FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Le Château Inc. (the "**Company**")
8300 Decarie Boulevard
Montreal, Quebec
H4P 2P5

Item 2 Date of Material Change

April 25, 2012

Item 3 News Release

A press release was disseminated by CNW Telbec on April 25, 2012 from Montreal.

Item 4 Summary of Material Change

The Company announced that it has entered into a credit agreement with GE Capital Canada for an asset based credit facility of up to $70.0 million.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On April 25, 2012, the Company announced that it has entered into a credit agreement with GE Capital Canada as the lead lender for an asset based credit facility of up to $70.0 million, replacing its previous credit facility of $22.0 million. The revolving credit facility is collateralized by the Company's credit card accounts receivable and inventories. The facility has a term of 3 years and consists of revolving credit loans, which include both a swing line loan facility limited to $15.0 million and a letter of credit facility limited to $15.0 million. The available borrowings will bear interest at a rate based on the Canadian prime rate, plus an applicable margin ranging from 0.75% to 1.50%, or a banker’s acceptance rate, plus an applicable margin ranging from 2.00% to 2.75%. The Company is required to pay a standby fee ranging from 0.25% to 0.375% on the unused portion of the revolving credit. The credit agreement requires the Company to comply with certain covenants, including restrictions with respect to the payment of dividends and the purchase of the Company's shares under certain circumstances.

5.2 Disclosure for Restructuring Transactions

N/A

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

This report is not being filed on a confidential basis.

Item 7 Omitted Information

N/A

Item 8 Executive Officer

For further information, please contact Emilia Di Raddo, CA, President, (514) 738-7000.

Item 9 Date of Report

April 30, 2012.