# Form 51-102F3
# MATERIAL CHANGE REPORT

## Item 1. Name and Address of Company

The Goldfarb Corporation (the "**Corporation**")
18 Spadina Road, Suite 100
Toronto, Ontario M5R 2S7

## Item 2. Date of Material Change

March 9, 2010

## Item 3. News Release

A news release was issued in Toronto on March 10, 2010 through the facilities of Canada New Wire with respect to the material change and filed on SEDAR.

## Item 4. Summary of Material Changes

The Corporation announced on March 10, 2010 that a decision has been reached in the arbitration between the Corporation and its insurer, Liberty International Underwriters ("**Liberty**"), awarding US$725,000 plus approximately US$35,000 in interest to the Corporation.

## Item 5. Full Description of Material Change

The Corporation announced on March 10, 2010 that a decision has been reached in the arbitration between the Corporation and its insurer, Liberty, awarding US$725,000 plus approximately US$35,000 in interest to the Corporation. The award represents the contribution of Liberty to the amount paid in 2008 by the Corporation to settle the action that arose in connection with the U.S. bankruptcy of Fleming Packaging Corp., a former subsidiary of the Corporation. In addition, the Corporation has been awarded CDN$66,000 in respect of costs in the arbitration proceeding. Interest will continue to accrue on these amounts until payment is made, which is expected to be within 30 days of the March 9, 2010 decision on costs and interest.

The Corporation continues to consider a number of factors and will make a further announcement before any distribution is made to shareholders.

**Item 6.** **Reliance on subsection 7.1(2) of National Instrument 51-102**

N/A

**Item 7.** **Omitted Information**

N/A

**Item 8.** **Executive Officer**

Karen Killeen
Chief Financial Officer of The Goldfarb Corporation
Telephone: (416) 928-3710
Facsimile: (416) 224-5392

**Item 9.** **Date of Report**

March 11, 2010.