

Material Change Report Under Form 51-102F3

Item #1 : Name and address of the Company

Goodfellow Inc.
255 Goodfellow Street
Delson, Québec J5B 1V5

Item #2 : Date of Material Change

April 9, 2008

Item #3 : News release

The attached press release reporting the material change described in this report was issued by Goodfellow, through CCN Matthews, on April 9, 2008 in Montréal, Québec.

Item #4 : Summary of Material Change

The Board of Directors of Goodfellow Inc. announced the retirement of Mr. Peter RD MacKell Q.C. at his request for personal reasons, as Secretary, Chairman of the Audit committee, member of the Compensation committee and as Director of the Company.

Item #5 : Full description of Material Change

The Board of Directors of Goodfellow Inc. announced the retirement of Mr. Peter RD MacKell Q.C. at his request for personal reasons, as Secretary, Chairman of the Audit committee, member of the Compensation committee and as Director of the Company.

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

Not applicable.

Item #7 : Omitted Information

No significant facts have been omitted from this report.

Item #8 : Executive Officer

For further information, please contact M. Pierre Lemoine, chief financial officer at 450-635-6511

Item #9 : Date of report

April 9, 2008

GOODFELLOW INC.

PRESS RELEASE

For immediate release

**THE BOARD OF DIRECTORS OF GOODFELLOW INC. ANNOUNCES
NOMINATIONS**

Delson, Quebec, April 9th, 2008

The Board of Directors of Goodfellow Inc. (“The Board”) (TSX: GDL) announces today the retirement of Mr. Peter RD MacKell Q.C. at his request for personal reasons, as Secretary, Chairman of the Audit committee, member of the Compensation committee and as Director of the Company. The Company wishes to express their gratitude for his over 38 years of service to the Company.

Effective immediately, the Board appointed in his replacement, Mr. G. Douglas Goodfellow as Secretary, Mr. Claude Garcia as chairman of the Audit committee and Mr. Andre Julien as member of the Compensation committee.

Goodfellow Inc. is one of Eastern Canada’s largest independent re-manufacturer and distributor of lumber products and the largest distributor of hardwood flooring products in Canada.

Information: Mr. Richard Goodfellow
President
Goodfellow Inc.
(450) 635-6511