

ARMBRO ENTERPRISES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the annual and special meeting of the shareholders of Armbro Enterprises Inc. (the "Corporation") will be held at the Auditorium of The Toronto Stock Exchange, 2 First Canadian Place, Toronto, Ontario on July 20, 2000 at 11:00 a.m. (Toronto time) for the following purposes:

1. to receive the financial statements of the Corporation for the financial year ended December 31, 1999 and the report of the auditors thereon;
2. to elect directors;
3. to reappoint the auditors;
4. to consider and, if deemed advisable, to pass a special resolution to change the location of the registered office to Toronto;
5. to consider and, if deemed advisable, to pass a resolution to increase the number of shares which may be issued pursuant to the Corporation's stock option plan;
6. to consider and, if deemed advisable, to pass a special resolution authorizing the change of the Corporation's name to a new name as approved by the Board of Directors; and
7. to transact such further and other business as may properly come before the meeting or any adjournment thereof.

A form of proxy and a Management Information Circular accompany this notice.

Shareholders are entitled to vote at the meeting either in person or by proxy. If you do not intend to attend the meeting in person, please exercise your right to vote by completing and signing the enclosed form of proxy and returning it by mail or delivery to the registered office of the Corporation or to Montreal Trust Company of Canada, Proxy Department, 151 Front Street West, 8th Floor, Toronto, Ontario M5J 2N1. **Proxies to be used at the meeting must be deposited with the Corporation or the Montreal Trust Company of Canada at least 48 hours preceding the time of the meeting or with the chairman of the meeting prior to commencement of the meeting.**

DATED at Brampton, Ontario the 14th day of June, 2000.

BY ORDER OF THE BOARD OF DIRECTORS OF
ARMBRO ENTERPRISES INC.



Shirley Duffy (signed)
Secretary

ARMBRO ENTERPRISES INC.
25 Van Kirk Drive, Unit 8
Brampton, Ontario
L7A 1A6

MANAGEMENT INFORMATION CIRCULAR

Solicitation of Proxy

This Management Information Circular is furnished in connection with the solicitation of proxies by management for the annual and special meeting of the shareholders (the "meeting") of **ARMBRO ENTERPRISES INC.** (the "Corporation" or "Armbro") to be held on July 20, 2000, and, except where otherwise indicated, contains information as of May 31, 2000. The solicitation will be made primarily by mail, supplemented possibly by telephone or other personal contact by regular employees of the Corporation. The cost of the solicitation by management will be borne by the Corporation. The Corporation does not intend to pay any compensation for the solicitation of proxies by third parties, but will pay the reasonable expenses of brokers or other persons holding shares in their names or in the names of their nominees for forwarding the notice of meeting, proxy, Management Information Circular and related material to beneficial owners.

Appointment, Time for Deposit and Revocability of Proxy

The persons named in the enclosed form of proxy are directors and officers of the Corporation. **A shareholder desiring to appoint some other person (who need not be a shareholder of the Corporation) to represent him or her at the meeting may do so by inserting such person's name in the blank space provided in the form of proxy and striking out the names of the persons specified, or by completing another proper form of proxy.** A proxy to be used at the meeting must be delivered or mailed to the registered office of the Corporation or to Montreal Trust Company of Canada, Proxy Department, 151 Front Street West, 8th Floor, Toronto, Ontario M5J 2N1 so as to be received at least 48 hours preceding the time of the meeting. A shareholder who has given a proxy may revoke the proxy by an instrument in writing executed by the shareholder or by his or her attorney authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized, and deposited either at such office of the Montreal Trust Company of Canada or the registered office of the Corporation, at any time up to 48 hours preceding the time of the meeting, or any adjournment thereof, at which the proxy is to be used, or with the chairman of the meeting on the day of the meeting, or any adjournment thereof, or in any other manner permitted by law.

Voting Securities

On May 31, 2000 the Corporation had outstanding 17,986,882 common shares carrying the right to one vote per share.

The board of directors of the Corporation has fixed a record date of June 14, 2000 for the purpose of determining shareholders entitled to receive notice of the meeting. The failure of any shareholder to receive notice of the meeting does not deprive the shareholder of the right to vote at the meeting. If a person has acquired common shares of the Corporation after the record date, that person is entitled to vote those shares at the meeting upon producing properly endorsed share certificates, or otherwise establishing share ownership, and demanding the inclusion of his or her name in the list of shareholders not later than 10 days before the date of the meeting.

Except as indicated otherwise, approval of any matter at the meeting requires a majority of the votes cast at the meeting on the question.

