

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 27, 2014

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
<p>Mr. G. Raymond Chang, died on Sunday, July 27, 2014 in Canada. Mr. Chang was a member of the Boards of GraceKennedy Limited, GraceKennedy Financial Group Limited, First Global Holdings Limited and First Global Bank Limited. He was also a member of GraceKennedy's Corporate Governance and Audit Committees and was Chair of GraceKennedy's Compensation Sub- Committee</p>

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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"/>	x

If "No"

Proposed Date of Publication of Notice (dd/mmm/yyyy)	31/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.

KAREN CHIN QUEE AKIN		CHIEF CORPORATE SECRETARY/SNR. LEGAL COUNSEL	JULY 30, 2014
Print Name	Signature	Position	Date

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) _____