Form 51–102F3
Material Change Report

Item 1 Name and Address of the Company

GBO Inc. (the "**Company**")
274 rue Duchesnay
P.O. BOX 1000
Ste-Marie de Beauce, Québec
G6E 3C2

Item 2 Date of Material Change

July 13, 2009.

Item 3 News Release

The Company issued a press release with respect to the material change via CNW Telbec on July 13, 2009.

Item 4 Summary of Material Change

The Company has closed its previously-announced transaction with Farley WinDoor Ltd. ("**Farley**"), a window and door manufacturer based in Alexandria, Ontario, pursuant to which Farley acquired all of the operating assets and related inventories of the Company's divisions specializing in the manufacture, selling and distribution of PVC windows (St-Joseph-de-Beauce, Quebec plant) and steel doors (Lévis, Quebec plant).

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company has closed its previously-announced arm's length transaction pursuant to which it sold the principal assets of its PVC window division (St-Joseph-de-Beauce, Quebec plant) and its steel door division (Lévis, Quebec plant) to Farley, the Ontario-based window and door manufacturer. The cash consideration of the transaction totals $12.5 million, payable as follows: (i) $0.5 million non-refundable deposit which was paid on May 29, 2009; (ii) $11 million which was paid at closing; and (iii) $1 million payable upon the 12-month anniversary of the closing, which amount shall bear interest. GBO invested the proceeds of the transaction in its working capital of which a significant portion will be used to pay down its currently outstanding debt.

Shareholders holding an aggregate of nearly 90% of the issued and outstanding common shares of GBO have approved the transaction by way of consent letters. A fee of $400,000 has been paid to Beringer Capital Inc. in consideration for their services related to the transaction.

This transaction is consistent with the strategy initiated by GBO in recent years to further concentrate on its core mission and its primary expertise as a manufacturer of high-end wood window arrangements, doors and their accessories. GBO will therefore continue its operations as a manufacturer of wood windows, doors and wood accessories and intends to invest in the continuous improvement of its selection of architectural wood products and customer service, as well as in the development of its Canadian and U.S. markets.

5.2 Disclosure Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Any inquiries with respect to this material change report should be made to :

Christopher Wood
GBO Inc.
Chairman of the Board of Directors
274 Rue Duchesnay
P.O. BOX 1000
Ste-Marie de Beauce, Québec
G6E 3C2

Tel.: (418) 387-1000

Item 9 Date of report

July 14, 2009.