

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**1. Name and Address of Reporting Issuer**

Park Lawn Corporation  
57 Linelle Street  
Toronto, Ontario  
M2N 2J4

And

Park Lawn Income Trust  
57 Linelle Street  
Toronto, Ontario  
M2N 2J4

**2. Date of Material Change**

December 31, 2010

**3. News Release**

A news release was issued and disseminated on January 4, 2010 through Marketwire and subsequently filed on the System for Electronic Document Analysis and Retrieval (SEDAR). A copy of the news release is attached hereto as Schedule "A".

**4. Summary of Material Change**

Park Lawn Corporation ("Park Lawn") and Park Lawn Income Trust (the "Fund") completed the previously announced plan of arrangement resulting in the conversion of the Fund from an income trust to a corporation. Pursuant to the plan of arrangement, holders of trust units of the Fund received one common share of Park Lawn for each trust unit held.

**5. Full Description of Material Change:**

Park Lawn Corporation (“Park Lawn”) and Park Lawn Income Trust (the “Fund”) completed the previously announced plan of arrangement resulting in the conversion of the Fund from an income trust to a corporation. Pursuant to the plan of arrangement, holders of trust units of the Fund received one common share of Park Lawn for each trust unit held effective as of 11:59 p.m. on December 31, 2010. As a result of the conversion, the Fund became wholly-owned by Park Lawn and the unitholders of the Fund became shareholders of Park Lawn. Park Lawn has taken steps to dissolve the Fund and transfer its assets to Park Lawn.

Park Lawn’s common shares are listed for trading on the TSX Venture Exchange under the symbol “PLC” on the commencement of trading on January 4, 2011 at which time the trust units of the Fund were delisted.

Please see Schedule “A” attached hereto for additional details on the business of Park Lawn.

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

Not applicable

**7. Omitted Information**

None

**8. Executive Officer**

For further information, please contact:

Mr. Frank Mills  
(416) 231-1462

**9. Date of Report**

January 4, 2011



## Schedule "A"

### **PARK LAWN CORPORATION**

57 Linelle Street, Toronto, Ontario M2N 2J4 Tel: (416) 231-1462 Fax: (416) 233-8155

#### **For Immediate Release**

#### **Park Lawn Income Trust Completes Conversion to a Corporation**

**Toronto, Ontario – January 4, 2011:** Park Lawn Corporation ("Park Lawn") (TSX-V: PLC) and Park Lawn Income Trust (the "Fund") announces the closing of the previously announced plan of arrangement resulting in the conversion of the Fund from an income trust to a corporation. Pursuant to the Plan of Arrangement, holders of trust units of the Fund received one common share of Park Lawn for each trust unit held.

Park Lawn's common shares are expected to commence trading today on the TSX Venture Exchange under the symbol "PLC", at which time the trust units of the Fund will be delisted.

Park Lawn will continue the business that the Fund carried on before the conversion. Park Lawn, through its subsidiaries, Park Lawn Limited Partnership and Park Lawn Management Services Inc. is the owner and operator of six cemeteries in the Greater Toronto Area. The six cemeteries are: Park Lawn Cemetery, Riverside Cemetery & Crematorium, Sanctuary Park Cemetery, Westminster Cemetery, Crematorium & Mausoleum, Forest Lawn Crematorium & Mausoleum, and Hillcrest Cemetery. The cemeteries have been in existence and in operation since 1892. The cemeteries and crematoria offer products and services associated with cremation, burial rights and services. In addition, Park Lawn, through its subsidiaries, is a 50% owner of Bloorpark Developments Inc., an entity established for the development of the Kingsway Condominium project on Bloor Street West.

Neither 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 contact:

Park Lawn Corporation  
Frank Mills, Chief Executive Officer  
Telephone No.: 416-231-1462