In December 1998, the Corporation renewed its normal course issuer bid pursuant to the rules of The Toronto Stock Exchange ("TSE") pursuant to which the Corporation repurchased 355,900 common shares at an average price of \$2.91 during fiscal 1999. The Corporation further renewed its bid in February 2000 and is authorized to repurchase up to 538,887 of its common shares through the facilities of the TSE. Under the current bid, 40,400 common shares were repurchased during the period up to May 31, 2000 at prices ranging from \$2.90 to \$3.15. A copy of the Corporation's notice to the TSE may be obtained from the Corporation, without charge.

Exercise of Discretion by Holders of Proxies

The form of proxy forwarded to shareholders with the notice of meeting and this Management Information Circular provides the shareholder with an opportunity to specify that the shares registered in his or her name shall be

voted or withheld from voting in respect of certain of the matters to be considered at the meeting. On any ballot that may be called for, the shares represented by proxies in favour of management nominees will be voted for or against, or withheld from voting, in respect of the election of directors and the reappointment of auditors, in each case in accordance with the specifications made by shareholders in the manner referred to above. **In respect of proxies in which shareholders have not specified the manner of voting, the shares represented by proxies in favour of management nominees will be voted in favour of the election as directors of the persons listed as nominees in this Management Information Circular, the reappointment of PricewaterhouseCoopers LLP as auditors, the special resolution to move the registered office to Toronto, the resolution to increase the number of shares issuable under the Corporation's stock option plan and the special resolution to change the Corporation's name.**

The said form of proxy confers discretionary authority upon the proxy nominees with respect to amendments or variations of matters identified in the notice of meeting or other matters which may properly come before the meeting. Management knows of no matters to come before the meeting other than the matters referred to in the notice of meeting. However, if any other matters which are not now known to management should properly come before the meeting, the shares represented by proxies in favour of management nominees will be voted on such matter in accordance with the best judgment of the proxy nominee.

Principal Holders of Common Shares

To the knowledge of the directors and senior officers of the Corporation, as at May 31, 2000, the only person or company who owns beneficially, directly or indirectly, or exercises control or direction over, more than 10% of the issued common shares of the Corporation is Hochtief Canada Inc., a wholly owned subsidiary of Hochtief AG of Essen, Germany. Hochtief Canada Inc. owns 8,744,197 common shares or approximately 48.6% of the issued and outstanding common shares of the Corporation.

Election of Directors

The articles of the Corporation provide for a minimum of eight and a maximum of fifteen directors and the present number of directors is ten (with two vacancies). The board of directors has fixed the number of directors to be elected at the meeting at eight. It is proposed that each of the persons whose name appears below be elected as a director to serve until the close of the next annual meeting or until his successor is elected or appointed. Shares represented by proxies in favour of management will be voted in favour of the election of such persons as directors of the Corporation, unless a shareholder has specified in his or her proxy that his or her shares are to be withheld from voting in the election of directors. Management of the Corporation does not contemplate that any of the said nominees will be unable to serve as a director, but should that occur prior to the meeting, the persons named in the enclosed form of proxy intend to vote for another nominee in their discretion.

The table below shows the names and municipalities of residence of all persons proposed to be nominated at the meeting for election as directors, the number of issued common shares of the Corporation owned beneficially, directly or indirectly, by them, or over which they exercise control or direction, the offices held by them with the Corporation (if any), their principal occupations, and the years they first became directors of the Corporation.

<u>Name and Municipality of Residence</u>	<u>Office Held and Occupation</u>	<u>Year Became Director</u>	<u>Common Shares of the Corporation Owned or Controlled (1)</u>
SCOTT C. BALFOUR Oakville, Ontario	Executive Vice President and Chief Financial Officer of the Corporation	1995	518,981
JOHN M. BECK Toronto, Ontario	Chairman and Chief Executive Officer of the Corporation	1963	1,165,179
MICHAEL A. BUTT Gormley, Ontario	President, Buttcon Limited, General Contractors	1994	135,000
ROLF KINDBOM Erin, Ontario	From 1994 to 1998, Group Project Director & Head of Project Management Division for Cathay International (CIL) Limited; from 1999, Consultant	2000	nil

<u>Name and Municipality of Residence</u>	<u>Office Held and Occupation</u>	<u>Year Became Director</u>	<u>Common Shares of the Corporation Owned or Controlled (1)</u>
WOLFGANG KOCH Meerbusch, Germany	Prior to 1998, Chief Executive Officer of Balcke-Dürr, AG; from 1999, Member of the Executive Board of Hochtief AG	2000	nil
THOMAS LEPPERT Dallas, Texas	From 1995 to 1996, President & Chief Executive Officer of Castle & Cooke Properties, Inc.; from 1996 to 1998, Vice Chairman of Pacific Century Financial Corporation; from 1998 to 1999, Trustee Estate of James Campbell; from 1999, Chairman and Chief Executive Officer of Turner Corporation	2000	nil
DR. BUSSO PEUS Essen, Germany	From 1994, Member of the Executive Board of Hochtief AG	2000	nil
ROBERT P. WILDEBOER Burlington, Ontario	Vice-Chairman of the Corporation; Partner, Wildeboer Rand Thomson Apps & Dellelce, Barristers and Solicitors	1993	219,500

Note:

(1) This information, not being within the knowledge of the Corporation, has been furnished by the respective directors individually and may include shares owned or controlled by spouses and/or children of the directors.

