

the Corporation (the “Board”) is not aware of any such amendment or of any other business which may be brought before the Meeting, other than those matters specified in the Notice of Meeting.

Notice to Non-Registered Beneficial Owners

There are two ways in which non-registered shareholders may cast the votes attaching to shares held by their nominees. Securities regulations and legislation, specifically *National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer*, require that the nominee of a non-registered shareholder obtain the shareholder’s voting instructions prior to the Meeting. Non-registered shareholders will receive (or will have received) a request for voting instructions or a proxy form from their nominee prior to the Meeting in consideration of the number of shares they hold. The voting instructions or proxy forms provided by their nominees will provide instructions on how to sign and submit these documents; non-registered shareholders must read and follow these instructions carefully to make sure that the voting rights attaching to their shares are properly cast at the Meeting.

Non-registered shareholders who wish to have the votes attaching to their shares cast on their behalf must follow the voting instructions provided by their nominee.

Non-registered shareholders who wish to cast the votes attaching to their shares in person at the Meeting must enter their own name in the space provided to that end on the voting instruction request or proxy form, whichever the case may be, to appoint themselves as proxy, and then follow the instructions on how to sign and submit the document provided by their nominee. Non-registered shareholders who appoint themselves as proxy must report to the representative of the Corporation’s transfer agent, Computershare Trust Company of Canada, at the Meeting. Non-registered shareholders should leave the other sections of the form sent to them by their nominee blank, as their votes will be cast and counted at the Meeting.

Voting Shares and Principal Holders Thereof

The Corporation is authorized to issue an unlimited number of common shares (“Shares”) without nominal or par value, each comprising a right to vote. As of the date of this Proxy Circular, there were 1,910,597 Shares issued and outstanding. The Corporation has fixed the close of business on April 21, 2011 as the reference date for the purpose of determining those shareholders entitled to vote at the Meeting or any adjournment thereof.

As at this date, to the Corporation directors’ and officers’ knowledge, no person or company holds more than 10% of the outstanding Shares of the Corporation except:

Name of shareholder	Number of common shares	Percentage of common shares
William Scott Leckie ⁽¹⁾	330,455	17.30%
Investissements Elmag inc.	380,000	19.89%

⁽¹⁾ Held directly and/or where control is exercised

MATTERS ON THE AGENDA

Management Discussion & Analysis and Financial Statements

The Management Discussion & Analysis (“MD&A”), as well as the financial statements and independent auditor’s report pertaining thereto, for the year ended January 29, 2011, which are included in the Corporation’s 2010 annual report, will be placed before the shareholders at the Meeting; a vote is neither required nor planned in this respect.

Election of Directors

Under the articles of the Corporation, the Board must consist of a minimum of three and a maximum of eleven directors. At the date of the present, the Board is composed of four directors. **Unless otherwise specified, the persons appointed in the enclosed form of proxy intend to vote FOR the election of the nominees whose names appear hereafter.** Management has no reason to believe that any of the nominees will be unable to serve as a director but, if such should be the case for any reason whatsoever prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee at their discretion.

The mandate of the following directors will end at the Meeting: Mrs. Nathalie Carrier, Mrs. H  l  ne F. Fortin, Mr. Joe Marsilii, and Mr. Paul Delage Roberge.

Following their election, each director will remain in office until the next annual meeting of the shareholders of the Corporation, or until their successor is elected or appointed, whichever is earlier.

The following table and notes provide:

- the name of each person proposed for election as a director,
- their place of residence,
- the position each holds in relation to the Corporation,
- each nominee’s current principal occupation and the name of the organization for which they carry out this occupation,
- their number of years of service as a director of the Corporation, as well as
- the number of voting shares of the Corporation held directly or indirectly by each person as a beneficial owner, or which he or she controls or directs.

