

**MATERIAL CHANGE REPORT
FORM 51-102F3**

- Item 1** **Name and Address of the Reporting Issuer**
- Goodfellow Inc.** (the “Corporation” or “Goodfellow”)
 225 Goodfellow
 Delson, Québec J5B 1V5
- Item 2** **Date of Material Change**
- October 21, 2021.
- Item 3** **News Release**
- A press release describing the material change were issued on October 21, 2021.
 A copy of the press release is also available on SEDAR at www.sedar.com under
 the Corporation’s profile.
- Item 4** **Summary of Material Change**
- October 21, 2021, the Corporation announced that its Board of directors declared
 a dividend of \$0.30 per share, payable on November 19, 2021, to shareholders of
 record at the close of business on November 5, 2021.
- This dividend is designated as an eligible dividend under the *Income Tax Act*
 (Canada). The declaration, timing, amount and payment of future dividends
 remain at the discretion of the Board of Directors.
- Item 5** **Full Description of Material Change**
- See Item 4 above for the full description.
- Item 6** **Reliance on subsection 7.1(2) of Regulation 51-102**
- Not applicable.
- Item 7** **Omitted Information**
- Not applicable.
- Item 8** **Executive Officer**
- Inquiries in respect of the material change referred to herein may be made to:
- Charles Brisebois
 Chief Financial Officer
 Tel.: (450) 635-6511
- Item 9** **Date of Report**
- October 21, 2021.