All of the above directors were elected at the last annual meeting of the Corporation except Messrs. Kindbom, Koch, Leppert and Peus who were appointed on June 8, 2000. The members of the Audit Committee are Michael A. Butt, Rolf Kindbom and Tom Leppert. The members of the Human Resources and Compensation Committee are Michael A. Butt, Wolfgang Koch and Robert P. Wildeboer (Chair).

Pursuant to a standstill agreement dated March 20, 2000 between the Corporation, Hochtief AG and Hochtief Canada Inc. (collectively “Hochtief”), which was entered into in connection with the financing of the acquisition by the Corporation of BFC Construction Corporation (“BFC”), the Corporation and Hochtief have agreed that:

- (i) the Board of Directors of the Corporation shall consist of 8 or 10 directors;
- (ii) three members of the Board shall be initially nominees of the Chief Executive Officer of Armbrö on October 31, 1999, and thereafter shall be nominated by such three initial members, or such of them as are directors at any time directors are to be proposed for election by shareholders or to be appointed by the Board in order to fill a vacancy, provided that, if none of such members remain as directors at the relevant time, such member shall be nominated by the then members of the Board nominated pursuant to paragraph (iv) below;
- (iii) three members of the Board shall be nominees of Hochtief; and
- (iv) two or four members of the Board, to be nominated jointly by management of the Corporation and Hochtief, shall be independent of either the Corporation or Hochtief.

Hochtief is required to take all such action as may be necessary from time to time (including voting its shares) so that directors are elected as described above, although Hochtief is not required to vote in favour of the members or proposed members from time to time of the Board described in paragraph (ii) above, although it has agreed not to vote against such members or proposed members.

Executive Compensation

Composition of the Human Resources and Compensation Committee

The Members of the Human Resources and Compensation Committee (the “Compensation Committee”) in fiscal 1999 were Michael A. Butt, J. Bruce Carruthers and Robert P. Wildeboer (Chair). Mr. Carruthers was the Treasurer of a subsidiary of the Corporation prior to his retirement in 1989. Mr. Wildeboer is currently Vice-Chairman of the Board of Directors of the Corporation.

Report on Executive Compensation

The Corporation’s executive compensation program has been designed to attract and retain highly competent individuals who can ensure the current and long-term success of the Corporation by offering a combination of base salary, bonuses based on pre-defined goals and criteria, and equity participation, primarily through the use of options to acquire common shares of the Corporation.

In making compensation recommendations in fiscal 1999, the following factors were considered relevant by the Compensation Committee:

- (i) the financial results achieved by the Corporation’s operations in fiscal 1999;
- (ii) the workloads placed on the Corporation’s senior management personnel in fiscal 1999, related in large part to the challenges of dealing with increased production, pursuing additional corporate opportunities and the Corporation’s significant commitment to Canadian Highways International Corporation (“CHIC”), which is involved in the development and construction of a large cross-country highway project in Israel; and
- (iii) the significant additional workloads placed on the Corporation’s senior management personnel in fiscal 1999 relating to the negotiations involving an ultimate acquisition of BFC, completed in fiscal 2000, a result which transformed the Corporation into the largest public construction company in Canada.

Base Salary

Base salaries for fiscal 1999 were determined based on the skills, ability and experience of the individual executive, the need to attract and keep executives, relevant knowledge of the individual members of the Compensation Committee, and recommended base salary ranges applicable to all executive positions obtained from independent consultants retained in prior years. While finding comparative information in the construction industry is difficult because most comparable construction companies are privately owned or are divisions of large public companies, the Committee believes base salaries of its executives are very competitive with industry norms. Adjustments in fiscal 1999 compared to fiscal 1998 were moderate.

Bonus

Fiscal 1999 was a successful year for the Corporation from a financial perspective and the Compensation Committee continues to be pleased with the performance of the Corporation’s executives.

