Material Change Report
(Form 51-102F3)

Item 1 Name and Address of Corporation

ADF Group Inc. (the « Corporation »)
300, Henry-Bessemer
Terrebonne (Québec) J6Y 1T3

Item 2 Date of Material Change

April 13, 2011.

Item 3 News Release

A press release was disseminated through CNW on April 14, 2011.

Item 4 Summary of Material Change

ADF Group Inc. has implemented a semi-annual dividend payment policy and has declared a first semi-annual dividend of $0.01 per share.

Item 5 Full Description of Material Change

On April 13, 2011, in recognition of the steadfast confidence of ADF Group's shareholders over the years, and considering the liquidities generated by the Corporation, the Board of Directors approved the implementation of a semi-annual dividend payment policy. Consequently, on April 13, 2011, ADF Group declared a first semi-annual dividend of $0.01 per share, which will be paid on May 16, 2011 to shareholders of record as at April 29, 2011.

Item 6 Confidential Report

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Jean-François Boursier, Chief Financial Officer, (450) 965-1911.

Item 9 Date of Report

April 18, 2011.