

COLABOR GROUP INC.
FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and address of Company

Colabor Group Inc. (“**Colabor**”)
1620, De Montarville Boulevard
Boucherville (Québec)
J4B 8P4

2. Date of Material Change

March 22, 2011

3. News Release

A joint press release reporting the material change was issued by Colabor in Boucherville QC and The SKOR Food Group Inc. (“**SKOR**”) in Vaughan ON on March 22, 2011 through the services of CNW Group Inc. A copy of the press release is attached as Schedule “A” hereto.

4. Summary of Material Change

Colabor Group Inc. (“**Colabor**”) and SKOR announced on March 22, 2011 that they have entered into a support agreement dated March 22, 2011 (the “**Support Agreement**”) pursuant to which Colabor has agreed to make an offer (the “**Offer**”), by way of a take-over bid, to acquire all of the issued and outstanding common shares of SKOR for \$1.33 in cash per share, including common shares issued pursuant to the exercise of outstanding options of SKOR, which represents a premium of 89% over the 30-day volume-weighted average trading price of the shares. The Offer represents a total purchase price of \$35.6 million, before taking into consideration SKOR’s net cash on hand.

SKOR’s Board of Directors has agreed to unanimously recommend that SKOR shareholders tender their shares to the Offer, based in part on an opinion from its financial advisor that the consideration to be received by SKOR shareholders under the Offer is fair, from a financial point of view. SKOR’s two principal shareholders, together controlling approximately 60% of the common shares outstanding, have entered into an agreement with Colabor pursuant to which they have agreed to irrevocably tender their SKOR shares to the Offer.

Completion of the Offer is subject to certain customary conditions, including, among other things, the tendering by the holders of at least 66 $\frac{2}{3}$ % of the outstanding SKOR shares and normal course regulatory approvals. Further, the Support Agreement contains customary fiduciary out and right to match clauses as well as a break fee. The Offer will expire on or about May 9, 2011. Colabor’s takeover bid circular, which contains all the terms of the Offer, and SKOR’s directors’ circular, are expected to be mailed to SKOR’s shareholders on or about March 30, 2011. A copy of such circulars will also be available on SEDAR, at www.sedar.com.

5. Full Description of Material Change.

For a full description of the material change, please refer to the press release attached as Schedule "A" hereto.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

None.

8. Executive Officer

Gilles C. Lachance
President and Chief Executive Officer
(450) 449-0026 ext. 265

9. Date of report

March 28, 2011

SCHEDULE "A"

Press release dated March 22, 2011



Joint News Release

March 22, 2011

COLABOR TO FURTHER EXPAND ITS PRESENCE IN ONTARIO WITH TAKE-OVER BID FOR THE SKOR FOOD GROUP

BOUCHERVILLE, QC AND VAUGHAN, ON – Colabor Group Inc. (TSX: GCL) ("Colabor" or the "Company") and The SKOR Food Group Inc. (TSXV:SKF) ("SKOR") announced today that they have entered into a support agreement dated March 22, 2011 (the "Support Agreement") pursuant to which Colabor has agreed to make an offer (the "Offer"), by way of a take-over bid, to acquire all of the issued and outstanding common shares of SKOR for \$1.33 in cash per share, including common shares issued pursuant to the exercise of outstanding options of SKOR.

SKOR's Board of Directors has agreed to unanimously recommend that SKOR shareholders tender their shares to the Offer. SKOR's two principal shareholders, together controlling approximately 60% of the common shares outstanding, have entered into an agreement with Colabor pursuant to which they have agreed to irrevocably tender their SKOR shares to the Offer.

As outlined in the Support Agreement, Colabor has agreed to make an offer to purchase all of the issued and outstanding common shares of SKOR at a price of \$1.33 per share, payable in cash, which represents a premium of 89% over the 30-day volume-weighted average trading price of the shares. The offer represents a total purchase price of \$35.6 million, before taking into consideration SKOR's net cash on hand.