The Corporation has had a form of executive bonus plan in place for more than ten years. The terms of such plan are that the executives of the Corporation be paid an aggregate bonus equal to the amount which is 3% of the consolidated income before interest and income taxes of the Corporation, determined in accordance with generally accepted accounting principles, after allowing for the deduction of all payments pursuant to other bonus plans. The bonuses to executives reflect the financial performance of the Corporation. The total bonus pool available for executives in fiscal 1999 was approximately \$304,000 of which \$269,000 was paid to the named executive officers referred to below. In future years, the Compensation Committee anticipates that the size of the bonus pursuant to this plan will continue to be a direct function of the Corporation’s profitability.

The Corporation has also negotiated a form of bonus plan for its wholly owned subsidiary, SC Infrastructure Inc., reflecting the nature of its operations. Bonuses for fiscal 1999 were low reflecting in part the start-up nature of its operations. However, the Compensation Committee anticipates that the size of the bonus pursuant to this plan in the future will be a function of SC Infrastructure’s profitability.

Stock Options

In previous years, the Corporation has granted options to employees, officers and directors on the basis of several factors, including past and current performance, incentivization and the ability of the Corporation to conserve cash through the use of options as compensation and bonus mechanisms. An aggregate of 245,000 options were granted in fiscal 1999, none of which were granted to the two named executives.

The foregoing report has been submitted by the members of the Compensation Committee for fiscal 1999.

Michael A. Butt
 J. Bruce Carruthers
 Robert P. Wildeboer

Annual Paid Compensation

As at December 31, 1999, the Corporation had two named executive officers. The table below sets out compensation information for the three fiscal years ended December 31, 1999, for such executive officers.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Annual Compensation			Long Term Compensation			All Other Compensation (\$)
		Salary (\$)	Bonus (\$)	Other Annual Compensation (3) (\$)	Awards		Payouts	
					Securities Under Options (#)	Restricted Shares or Restricted Share Units (\$)	LTIP Payouts (\$)	
John M. Beck, (1) Chairman & Chief Executive Officer	1999	290,000	168,125	—	—	—	—	—
	1998	270,000	93,125	—	—	—	—	—
	1997	251,872	184,700 (2)	—	—	—	—	—
Scott C. Balfour, Executive Vice President and Chief Financial Officer	1999	160,000	100,875	—	—	—	—	—
	1998	140,000	46,563	—	—	—	—	—
	1997	128,000	87,927 (2)	—	—	—	—	—

Notes:

- (1) Amounts may include fees paid to Westmount St. Catherine Holdings Ltd.
- (2) The bonuses of Messrs. Beck and Balfour include carry-forwards of bonuses earned in respect of the 1995 fiscal year when, due to limitations under the executive bonus plan, the full amount of the bonus earned could not be paid out.
- (3) Perquisites and other personal benefits do not exceed the lesser of \$50,000 and 10% of the annual salary and bonuses of the named executive officers.

Options

No options were granted during the financial year ended December 31, 1999 to the Corporation's named executive officers.

The following table shows information regarding the exercise of options during the financial year ended December 31, 1999 by the Corporation's executive officers and the value of unexercised options held by them, on an aggregated basis, as at December 31, 1999.

AGGREGATED OPTION EXERCISES DURING THE MOST RECENTLY COMPLETED FINANCIAL YEAR AND FINANCIAL YEAR-END OPTION VALUES

Name	Securities Acquired on Exercise (#)	Aggregate Value Realized (\$) (1)	Unexercised Options at December 31, 1999 (#)	Value of Unexercised in-the-Money Options at December 31, 1999 (\$) (1)
Scott C. Balfour	117,522	38,547	nil	nil

Note:

(1) Values take into account the fact that certain shares issued or issuable are subject to escrow requirements restricting sale.

Other Compensation

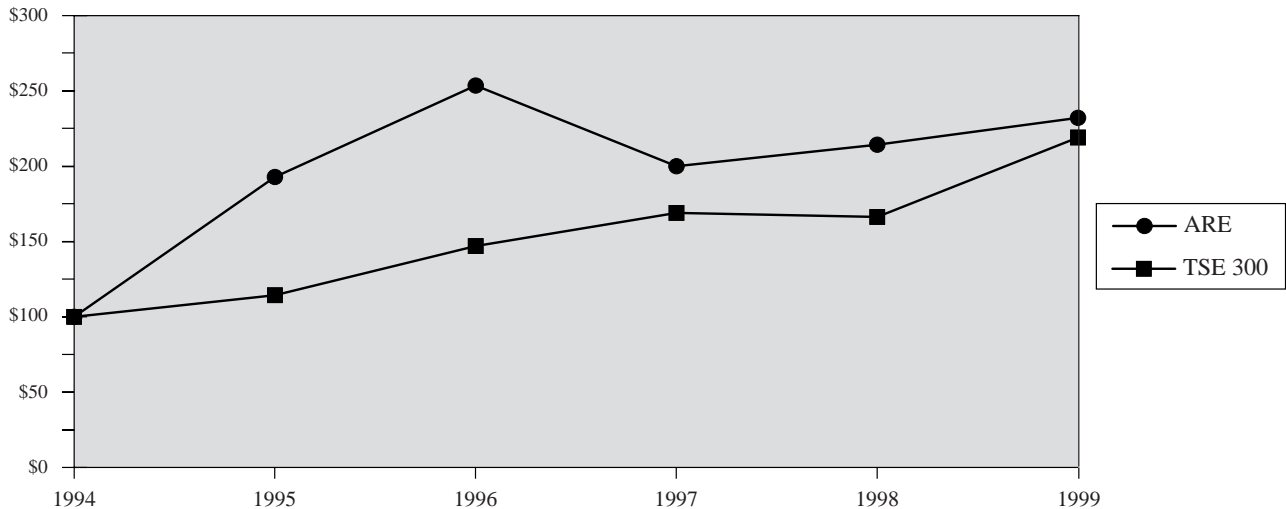
The Corporation maintains both a pension plan and a medical and dental benefit plan for its executives that are available generally to all salaried employees and executive officers on the same terms.

