FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

VAN HOUTTE INC. (“Van Houtte”)
8300 19th Avenue
Montreal, Quebec
H1Z 4J8

Item 2 Date of Material Change

April 17, 2007

Item 3 News Release

A press release was disseminated on April 19, 2007 from Montreal, Québec.

Item 4 Summary of Material Change

In the process of reviewing its strategic alternatives, the Board of Directors of Van Houtte has sought interest in the past four months from a wide variety of parties with respect to Van Houtte. In the context of this process, the Board has received several non-binding offers and after reviewing them has entered into an exclusivity agreement with one party.

Item 5 Full Description of Material Change

See attached press release (Annex “A”).

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information, please contact Mr. Gérard Geoffrion, Executive Vice President, at 514-593-7711.

Item 9 Date of Report

April 20, 2007

ANNEX "A"

PRESS RELEASE

For immediate distribution

VAN HOUTTE ENTERS INTO AN EXCLUSIVITY AGREEMENT

Montreal, April 19, 2007 – In light of recent trading activity on the subordinate voting shares of Van Houtte Inc. (the "Company"), the Company has been asked by the Toronto Stock Exchange to disclose the current state of the value maximization process announced previously by the Company.

In the process of reviewing its strategic alternatives, the Board of Directors of the Company has sought interest in the past four months from a wide variety of parties with respect to the Company. In the context of this process, the Board has received several non-binding offers and after reviewing them has entered into an exclusivity agreement with one party. The price offered is $25.00 per share plus a contingency value receipt ("CVR") related to the Bill 15 tax liabilities for which the Company previously disclosed a provision of $15.8M. The terms and conditions of the CVR are to be agreed upon by the parties. The value of such CVR will depend on the amount and timing of settlement, if any, of this liability with the tax authorities. The $0.25 per share special dividend payable on June 15, 2007 will be maintained. If a binding agreement is entered into with such party, the June 2007 quarterly dividend will not be declared. Including the special dividend but excluding the CVR, the price offered represents a premium of approximately 45% over the 20-day volume weighted average trading price for the period ending the day prior to the formal announcement of the Company's review process of its strategic alternatives. Under certain specified circumstances, the Company has agreed to pay such party a break fee of $5,000,000 in the event the Company enters into a superior transaction with another party.

The non-binding offer received by the Company is still subject to confirmatory due diligence, execution of definitive legal documentation and other customary conditions. There is no assurance that the negotiations with this party will result in a binding offer being made for the Company.

The Company intends to make no further announcements or comments unless the circumstances so warrant.

Forward-Looking Information

This press release contains forward-looking statements reflecting Van Houtte's objectives, estimates and expectations. Such statements may be marked by the use of verbs such as "believe," "anticipate," "estimate" and "expect" as well as the use of the future or conditional tense. By their very nature, such statements involve risks and uncertainty. Consequently, results could differ materially from the Company's projections or expectations. For information on the nature of risk factors not specifically discussed in this press release, the reader can consult Van Houtte's 2006 annual report under the heading "Risks and Uncertainties", p. 17-18.

About Van Houtte

Founded in 1919, Van Houtte is one of North America's leading gourmet coffee roasters, marketers and distributors. The Company roasts and markets its gourmet coffees across Canada and the U.S. through distribution channels that include coffee services, retail stores, café-bistros and online shopping.

– 30 –

Information: Jean-Yves Monette, President and Chief Executive Officer
Gérard Geoffrion, Executive Vice-President
Van Houtte Inc.
(514) 593-7711
www.vanhoutte.com