Form 51 – 102F3

Material Changes Report

Item 1 Name and Address of Company

TVA Group Inc.
1600, de Maisonneuve boulevard East
Montreal, Quebec H2L 4P2

Item 2 Date of Material Change

March 31, 2008

Item 3 News Release

On March 31, 2008, TVA Group Inc. ("TVA") issued a press release. The English version of the press release is annexed hereto and forms an integral part hereof.

Item 4 Summary of Material Changes

On March 31, 2008, TVA announced an offer to purchase for cancellation up to 2,000,000 of its participating Class B non-voting shares (Class B Shares) for $17 per share. The offer expires at 8:00 p.m. (Montreal time) on May 14, 2008, unless extended by the Company. Full particulars of the offer, including the applicable terms and conditions and the procedures for depositing shares, are set out in the issuer bid circular that will be mailed to holders of TVA's Class B Shares on or about April 1, 2008. The 2,000,000 Class B Shares that TVA is offering to repurchase represent approximately 8.8% of all currently issued and outstanding Class B Shares.

If more than 2,000,000 Class B Shares are tendered to the Offer, TVA will purchase the Class B Shares on a pro rata basis according to the number of Class B Shares deposited, or deemed to be deposited under the terms of the Offer, by the depositing shareholders with fractions rounded down to the nearest whole share. The Offer is subject to various conditions typical of transactions of this nature, including obtaining regulatory exemption rulings, although it is not conditional on any minimum number of Class B Shares being deposited.

Item 5 Full Description of Material Change

See Item 4 above.

Item 6 Reliance on subsection 7.1(2) or (3) of Regulation 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For any inquiries with respect to this material change report, please contact Denis Rozon, at (514) 598-2808.

Item 9 Date of report

March 31, 2008.

Claudine Tremblay
Corporate Secretary

tva.canoe.ca

A Quebecor Media Company

March 31, 2008

For immediate release

TVA GROUP INC. ANNOUNCES ISSUER BID TO REPURCHASE UP TO 2,000,000 CLASS B NON-VOTING SHARES

MONTREAL, Canada – TVA Group Inc. (TSX:TVA.B) announces an offer to purchase for cancellation up to 2,000,000 of its participating Class B non-voting shares (Class B Shares) for $17 per share. The offer expires at 8:00 p.m. (Montreal time) on May 14, 2008, unless extended by the Company. Full particulars of the offer, including the applicable terms and conditions and the procedures for depositing shares, are set out in the issuer bid circular that will be mailed to holders of TVA Group's Class B Shares on or about April 1, 2008. The 2,000,000 Class B Shares that TVA Group is offering to repurchase represent approximately 8.8% of all currently issued and outstanding Class B Shares.

If more than 2,000,000 Class B Shares are tendered to the Offer, TVA Group will purchase the Class B Shares on a pro rata basis according to the number of Class B Shares deposited, or deemed to be deposited under the terms of the Offer, by the depositing shareholders with fractions rounded down to the nearest whole share. The Offer is subject to various conditions typical of transactions of this nature, including obtaining regulatory exemption rulings, although it is not conditional on any minimum number of Class B Shares being deposited.

Neither TVA Group nor its Board of Directors makes any recommendation to shareholders as to whether to tender or refrain from tendering their Class B Shares to the offer. Shareholders are strongly encouraged to review the offer documents carefully and to consult with their financial and tax advisors prior to making any decision with respect to the offer.

National Bank Financial Inc. has been retained by TVA Group to act as dealer manager for the offer.

"We believe that repurchasing outstanding Class B Shares represents an attractive investment and an appropriate and desirable use of our available funds and that our publicly traded Class B Shares are currently undervalued. We have therefore decided to reduce the number of shares outstanding because it is in the best interest of the Company and its shareholders", stated Pierre Dion, President and Chief Executive Officer of TVA Group Inc.

TVA Group Inc., a subsidiary of Quebecor Media Inc., is an integrated communications company involved in television, the production and distribution of audiovisual products, and in magazine publishing. TVA Group is one of the largest private sector producers and the largest private sector broadcaster of French-language entertainment, information and public affairs programming, and magazine publishing in North America. TVA also operates SUN TV, a general-interest station in Toronto. The Company's Class B shares are listed on the Toronto Stock Exchange under the ticker symbol "TVA.B".

FOR FURTHER INFORMATION PLEASE CONTACT:

TVA Group Inc.
Denis Rozon, CA
Vice-President and Chief Financial Officer
514-598-2808
www.tva.canoe.ca