The Corporation did not have any long term incentive plans during 1999 or prior years.

Performance Graph

The following graph compares the total cumulative shareholder return for \$100 invested in common shares of the Corporation on December 31, 1994, with the cumulative total return of the TSE 300 Stock Index for the five most recently completed financial years of the Corporation:

**FIVE YEAR CUMULATIVE RETURN
\$100 Invested in Armbro Common Shares vs TSE 300**



	1994	1995	1996	1997	1998	1999
ARE	\$100.00	\$192.86	\$253.57	\$200.00	\$214.29	\$232.14
TSE 300	\$100.00	\$114.35	\$146.99	\$169.01	\$166.33	\$219.08

Employment Contracts

The Corporation has entered into employment agreements with John M. Beck, Chairman and Chief Executive Officer, and Scott C. Balfour, Executive Vice President and Chief Financial Officer of the Corporation. The agreements set out such officers' duties and responsibilities, as well as annual compensation, and include confidentiality, non-solicitation and non-competition provisions. The agreements also provide for a severance payment equal to 36 months' salary and bonus in the case of Mr. Beck, and 24 months' salary and bonus in the case of Mr. Balfour, at the then applicable rate, in the event of permanent disability, death or termination of employment by the Corporation, if without cause. Similarly, in the event of a change of control of the Corporation, if such executives are dismissed or resign during the ensuing 12 months, such executives are entitled to payments in the amount of 36 months' and 24 months' salary and bonus, respectively.

Compensation of Directors

In fiscal 1999, directors received an annual fee of \$10,000, payable in two instalments, and additional fees of \$1,000 for each directors' meeting or committee meeting attended and \$500 for each substantive teleconferenced directors' meeting or committee meeting attended. In addition, during fiscal 1999, an aggregate of 15,000 options were granted to one outside director.

Corporate Governance

The bylaws of the TSE require each listed corporation incorporated in Canada to make annual disclosure of its corporate governance practices with reference to guidelines developed by the TSE Committee on Corporate Governance in Canada. The Corporation's Statement of Corporate Governance Practices follows.

General

The Board of Directors has traditionally participated directly in planning, taking an active role which reflects significant changes in the nature of the Corporation and the fact that the Corporation's management group, while extremely capable, was small in number (at least prior to the acquisition of BFC). Management has been able to draw assistance from individual board members, as well as seek advice from the Board as a whole, when circumstances require it. The detailed responses below to the TSE Report guidelines should be read in light of this. While the TSE Report notes that "directors should be less concerned with transactions and more concerned with the systems which support the board's direction of the corporation's business", it goes on to say that this "may be less true for smaller companies where individual transactions still loom large in relative importance". The Board believes this statement was particularly applicable to the Corporation during fiscal 1999 although, as discussed below, the recent acquisition of BFC and the related investment by Hochtief will require the Board to re-think its role in the future.

Mandate of the Board

The Board of Directors of the Corporation is responsible for the overall stewardship of the Corporation and in this regard:

- supervises the officers of the Corporation in their management of the business and affairs of the Corporation
- oversees the Corporation's strategic planning process
- identifies, with the advice of management, the principal risks to the Corporation's business and oversees the management of those risks
- manages the Corporation's succession planning process including the appointment and appraisal of senior officers of the Corporation
- oversees communications by the Corporation with shareholders, the investment community, the media, governments and the general public
- is responsible for the integrity of the Corporation's internal control and management information systems.

The Board has not found it necessary to implement systems and policies to deal with risk management beyond the risk management procedures and policies already implemented by management.

