

**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

April 14, 2021.

Item 3 News Release

A press release describing the material change was issued on April 15, 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

On April 15, 2021, the Company announced that Mr. Claude Garcia has informed the Board that he is retiring effective April 14, 2021 and will not be seeking re-election at the next annual meeting of shareholders. His retirement follows his decision to step down as Chairman of the Board last Fall to slow down his business activities.

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

April 19, 2021.