			Number of Shares Controlled or Directed	
Candidate's Name	Principal Occupation	Director Since	Common Shares	% of Common Shares
JOE MARSILII, CA ^{A)} Director Quebec, Canada	Vice-President, Investments and Finance Jolina Capital inc. (holding company)	March 1, 2007	1,200 ^{(1)*}	0.06%
<ul style="list-style-type: none"> - Independent Director - Mr. Joe Marsilii joined Jolina Capital in 2001 as Chief of Financial Services and later became Vice-President, Investments and Finance. Between 1993 and 2001, he occupied various positions with companies within Groupe Québecor. Since 1991, Mr. Marsilii is a Chartered Accountant and has worked at KPMG, a Chartered Accountancy firm. 				
PAUL DELAGE ROBERGE ^{B),C)} Director Quebec, Canada	Chairman GlobeCorp Tradings Inc.	1978	139,112 ^{(2)*}	7.28%
<ul style="list-style-type: none"> - Non independent Director. (Will become independent in August 2011) - Mr. Paul Delage Roberge, founder of the Corporation, was President and Chief Executive Officer of the Corporation until 2002 and was President and Chief Executive Officer of REZOpr Québec inc. until 2009. He is currently Chairman of GlobeCorp Tradings inc. 				
NATHALIE CARRIER ^{A),B),C)} Quebec, Canada	President NC Collections	June 11, 2010	-	-
<ul style="list-style-type: none"> - Independent Director - Mrs Nathalie Carrier is President of NC Collections since April 2010. Mrs Carrier has been more than 20 years working for Christina Amérique. Upon her departure in April 2010, she was Vice-President, Sales 				
HELENE F. FORTIN, FCA, IAS.A ^{A), B),C)} Quebec, Canada	Assurance Partner CA firm Demers Beaulne, L.L.P.	December 16, 2010	-	-
<ul style="list-style-type: none"> - Independent Director - Since 2008, Mrs. Fortin is currently an assurance partner in certification with the CA firm Demers Beaulne, L.L.P. Previously, she was assurance partner at the CA firm CGF, Chartered Accountants and GHIL (Groupe Hébert Lussier). 				
YVES SIMARD, CA Director Quebec, Canada	President and Chief Executive Officer Groupe Bikini Village inc.	-	8,000 ^{(3)*}	0.42%
<ul style="list-style-type: none"> - Non-independent Director - Mr. Yves Simard joined Groupe Bikini Village in December 2006 as President and Chief Executive Officer. Between June 2003 and December 2006, Mr.. Simard was a management consultant for Triangle Growth Management Group inc. 				

* After taking into account the 1 for 125 consolidation which took effect on September 30, 2010.

⁽¹⁾ Of this number, 800 shares are held by members of Mr. Marsilii's family.

⁽²⁾ Of this number, 138,971 shares are held by 114114 Canada Inc., an investment company controlled by Mr. Paul Delage Roberge.

⁽³⁾ Of this number, 2,050 shares are held by members of Mr Simard's family.

^(A) Member of the Audit Committee.

^(B) Member of the Corporate Governance Committee.

^(C) Member of the Human Resources Committee.

All of the directors carried out the principal occupation(s) listed beside their names over the last five years except: Mr. Paul Delage Roberge was President and Chief Executive Officer of REZOpr Québec inc. until 2009 and he is actually Chairman of GlobeCorp Tradings Inc. Until April, 2010, Mrs. Nathalie Carrier was

vice-president, Sales of Christina Amérique. Before 2008, Mrs. Hélène F. Fortin was an assurance partner with the CA firm CGF, Chartered Accountants and GHL (Groupe Hébert Lussier).

To the Corporation's knowledge, no director or officer of the Corporation or shareholder holds a sufficient number of securities of the Corporation to materially affect the control of the Corporation.

Cease Trade Orders, Bankruptcies, Fines and Sanctions

Other than as indicated below, to the Corporation's knowledge, no director whose candidacy to the position of director is proposed:

(a) is, as at the date of this circular, or has been, within 10 years before the date of the circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that,

(i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

(ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer,

(b) is, as at the date of the circular, or has been within 10 years before the date of the circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(c) has, within the 10 years before the date of the circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Paul Delage Roberge assumed his current role as director of the Corporation when, in 2003, it restructured under the *Companies' Creditors Arrangement Act*.