Composition of Board

One of the TSE Report's guidelines recommends that a majority of directors should be "unrelated" in that they are free from any interest and any business or other relationship which could, or could be reasonably perceived to, materially interfere with the director's ability to act with a view to the best interests of the Corporation, other than interests and relationships arising from shareholding. The Board of Directors has analyzed the relationship of each of its members to the Corporation and has determined that the two current members who are also officers are related and the other six are unrelated. Of these six, two members are not related, nor do they have interests in or relationships with Hochtief, the principal shareholder of the Corporation.

The Board of Directors presently consists of ten directors (with two vacancies). The number of directors has traditionally been between eight and ten. The Board of Directors considers eight directors to be an appropriate number given the Corporation's current size and workload. It should be noted, however, that pursuant to the Standstill Agreement between the Corporation and Hochtief described under "Election of Directors" above, the size of the Board may be increased to ten members. Also, as discussed there, the composition of the Board will be as agreed under the Standstill Agreement. Pursuant thereto, on June 8, 2000, five directors of the Corporation resigned and were replaced by Rolf Kindbom, Wolfgang Koch, Thomas Leppert and Busso Peus and such persons will also be nominated as directors at the meeting.

Independence from Management

The TSE Report states that every board of directors should have in place appropriate structures and procedures to ensure that the board can function independently of management. Armbro's Board of Directors believes that it is independent and that this has been demonstrated. Certain matters are also considered by the Board without management present. The Board may decide to adopt more formal structures if circumstances warrant.

Board Committees

The Board of Directors has two standing committees, the Audit Committee and the Human Resources and Compensation Committee. All members of these committees are outside directors and unrelated. The Board has adopted a policy that these and any other committees of the Board are generally to be comprised in this manner. Pursuant to the Standstill Agreement referred to above, Hochtief is entitled to one nominee on each Board committee.

The Audit Committee is responsible for reviewing and making recommendations to the Board on:

- financial statements and the related reports of management and external auditors
- accounting and financial reporting procedures and methods
- internal audit procedures and reports
- matters relating to external auditors, including the appointment and terms of engagement of external auditors and their reports relating to accounting, financial and internal audit matters.

The members of the Audit Committee have unrestricted direct access to the external auditors to discuss issues as appropriate. There is no internal audit department.

The Human Resources and Compensation Committee is responsible for reviewing and making recommendations to the Board on:

- salaries of senior management, including conducting negotiations in this regard, and, in connection therewith, reviewing the performance of the chief executive officer
- issuance and allocation of options to purchase common shares of the Corporation to persons eligible, including officers, employees and directors
- administering the bonus plans for executive officers and construction employees.

Armbro does not have a nominating committee or corporate governance committee. The Board of Directors has assumed responsibility for developing the Corporation's approach to governance issues. Given the board's small size and relative stability to date, it has been found unnecessary to establish a formal orientation and education program for new recruits to the Board or a formal process for assessing the effectiveness of the Board, its committees and its individual directors. In light of the recent changes to the Board, these issues may be reconsidered.

Other Governance Matters

The Board of Directors has not developed a formal position description or mandate for the CEO nor specific written corporate objectives which the CEO is responsible for meeting. There is regular discussion between the Board and the Compensation Committee, on the one hand, and the CEO, on the other, with respect to the performance of the CEO and members of management. This includes an assessment of their performance by the Compensation Committee as part of that Committee's review of compensation and option entitlements. Finally, while there is no formal policy as to what specific matters must be brought by the CEO to the Board for approval, it is well understood as a result of Board and legal practice that all material transactions and other material matters must be presented to the Board for approval.

The Board has determined that it is not necessary at this time to implement a policy whereby individual members of the Board are entitled to engage an outside adviser at the expense of the Corporation.

Directors of the Corporation who are not employees have been compensated as described under "Directors' Compensation" above. The Board has, within the past two years, considered compensation in light of the duties and responsibilities of directors and the financial circumstances of the Corporation and will continue to do so.

Indebtedness of Executive Officers and Directors

The executive and senior officers and the directors of the Corporation and their associates did not have any indebtedness to the Corporation or its subsidiaries in respect of the financial year ended December 31, 1999 except as set out in the table below. As of May 31, 2000, the aggregate indebtedness to the Corporation and its subsidiaries of all officers, directors, employees and former officers, directors and employees of the Corporation in connection with the purchase of securities was \$1,684,119. Neither the Corporation nor any of its subsidiaries has guaranteed any indebtedness of any of such persons.

