

MATERIAL CHANGE REPORT (Form 51-102F3)

PURSUANT TO:

OSC – National Instrument 51-102

1. REPORTING ISSUER

St. Lawrence Cement Group Inc. (or the “Corporation”)

St. Lawrence Cement Group Inc., 1945, Graham Blvd., Montréal, Québec, H3R 1H1

2. DATE OF THE MATERIAL CHANGE

December 1, 2006

3. PRESS RELEASE

A press release disclosing the material change was issued by the Corporation on December 1, 2006 through CCN Newswire. A copy of the press release is attached hereto as Appendix A.

4. SUMMARY OF THE MATERIAL CHANGE

Following the decision rendered by the Québec Court of Appeal, St. Lawrence Cement will seek leave to appeal to the Supreme Court of Canada regarding the Beauport Class Action.

5. FULL DESCRIPTION OF THE MATERIAL CHANGE

St. Lawrence Cement Group announced on December 1, 2006 that it will apply to the Supreme Court of Canada for leave to appeal the judgment rendered on October 31, 2006 by the Quebec Court of Appeal regarding the Beauport Class Action Suit.

The decision rendered by the Québec Court of Appeal partially upheld its challenge of the May 2003 Superior Court judgment in the class action filed by residents and property owners of Beauport, Québec. The plaintiffs alleged having suffered undue inconveniences and loss of property value from the operations of the St. Lawrence Cement plant in this municipality from 1991 to 1997.

The Company was pleased that the Court of Appeal granted its appeal in part and that it reversed the legal foundation for the judgment of the Superior Court, namely that there would exist under Quebec civil law a no fault regime of liability for the inconveniences caused to neighbors.

However, since the Company was using state-of-the art pollution control equipment and consistently complied with regulatory emission standards, the Company deplored the ruling of the Court of Appeal that, under the particular circumstances of the case, one should infer from the reported dust fallouts, that the Company's equipment was probably not maintained in optimal operating conditions at all times. According to the judgment, this would constitute a fault which would make the Company responsible for the inconveniences of its neighbors.

Regarding compensation to the plaintiffs, the Court of Appeal reduced by at least 20% the sums awarded by the Superior Court as it did not find any fault by the Company in respect to noise complaints, and that the Company could not be liable for some of the dust fallouts.

The Company believes that the judgment of the Court of Appeal is flawed in several respects and that it raises legal issues of great importance in relation to class actions and industrial operations in Quebec and throughout Canada. In the Company's view, the Supreme Court's guidance is required on these issues.

Whilst the Company believes that it has reasonable grounds to appeal to the Supreme Court of Canada, St. Lawrence Cement wishes to be prudent and consistent with what has been previously communicated in its 2005 annual report. The Company will therefore record a pre-tax provision of \$13.8 million in its fourth quarter.

6. RELIANCE ON CONFIDENTIALITY SECTION OF THE ACT

This report is not being filed on a confidential basis.

7. OMITTED INFORMATION

None

8. STATEMENT OF SENIOR OFFICER

Further information regarding the matters described in this report may be obtained from Mr. Dean Bergmame, Vice-president and Chief Financial Officer who is knowledgeable about the details of the material change and may be contacted at (514) 340-1555 extension 223.

The foregoing accurately discloses the material change referred to herein.

DATED at Town of Mount-Royal, this 8th day of December 2006.

ST. LAWRENCE CEMENT INC.

Per: (signed) Dean Bergmame
Dean Bergmame
Vice-president and Chief Financial Officer

APPENDIX A – Press Release



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Traded TSX Symbol: ST.A

Date:
December 1, 2006

For release
IMMEDIATE

Contact:
Nicole Jarry, Director,
Corporate Communications
(514) 340-1555, ext. 206

ST. LAWRENCE CEMENT WILL SEEK LEAVE TO APPEAL TO THE SUPREME COURT OF CANADA REGARDING THE BEAUPORT CLASS ACTION

St. Lawrence Cement Group announced today that it will apply to the Supreme Court of Canada for leave to appeal the judgment rendered on October 31, 2006 by the Quebec Court of Appeal regarding the Beauport Class Action Suit.

The Court of Appeal held that St. Lawrence Cement was liable for damages in the context of a class action brought in relation to the company's operations at its Beauport plant from 1991 to 1997. The Company believes that the judgment of the Court of Appeal is flawed in several respects and that it raises legal issues of great importance in relation to class actions and industrial operations in Quebec and throughout Canada. In the Company's view, the Supreme Court's guidance is required on these issues.

Whilst the Company believes that it has reasonable grounds to appeal to the Supreme Court of Canada, St. Lawrence Cement wishes to be prudent and consistent with what has been previously communicated in its 2005 annual report. The Company will therefore record a pre-tax provision of \$13.8 million in its fourth quarter.

St. Lawrence Cement Group is a leading producer and supplier of products and services for the construction industry, namely cement, concrete, aggregates and construction. The company operates in Canada and on the eastern seaboard of the United States, and employs a total of 3,200 people.