containers and trucks throughout Canada.

The discussions presently involve the acquisition by Clarke Inc. of Consolidated Fastfrate Inc. and the combination of its Clarke Transport domestic freight forwarding operations with those of Consolidated Fastfrate Inc. which would have combined revenues in excess of $200 million.

The transaction is still under negotiation and is subject to due diligence, as well as the obtaining of all necessary consents, subject to which the completion of the transaction is scheduled for September 30, 2000.

6 - Reliance on Section 75(3) of the *Securities Act* (Ontario) and Equivalent Provisions in Other Jurisdictions:

Not applicable.

7 - Omitted Information:

Not applicable.

8 - Senior Officer:

For more information, contact:
Bruce J. Elmore, C.A.
Vice President Finance and CFO
Clarke Inc.

9 - Statement of Senior Officer:

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto this 11th day of August, 2000.

CLARKE INC.

(signed) Bruce J. Elmore
Bruce J. Elmore, C.A.
Vice President Finance
& Chief Financial Officer

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CLARKE INC./CONSOLIDATED FASTFRATE INC.
ANNOUNCE DISCUSSIONS

Mr. Roy Rideout Chairman & CEO of CLARKE INC. (TSE: CKI) and Mr. Ron Tepper, President & CEO of Consolidated Fastfrate Inc. announced today that discussions are taking place respecting the domestic rail freight forwarding operations of both companies. The domestic operations of Clarke Inc. are currently carried on by its Clarke Transport division.

A transaction is being contemplated which would result in the acquisition by Clarke Inc. of Consolidated Fastfrate Inc. and the joint management of both domestic freight forwarding operations by Mr. Tepper. Combined revenues would exceed $200 million.

Mr. Rideout stated: “Our Clarke Transport division currently accounts for 40% of Clarke’s revenues. We view this as a giant step forward in addressing the issues of asset utilization and operating efficiency in the domestic rail freight business. We intend to build on the current strong relationships, which both our organizations have with their respective railway partners. We expect that the economics of scale achieved will justify substantial new investment in technology and customer service.”

Mr. Tepper added: “This venture will double the size of our respective domestic operations. This is all about building a stronger company; one that can continue to grow and prosper. The winners, ultimately, will be our customers who will benefit from increased innovation and service quality.”

The completion of the transaction, which is scheduled for September 30, 2000 is subject to successful completion of negotiations and due diligence, as well as the obtaining of necessary consents.

For further information, please contact:

Mr. Darell Hornby (signed)
President & Chief Operating Officer
Clarke Inc.
416-695-7711