"The combination of SKOR's market and operating strengths with ours represents an extremely attractive opportunity for Colabor to expand its product offering, customer base and footprint in Ontario" said Gilles C. Lachance, President and Chief Executive Officer of Colabor. "This transaction adds critical mass within our core market, presents significant synergistic opportunities and positions Colabor to take advantage of future market consolidation. The transaction is expected to be immediately accretive to net earnings before accounting for synergies."

"We are thrilled to be joining with one of Canada's leading food distribution companies. Colabor and SKOR share a very similar culture and values. Combining the expertise of both companies will allow us to increase our scale to further penetrate the market and bring SKOR to the next level," said Vince Capobianco, President and Chief Executive Officer of SKOR.

SKOR's Board of Directors has unanimously recommended that SKOR shareholders tender their shares under the Offer, based in part on an opinion from its financial advisor that the consideration to be received by SKOR shareholders under the Offer is fair, from a financial point of view.

Completion of the Offer is subject to certain customary conditions, including, among other things, the tendering by the holders of at least 66^{2/3}% of the outstanding SKOR shares and normal course regulatory approvals. Further, the Support Agreement contains customary fiduciary out and right to match clauses as well as a break fee. The Offer will expire on May 5, 2011. Colabor's takeover bid circular, which contains all the terms of the Offer, and SKOR's directors' circular, are expected to be mailed to SKOR's shareholders on or about March 30, 2011. A copy of such circulars will also be available on SEDAR, at www.sedar.com.

National Bank Financial Inc. acted as financial advisor and McCarthy Tétrault LLP is acting as legal advisor to Colabor. Cassels Brock & Blackwell LLP is acting as legal advisor to SKOR.

ABOUT COLABOR

Colabor is a wholesaler and distributor of food and non-food products serving the retail market (grocery stores, convenience stores, etc.) and the foodservice market (cafeterias, restaurants, hotels, restaurant chains, etc.), in Quebec, Ontario and the Atlantic provinces.

ABOUT SKOR

Headquartered in Vaughan, Ontario, SKOR is a vertically integrated full service wholesale food supplier to the food service and retail industries. Through its three operating divisions, SKOR Foodservice, SKOR Wholesale Marketplace, and SKOR Culinary Concepts, SKOR services a wide range of multi location food service establishments, quick service restaurant chains, day care facilities, government institutions, independent food service operators, independent grocery stores as well as vending operators and convenience stores in Ontario and Quebec. For the twelve month period ending November 30, 2010, SKOR recorded \$139.5 million in sales and \$4.5 million in EBITDA. It employs approximately 200 people in its 200,000 square feet warehouse located in Vaughan, its six "cash & carry" locations and its four other facilities principally located in Southern Ontario.

FORWARD-LOOKING STATEMENTS

This release may contain forward-looking statements reflecting Colabor's opinions or current expectations concerning Colabor's and SKOR's business operations and future events. These statements are subject to risks, uncertainties and assumptions. Actual results or events may differ.

Further information can be found in the disclosure documents to be filed by Colabor with the securities regulatory authorities, available at www.sedar.com.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

For further information, please contact:

Colabor Group Inc.

Gilles C. Lachance

President and Chief Executive Officer
Tel. 450-449-0026 ext. 265
Fax 450-449-6180
glachance@colabor.com

Michel Loignon, CA

Vice-President and Chief Financial Officer
Tel. 450-449-0026 ext. 235
Fax 450-449-6180
mloignon@colabor.com

The Skor Food Group Inc.

Vince Capobianco

President and Chief Executive Officer
Tel. 905-660-1212 ext. 234
vincec@skorfoodgroup.com

MaisonBrison Inc.

Martin Goulet, CFA

Senior Vice-President, Investor Relations
Tel. 514-731-0000 ext. 229
Fax 514-731-4525
martin@maisonbrison.com