Attendance Record for Board Meetings

The following table sets forth the number of meetings held by the Board during the fiscal year ending January 29, 2011 and the attendance of each director at those meetings.

Number of Meetings Each Board Member Attended

Director	Board	Audit Committee	Corporate Governance and Human Resources Committee
Total meetings held within the year	8	4	3
Mardiros Ounanian ⁽¹⁾	1 of 8	-	-
Scott Leckie ⁽²⁾	7 of 8	3 of 4	1 of 3
Joe Marsilii	8 of 8	4 of 4	-
Paul Delage Roberge ⁽³⁾	7 of 8	2 of 4	2 of 3
Nathalie Carrier ⁽³⁾	3 of 8	2 of 4	2 of 3

- (1) Mr. Mardiros Ounanian resigned on March 9, 2010 from his position as director and Chairman of the Board.
- (2) Mr. Scott Leckie resigned on October 15, 2010 from his position as director and President of the corporate governance and human resources committees.
- (3) Mr. Paul Delage Roberge was exceptionally a member of the Audit Committee from April 21, 2010 until his replacement on June 11, 2010 by Mrs. Nathalie Carrier, at the Board of directors following the Annual Meeting of shareholders where she was elected as director.

Appointment of Independent Auditor

Unless otherwise specified, the persons whose names appear on the form of proxy intend to vote FOR the appointment of Samson Bélair/Deloitte & Touche s.e.n.c.r.l. as independent auditor of the Corporation and the establishment of their remuneration by the Board. The independent auditor will hold offices until the next Annual Meeting of shareholders of the Corporation or until their successors are appointed. In order to be passed, a motion respecting the appointment of independent auditor must be carried by a majority of the votes of the shareholders entitled to vote who are present or represented by proxy at the Meeting.

Samson Bélair/Deloitte & Touche s.e.n.c.r.l., Chartered Accountants, has been the independent auditor of the Corporation since 1985.

Approval of renewal of the Stock Option Plan for Common Shares

The Corporation's stock option plan (the "**Plan**") is a "rolling" plan under which a fixed percentage of the outstanding Shares, rather than a fixed maximum number of Shares, is reserved for issuance under the exercise of options. The TSX requires that every three years, all unallocated options, rights or other entitlements under the Plan be approved by a majority of the Corporation's directors and shareholders. For more information on the Plan, including the number of options that are outstanding and that remain available for issuance, see "**Stock Option Plan for Common Shares**".

The special resolution that appears below (the "**SOP Resolution**") approves the unallocated options that may be granted under the Plan. To pass, the SOP Resolution must be approved by majority vote of disinterested shareholders present or represented by proxy and having voting rights at the Meeting. Shareholders eligible for the Plan must abstain from voting on the SOP Resolution. Therefore, 148,312 Shares may not be voted on the SOP Resolution.

If the SOP Resolution is not adopted, all unallocated options, rights or other entitlements under the Plan will be cancelled and the Corporation will not be permitted to make further grants until such approval is obtained.

If the SOP Resolution is adopted, the Corporation must subsequently seek shareholder approval of the Plan no later than May 26, 2014.

Unless otherwise specified, the persons appointed in the enclosed form of proxy intend to vote FOR the SOP Resolution.

IT IS RESOLVED TO:

APPROVE all unallocated options, rights or other entitlements currently existing under the Corporation's stock option plan (the "**Plan**"), this approval being valid until the later of May 26, 2014 and the latest date on which any subsequent approval of the Plan may be required under the rules of the Toronto Stock Exchange;

AUTHORIZE any officer or director of the Corporation to sign and deliver any document and to do any other thing or act that he or she deems necessary or useful to give effect to this resolution;

Other Matters Coming Before the Meeting

The management of the Corporation knows of no matters to come before the Meeting other than those referred to in the notice of Meeting. Should other matters unknown at this time come before the Meeting, the voting rights attached to the outstanding Shares which are conferred by the enclosed form of proxy will be exercised at the discretion of the person exercising the voting rights pertaining to such matters.