TABLE OF INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS UNDER SECURITIES PURCHASE PROGRAMS

Name and Principal Position	Largest Amount Outstanding During 1999 (\$)	Amount Outstanding as at May 31, 2000 (\$)	Financially Assisted Securities Purchases During 1999 (#)	Security For Indebtedness
John M. Beck, Chairman & Chief Executive Officer	909,911	939,866	None	None
Scott C. Balfour, Executive Vice President & Chief Financial Officer	349,891	362,891	117,522	None
James C. Rosien, President, Armbro Construction Limited	151,130	129,015	None	None
Shirley Duffy, Secretary (1)	73,451	44,071	None	None
Michael A. Butt, Director	73,451	44,071	None	None
Robert P. Wildeboer, Vice-Chairman	73,451	51,416	None	None
Geoffrey M. Smith (1)	73,451	27,617	None	None
J. Bruce Carruthers (1)	29,701	17,821	None	None
Paul A. D. Mingay (1)	73,451	63,451	58,761	None
Robert Duncan, Controller	3,900	3,900	None	None

Note:

(1) Former director of the Corporation.

This indebtedness arose to assist the executives and directors with the cost of acquiring and exercising options to purchase common shares of the Corporation. These loans bear interest at the “prescribed rate” as determined by Revenue Canada. All financial assistance was provided by the Corporation and not by any subsidiary.

As of May 31, 2000, the aggregate indebtedness to the Corporation and its subsidiaries not in connection with the purchase of securities of all officers, directors, employees and former officers, directors and employees of the Corporation was \$325,805.

Insurance

The Corporation maintains insurance for the benefit of the directors and officers of the Corporation and its subsidiaries against liability in their respective capacities as directors and officers of the Corporation thereof. For the current year, the premium payable by the Corporation and the total amount of insurance purchased for the directors and officers as a group are \$47,783 and \$20 million respectively. The directors and officers are not required to pay any premium in respect of the insurance.

Auditors

It is intended that the shares represented by proxies in favour of management nominees will be voted in favour of the reappointment of PricewaterhouseCoopers LLP, of North York, Ontario, as auditors of the Corporation, unless a shareholder has specified in his or her proxy that his or her shares are to be withheld from voting in the appointment of auditors.

The directors negotiate with the auditors of the Corporation on an arm’s length basis in determining the fees to be paid to the auditors. The directors believe that the fees negotiated in the past with the auditors of the Corporation are reasonable in the circumstances and would be comparable to fees charged by other auditors providing similar services.

Special Business

Change of registered office

Following the Corporation’s acquisition of BFC in late 1999, the Corporation has been consolidating most of its management at the BFC offices located in Toronto. These offices are larger and more centrally located than the Corporation’s offices in Brampton. Accordingly, it is desirable to move the Corporation’s registered office to Toronto to reflect this new state of affairs. The change must be approved by a special resolution of the shareholders and, for this purpose, the special resolution attached as Appendix A to this Management Information Circular will be voted upon at the meeting. In order to be adopted, the special resolution must be passed by a two-thirds majority of the votes cast. The Board of Directors recommends that shareholders vote in favour of the special resolution.

Increase in common shares under the Stock Option Plan

The current maximum limit for common shares issuable under the Corporation’s Stock Option Plan is 1,000,000, of which options in respect of 845,000 shares have been issued or allocated as at May 31, 2000 and are no longer available for issue under the Plan. As a result, there are only 155,000 common shares now available under the Plan for new option grants.

The maximum limit of the Plan can be increased only with the approval of the shareholders of the Corporation. Management does not believe that the number of common shares currently available will be adequate to continue normal option grants to existing employees, accommodate new employee hirings or to be available for incentives for management.

The following table summarizes the management proposal to increase the number of common shares under the Plan.

<u>Category</u>	<u>Number of Plan Shares</u>	<u>Percentage of Total Outstanding Shares on May 31, 2000</u>
(a) Shares reserved for previously granted but unexercised options	845,000	4.70%
(b) Shares currently available for new option grants	155,000	0.86%
(c) Proposed increase in shares available for new option grants	<u>1,700,000</u>	<u>9.45%</u>
Proposed Total Available Shares:	<u><u>2,700,000</u></u>	<u><u>15.01%</u></u>

The Compensation Committee and the Board of Directors have determined that it is in the best interest of the Corporation for it to be able to continue to grant additional options under the Plan, so long as the number of options to be granted is reasonable in relation to the outstanding common shares of the Corporation. In this regard, as a result of the recent acquisition of BFC, the Plan will need to accommodate a greater number of executives and employees. Furthermore, in connection with the acquisition of BFC, the Corporation is negotiating employment agreements with certain BFC executives in order to retain their services. These employment agreements include the granting of an aggregate of up to 600,000 options. The execution of these agreements will result in an immediate reduction in the number of options available under the stock option plan. It should also be noted that, as a result of the issuance to Hochtief of 8,744,197 common shares in March 2000, the total number of shares outstanding of the Corporation almost doubled, such that there is less dilution caused by the issuance of new options.

