

FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company:

Cogeco Cable Inc. ("Cogeco Cable" or the "Corporation")
5 Place Ville-Marie
Suite 1700
Montreal, Quebec, H3B 0B3

2. Date of Material Change:

July 18, 2012.

3. News Release:

The Corporation issued a news release indicating the material change described below on July 18, 2012 at Montréal, Québec through the news wire services of MarketWire and subsequently filed on SEDAR. The Corporation also filed an investor presentation relating the acquisition on SEDAR on July 18, 2012.

4. Summary of Material Change:

On July 18, 2012, the Corporation announced that it had entered into a definitive agreement to acquire all of the shares of Atlantic Broadband ("Atlantic Broadband"). The transaction is valued at US\$1.36 billion (including the assumption of Atlantic Broadband's debt), subject to certain closing adjustments.

Cogeco Cable intends to finance the transaction through a combination of cash on hand, a draw-down on its existing revolving term facility of approximately US\$550 million and US\$660 million of borrowings under committed non-recourse debt financing at Atlantic Broadband.

5. Full Description of Material Change:

On July 18, 2012, the Corporation announced that it had entered into a definitive agreement to acquire all of the shares of Atlantic Broadband ("Atlantic"), an independent cable system operator serving approximately 252,000 basic video customers providing analog and digital video, as well as high speed internet (HSI) and telephony services. Atlantic Broadband was formed in 2003 and is the 14th largest cable television system operator in the United States. Atlantic Broadband operates cable systems in Pennsylvania, Florida, Maryland, Delaware and South Carolina. Following completion of the acquisition, Cogeco Cable is expected to serve more than 1.1 million basic video customers across Canada and the United States.

The transaction is valued at US\$1.36 billion (including the assumption of Atlantic Broadband's debt), subject to certain closing adjustments.

The transaction is subject to usual closing conditions, including Hart-Scott-Rodino approval (anti-trust), federal (FCC), state and local regulatory approvals and other customary conditions. Cogeco Cable expects the transaction to close before the end of the 2012 calendar year.

Cogeco Cable intends to finance the transaction through a combination of cash on hand, a draw-down on its existing revolving term facility of approximately US\$550 million and US\$660 million of borrowings under committed non-recourse debt financing at Atlantic Broadband. The pro-forma consolidated debt to EBITDA level of Cogeco Cable is expected to be 3.1 times at closing.

6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer:

Inquiries in respect of the material change referred to herein may be made to:

Pierre Gagné
Senior Vice President and Chief Financial Officer
Cogeco Cable Inc.
Tel: (514) 764-4700

9. Date of Report:

July 18, 2012.