

MATERIAL CHANGE REPORT
UNDER THE SECURITIES LEGISLATION OF
THE PROVINCES AND TERRITORIES OF CANADA

ITEM 1: REPORTING ISSUER

Solectron Global Services Canada Inc.
1 First Canadian Place, Suite 6600
Toronto, Ontario
M5X 1B8

ITEM 2: DATE OF MATERIAL CHANGE

February 25, 2002

ITEM 3: PRESS RELEASE

On February 25, 2002 Solectron Global Services Canada Inc. (the Corporation) issued a news release, a copy of which is attached hereto as Schedule A.

ITEM 4: SUMMARY OF MATERIAL CHANGE

Pursuant to a series of inter-corporate transactions, the legal structure of the C-MAC group of companies is being reorganized such that all shares of C-MAC Holdings Inc. and DY4 Systems Inc., which are presently held indirectly by the Corporation, are being transferred to Solectron Corporation (Solectron) or one or more of its subsidiaries, and all shares of C-MAC Nevada Inc. are being transferred to C-MAC Holdings Inc.

ITEM 5: FULL DESCRIPTION OF MATERIAL CHANGE

Transactions and Their Material Terms

Following the acquisition of C-MAC Industries Inc., Solectron has decided to reorganize (the Reorganization) its Canadian and U.S. legal entities. Pursuant to a series of inter-corporate transactions, the legal structure of the C-MAC group of companies is being altered to separate the C-MAC Canadian and other non-U.S. entities from the C-MAC U.S. entities. As a result of the Reorganization, all shares of C-MAC Holdings Inc. and DY4 Systems Inc., two U.S. legal entities, presently held indirectly by the Corporation are being transferred to Solectron or one or more of its subsidiaries. In addition, all common shares of C-MAC Nevada Inc., also a U.S. entity, held by C-MAC Industries Inc. are being transferred to C-MAC Holdings Inc. The Corporation has obtained a favourable ruling from the Canada Customs and Revenue Agency regarding certain transactions within the Reorganization and, accordingly, has determined to proceed.

Related Party Transaction

The Corporation is a related party of Solectron because Solectron indirectly owns sufficient voting shares of the Corporation to affect materially the control of the Corporation. A number of transactions in the Reorganization, including the transfer of

shares of C-MAC Holdings Inc. to Solectron Corporation and Solectron Canada ULC, a wholly owned subsidiary of Solectron Corporation, would therefore constitute related party transactions within the meaning of Ontario Securities Commission Rule 61-501 (OSC Rule 61-501) and Quebec Policy No. Q-27 (QSE Policy Q-27). However, since these transactions are between wholly owned subsidiaries of Solectron Corporation, they are exempt from the valuation and minority approval requirements of OSC Rule 61-501 and QSE Policy Q-27.

Purpose and Business Reasons for the transaction

The purpose of the Reorganization is to consolidate the legal entity structure of the Solectron group of companies following the acquisition of the C-MAC group of companies so that the C-MAC U.S. entities become more closely aligned with the Solectron U.S. entities.

The anticipated effect of the Transaction on the Issuer's Business and Affairs

The transactions affect the business and affairs of Solectron Global Services Inc. in that the Corporation's wholly owned subsidiary, C-MAC, will no longer be the parent company of the U.S. legal entities it controls since as a result of the Reorganization, these entities will be directly aligned with Solectron.

Review and Approval Process Adopted by the Board of Directors

Each step of the Reorganization has been duly authorized and approved by the relevant directors and shareholders of the corporate entities involved, including the board of directors of the Corporation and the holders of the Corporation's voting shares who are required to approve it.

ITEM 6: RELIANCE ON CONFIDENTIALITY SECTION OF THE ACT

Not applicable.

ITEM 7: OMITTED INFORMATION

Not applicable.

ITEM 8: SENIOR OFFICER - FOR FURTHER INFORMATION CONTACT:

For further information, contact Robert Aeschliman, President, Solectron Global Services Canada Inc., telephone (408) 956-6259.

ITEM 9: STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change referred to herein.

DATED February 25, 2002.

**SOLECTRON GLOBAL SERVICES CANADA
INC.**

By: ***“Robert Aeschliman”***

Name: Robert Aeschliman

Title: Secretary

IT IS AN OFFENCE FOR A PERSON TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THIS REGULATION THAT AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

SCHEDULE A

C-MAC Legal Entities Reorganized

Toronto, Ontario, Feb. 22, 2002 – The corporate structure of the C-MAC Industries Inc. group of companies has been reorganized to align more closely with the U.S. entities of Solectron Corporation (NYSE: SLR), which acquired C-MAC in December. Solectron, a leading global provider of electronics manufacturing and supply-chain management services, is an indirect parent of Solectron Global Services Canada Inc. (TSE: T.SCT), which in turn indirectly owns C-MAC Industries.

Through the reorganization, which consisted of a series of inter-corporate transactions, all shares of C-MAC Holdings Inc. and DY4 Systems Inc., two U.S. entities, were transferred from C-MAC Industries to Solectron or other Solectron subsidiaries. In addition, all shares of C-MAC Nevada Inc., also a U.S. entity, were transferred from C-MAC Industries to C-MAC Holdings Inc.

The actions do not affect the operations of the company.

About Solectron

Solectron (www.solectron.com) provides a full range of global manufacturing and supply-chain management services to the world's premier high-tech electronics companies. Solectron's offerings include new-product design and introduction services, materials management, high-tech product manufacturing, and product warranty and end-of-life support. Solectron, the first two-time winner of the Malcolm Baldrige National Quality Award, has a full range of industry-leading capabilities on five continents. The company, based in Milpitas, Calif., had fiscal 2001 sales of \$18.7 billion.

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