FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Alimentation Couche-Tard Inc.
1600 St-Martin Blvd. East
Tower B, Suite 200
Laval, Quebec H7G 4S7

Item 2 Date of Material Change

August 4, 2009

Item 3 News Release

The material change was disclosed in a press release dated August 4, 2009 issued by Alimentation Couche-Tard Inc. and was disseminated via CNW and filed on SEDAR and EDGAR.

Item 4 Summary of Material Change

Alimentation Couche-Tard Inc. announced that The Toronto Stock Exchange has approved its share repurchase program.

Item 5 Full Description of Material Change

Alimentation Couche-Tard Inc. announced that The Toronto Stock Exchange has approved its share repurchase program (the "program"), authorizing the Company to repurchase up to 2,685,370 Class A multiple voting shares (representing 5 % of the 53,707,412 Class A multiple voting shares issued and outstanding) and 12,857,284 Class B subordinate voting shares (representing 10 % of the 128,572,846 Class B subordinate voting shares of the public float) as at July 24, 2009. The net average daily trading volume for the 6-month period preceding July 24, 2009 represents 896 Class A multiple voting shares and 430,871 Class B subordinate voting share. In accordance with the Toronto Stock Exchange requirements, a maximum daily repurchase of the greater of 25% of these averages or 1,000 shares may be made, which represent a total of 1,000 Class A multiple voting shares and a total of 107,717 Class B subordinate voting shares. By making such repurchases, the number of Class A multiple voting shares and of Class B subordinate voting shares in circulation will be reduced and the proportionate interest of all remaining shareholders in the share capital of the Company will be increased on a pro rata basis.

The Company may repurchase Class A multiple voting shares and Class B subordinate voting shares on the open market through the facilities of The Toronto Stock Exchange, from time to time, over the course of twelve months commencing August 10, 2009 and ending at the latest on August 9, 2010. All shares repurchased under the share repurchase program will be cancelled upon their repurchase. In connection with the program, the Company has established an automatic securities purchase plan to provide standard instructions regarding how the Company's shares are to be repurchased under the program. Accordingly, the Company may repurchase its shares under the automatic plan on any trading day during the program including during self-imposed trading blackout periods. The automatic plan will commence and should terminate together with the program. It constitutes an “automatic plan” for purposes of applicable Canadian securities legislation and has been approved by The Toronto Stock Exchange.

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 inquiry with respect to the transactions described herein should be made to:

Raymond Paré
Vice-President and Chief Financial Officer
Tel.: (450) 662-6632

And any inquiry with respect to this material change report should be made to Sylvain Aubry, Senior Director, Legal Affairs and Corporate Secretary using the telephone number indicated above.

Item 9 Date of Report

August 4, 2009