The Board of Directors has conditionally granted options to purchase an aggregate of 1,100,000 common shares to directors, senior officers and employees of the Corporation. Such options will be effective only if the increase in the number of shares available is approved at the meeting. The exercise price for all such options is \$3.60 per share.

If the increase is approved at the meeting, the maximum limit for common shares under the Plan will be 2,700,000 common shares. The TSE has approved the proposed increase in the number of common shares available for issuance under the Plan, subject to receipt of shareholder approval at the meeting.

At the meeting, shareholders will be asked to pass a resolution authorizing the increase in the number of common shares available for the grant of stock options under the Plan. In order to be adopted, the resolution must be approved by a majority of the votes cast by shareholders and proxyholders. If the resolution is not approved, the current maximum number of common shares available for options will continue to apply to future options grants. The Board of Directors supports the request for the increase in the maximum number of common shares available for issuance of options under the Plan and recommends that shareholders vote in favour of the resolution.

The text of the resolution to be approved is attached as Appendix B to this Management Information Circular.

Change of name

As a result of the acquisition of BFC at the end of 1999, the Corporation has been actively engaged in considering the appropriate corporate identity for the combined enterprise. In this regard, a change of name may be appropriate in order to better reflect the increased size and diversity of the Corporation's activities. Accordingly, the Board of Directors is requesting the authorization of the shareholders to select a new name and to file articles of amendment in respect thereof.

Shareholders will be asked to consider and, if deemed advisable, to pass a special resolution to approve the amendment to the articles of the Corporation changing the name of the Corporation to such name as may be approved by the Board of Directors of the Corporation. In order to be adopted, the special resolution must be passed by a two-thirds majority of the votes cast. The Board of Directors recommends that shareholders vote in favour of the special resolution. The text of the special resolution is attached as Appendix C to this Management Information Circular.

Directors' Approval

The contents and sending of this Management Information Circular have been approved by the Board of Directors of the Corporation.

DATED at Brampton, this 14th day of June, 2000.

A handwritten signature in black ink, appearing to read "Shirley Duffy". The signature is written in a cursive, flowing style.

Shirley Duffy (signed)
Secretary

APPENDIX A
SPECIAL RESOLUTION TO CHANGE
LOCATION OF REGISTERED OFFICE

RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the place in which the Corporation's registered office is located be changed to Toronto, Ontario;
2. any director or officer of the Corporation be and is hereby authorized and directed to execute and deliver articles of amendment in respect of the change of registered office to the Director under the *Canada Business Corporations Act*;
3. any director or officer of the Corporation be and is hereby authorized and directed to execute or cause to be executed, under the seal of the Corporation or otherwise, and to deliver or to cause to be delivered, all such other deeds, documents, instruments and assurances and to do or cause to be done all such other acts and things as in the opinion of such director or officer of the Corporation may be necessary or desirable to carry out the purposes of this special resolution; and
4. notwithstanding that this special resolution has been duly passed by the shareholders of the Corporation, the directors of the Corporation are hereby authorized to revoke this special resolution at any time before it is acted upon without further approval of the shareholders of the Corporation.

APPENDIX B

**RESOLUTION TO INCREASE SHARES
AVAILABLE UNDER STOCK OPTION PLAN**

RESOLVED THAT:

1. the amendment of the Corporation's Stock Option Plan (the "Plan") to increase the current maximum limit of 1,000,000 common shares by an additional 1,700,000 common shares, such that the new maximum limit under the Plan shall be 2,700,000 common shares is hereby approved, ratified and confirmed; and
2. any officer or director of the Corporation is hereby authorized to do all such other things as may be necessary or incidental to the amendment of the Plan and to do such things and execute such documents as may be necessary to carry out the purposes of this resolution.

APPENDIX C
SPECIAL RESOLUTION
AUTHORIZING CHANGE OF NAME

RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the change of name of the Corporation to such name as may be approved by the Board of Directors is hereby authorized and approved;
2. any director or officer of the Corporation be and is hereby authorized and directed to execute and deliver articles of amendment in respect of the change of the name to the Director under the *Canada Business Corporations Act*;
3. any director or officer of the Corporation be and is hereby authorized and directed to execute or cause to be executed, under the seal of the Corporation or otherwise, and to deliver or to cause to be delivered, all such other deeds, documents, instruments and assurances and to do or cause to be done all such other acts and things as in the opinion of such director or officer of the Corporation may be necessary or desirable to carry out the purposes of this special resolution; and
4. notwithstanding that this special resolution has been duly passed by the shareholders of the Corporation, the directors of the Corporation are hereby authorized to revoke this special resolution at any time before it is acted upon without further approval of the shareholders of the Corporation.

