

# FORM 10

## MATERIAL CHANGE REPORT

Pursuant to section 64 of the Securities Act, 2012 and by-law 50 of the Securities (General)  
By-Laws, 2013

1. NAME OR REPORTING ISSUER

Name of Reporting Issuer
GraceKennedy Limited

2. DATE OF MATERIAL CHANGE

Date of material change
July 18, 2014

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
<ol style="list-style-type: none"><li>1. Acquisition by GraceKennedy Limited, through its subsidiary GraceKennedy Foods (USA) LLC, of the assets of New Jersey, USA based company, La Fe Foods Inc. for a price of US\$26M.</li><li>2. Senior management changes in the GraceKennedy Foods Division.<ol style="list-style-type: none"><li>2.1 Mr. Michael Ranglin - appointed President &amp; CEO of GraceKennedy Foods (USA) LLC</li><li>2.2 Mr. Ryan, Deputy CEO of GK Foods - assumes oversight for Grace Foods and Services and Manufacturing.</li><li>2.3 Mrs. Andrea Coy, Senior General Manager, Global Category Management - given oversight responsibility for the Hi-Lo Supermarket chain and World Brands.</li></ol></li></ol>

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4. DETAILS OF PUBLICATION OF MATERIAL CHANGE

	YES	NO
Will you be seeking an exemption from publishing a notice in accordance with section 64(2) of the Securities Act 2012?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

If "No"

Proposed Date of Publication of Notice (dd/mmm/yyyy)	21/July/2014
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If "Yes"

State the reasons for applying for the exemption

5. DETAILS OF SENIOR OFFICER

Name (First name, Last name)	Karen Chin Quee Akin
Position in Organization	Chief Corporate Secretary/Snr. Legal Counsel
Business Address	73 Harbour Street, Kingston, Jamaica, W.I.
Work Phone (1-xxx-xxx-xxxx)	1-876-932-3306
Fax Phone(1-xxx-xxx-xxxx)	1-876-922-3664
Email Address	Karen.chinqueeakin@gkco.com

6. DATE, CERTIFICATION AND SIGNATURE

I hereby certify that the statement and information contained in this form and any attachment hereto are true and correct to the best of my knowledge and belief and submitted in compliance with the provisions of the Securities Act, 2012. I understand that any misrepresentation, falsification or material omission of information on this application may result in a breach of the Securities Act, 2012.

<u>KAREN CHIN QUEE AKIN</u>	<u><i>Karen Quee Akin</i></u>	<u>CHIEF CORP. SECY./ SNR. LEGAL COUNSEL</u>	<u>SEPTEMBER 12, 2014</u>
<b>Print Name</b>	<b>Signature</b>	<b>Position</b>	<b>Date</b>
			(RE-SUBMITTED)

**FOR OFFICIAL USE ONLY**

Tool	ID Information
Registrant's Number	
Director's Number	
Document / Record Number	
Record's Management Date Received (dd/mm/yyyy)	

Approved By : \_\_\_\_\_ Date (DD/MM/YYYY) \_\_\_\_\_