**MATERIAL CHANGE REPORT**

**FORM 51-102F3**

**Item 1 – Name and Address of Company**

Intercable ICH Inc. ("**ICH**")
1 Place Ville Marie
Suite 4000
Montréal, Québec H3B 4M4

**Item 2 - Date of Material Change**

April 4, 2007.

**Item 3 - News Release**

A news release was issued on April 4, 2007. A copy of the news release is attached hereto.

The news release was distributed through CCNMatthews and filed through SEDAR with the securities regulatory authorities of Alberta, British Columbia, Ontario and Québec.

**Item 4 - Summary of Material Change**

ICH announced the closing of its initial public offering ("**IPO**") and the commencement of trading of its common shares on the TSX Venture Exchange under the symbol "ICH". ICH has issued 21,000,000 units at a price of $1.00 per unit ("**Unit**"), for gross proceeds of $21,000,000. Each Unit consisting of one common share of ICH and one common share purchase warrant ("**Warrant**"). Each Warrant entitles its holder to purchase one common share of ICH at a price of $1.25 at any time during the period of 18 months following the closing of the IPO and thereafter at a price of $1.50 at any time during an additional period of 18 months.

**Item 5 - Full Description of Material Change**

Please see attached news release.

**Item 6 – Reliance on subsection 7.1 (2) or (3) of National Instrument 51-102 (or Regulation 51-102 in Québec)**

N/A

**Item 7 - Omitted Information**

N/A

**Item 8 - Executive Officer**

Guy Laflamme
President and Chief Executive Officer
Tel: 450-582-7953
guylaflamme@videotron.ca

**Item 9 - Date of Report**

April 13, 2007.

**INTERCABLE ICH INC.**

**CLOSING OF THE INITIAL PUBLIC OFFERING AND COMMENCEMENT OF TRADING ON THE TSX VENTURE EXCHANGE**

Montreal, April 4, 2007. **Intercable ICH Inc.** (**Intercable**) is pleased to announce the closing of its initial public offering (**IPO**) and the commencement of trading of its common shares on the **TSX Venture Exchange** under the symbol **ICH**.

In connection with its IPO, Intercable has issued 21,000,000 units at a price of $1.00 per unit (the **Units**), for gross proceeds of $21 million. Each Unit consists of one common share of Intercable (each a **Common Share**) and one warrant of Intercable (each a **Warrant**). Each Warrant will entitle the holder to purchase one Common Share at a price of $1.25 at any time during the period of 18 months following the date hereof and thereafter at a price of $1.50 at any time during an additional period of 18 months. In addition, Intercable has granted the agents an option to purchase an additional 3,150,000 Units at the same price to cover the over allotments, if any.

Desjardins Securities Inc. and Dundee Securities Corporation acted as agent for the distribution. Desjardins Securities Inc., Dundee Securities Corporation and other sub-agents received a cash commission of $1,567,500 and 1,837,500 broker warrants. Each broker warrant will entitle the holder to purchase one Common Share at a price of $1.25 at any time during the period of 18 months following the date hereof and thereafter at a price of $1.50 at any time during an additional period of 18 months.

## About Intercable ICH Inc.

Intercable is a Canadian telecommunications company that seeks broadband telecommunications opportunities in the international market. Intercable's business strategy is to focus on underserved telecommunications and cable markets by building and operating its own broadband networks using state-of-the-art technology capable of offering cable television, high-speed Internet and telephony services, at a low cost and with high service quality. Intercable targets markets with i) limited or no cable service; ii) feasibility of aerial cable construction; and iii) stable political environments. The management of Intercable believes that Reunion Island currently represents the most significant growth opportunity.

For further information, please consult the website of Intercable at www.intercable.ca or contact:

Guy Laflamme
President and Chief Executive Officer
Tel: 450-641-0775
**guylaflamme@videotron.ca.**

*The TSX Venture Exchange has not reviewed this release and therefore does not accept responsibility for its adequacy or accuracy.*

*This press release may contain forward-looking statements that are subject to known and unknown risks and uncertainties that could cause actual results to vary materially from targeted results. Such risks and uncertainties include those described in Intercable's prospectus dated March 23, 2007or in the filings made by Intercable from time to time with securities regulators. Intercable undertakes no obligation to publicly release the result of any revision of these forward-looking statements to reflect events or circumstances after the date they are made or to reflect the occurrence of unanticipated events.*