

**MATERIAL CHANGE REPORT
FORM 51-102F3**

Item 1 Name and Address of the Reporting Issuer

Goodfellow Inc. (the “Corporation” or “Goodfellow”)
225 Goodfellow
Delson, Québec J5B 1V5

Item 2 Date of Material Change

February 19, 2021.

Item 3 News Release

A press release describing the material change were issued on February 19, 2021. A copy of the press release is also available on SEDAR at www.sedar.com under the Corporation’s profile.

Item 4 Summary of Material Change

February 19, 2021, the Corporation announced that its Board of directors declared a dividend of \$0.30 per share, payable on March 19, 2021, to shareholders of record at the close of business on March 5, 2021.

This dividend is designated as an eligible dividend under the *Income Tax Act* (Canada). The declaration, timing, amount and payment of future dividends remain at the discretion of the Board of Directors.

Item 5 Full Description of Material Change

See Item 4 above for the full description.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

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

Charles Brisebois
Chief Financial Officer
Tel.: (450) 635-6511

Item 9 Date of Report

February 19, 2021.