COMPENSATION DISCUSSION AND ANALYSIS

The Compensation Discussion and Analysis describes and explains the significant elements of compensation awarded to, earned by, paid to or payable to the Corporation's named executive officers, as defined in Form 51-102F6 under National Instrument 51-102 – Continuous Disclosure Obligations for Fiscal 2010. The executive compensation rules require the Corporation to provide specific disclosure on the Chief Executive Officer, the Chief Financial Officer and the three other most highly compensated executive officers of the Corporation who served as executive officers during Fiscal 2010 and whose total compensation, individually, was more than \$150,000.

Composition of the Corporate Governance Committee and the Human Resources Committee

As of April 21, 2011, the Human Resources Committee was composed of three directors, namely Mrs. Nathalie Carrier, the Committee Chair, Mrs. H  l  ne F. Fortin and Mr. Paul Delage Roberge. As of the same date, the Corporate Governance Committee was composed of three directors, namely Mrs. H  l  ne F. Fortin, the Committee Chair, Mrs. Nathalie Carrier and Mr. Paul Delage Roberge. The Board ruled that Mrs. Nathalie Carrier and Mrs. H  l  ne Fortin are independent. At this date, Mr. Paul Delage Roberge is not independent but he will be so as of August 2011.

Establishment of Remuneration

The main responsibilities of the Human Resources Committee consist of carrying out its duties to hire, evaluate, remunerate and plan the release of senior management and directors.

The remuneration policy for the Named Executive Officers of the Corporation aims to compensate them at a level that is generally comparable to compensation granted in other Canadian retail sector companies with annual revenue and geographical reach comparables. In establishing the total remuneration, the committee also takes into account the overall financial return of the Corporation as well as the efficiency of the individual in exercising his/her duties.

This policy gives significant weight to the variable payment (annual premium and long-term incentive plan) with the aim of encouraging the creation of value for shareholders, thus linking the interests of senior management with those of shareholders.

The remuneration policy includes the following elements:

- A base salary cash payment;
- An incentive cash payment;
- A long term incentive plan;

- A set of benefits offering protection in case of illness, incapacity or death, and;
- A discount policy on purchases in our stores.

The remuneration of senior management is reviewed annually to allow the Corporation to remain competitive; the compensation takes into account their responsibilities, their skills and their continued performance.

Base Salary

The base salary takes into consideration size of the Corporation, the financial and strategic impact of the position, the personal contribution of the individual, and the fairness compared to other positions within the Corporation. The base salaries are generally competitive with regards to companies of similar size and reach.

Annual Bonus

The short-term incentive plan is linked to the financial performance of the Corporation, and aims to encourage senior management to surpass the financial returns established in the annual business plan. The annual bonus is linked to the Corporation's business plan, which is established annually and which fixes financial return objectives; a target bonus is fixed as a percentage of the base salary for results deemed to meet or exceed expectations, while there is no payment if the results are below the minimum return threshold.

Long-term Incentive Plan

The long-term incentive plan aims at aligning the interests of senior management with those of the shareholders, as well as attracting and retaining key staff and enabling senior managers to participate in the long-term growth of the Corporation.

The long-term incentive plan consists of options to purchase shares of the Corporation. Options are granted at the time of hiring, upon promotion or during an annual review; the number of options granted varies according to the individual's position within senior management. Previous grants are not taken into account when considering new grants, given that they are not in-the-money.

Remuneration of the President and Chief Executive Officer

The remuneration of the President and CEO is reviewed annually by the Human Resources Committee, which presents its recommendations in this respect to the Board. The base salary of the President and CEO is based on factors related to the Canadian retail market and the committee's evaluation of the President and CEO's performance with respect to the Corporation's profitability and the progress made as far as its strategic objectives are concerned.

Approximately one third of the President and CEO's cash remuneration consists of a variable amount which is paid when his performance indicators have been achieved. As such, the President and CEO is entitled to an annual premium, the target bonus represents 30% of his base salary. To qualify for the annual premium, the President and CEO must at least deliver the minimum return threshold of 100% of the Corporation's EBITDA objective. Once this minimum threshold has been reached, the bonus is calculated according to the target bonus and the following indicators of performance: the EBITDA, worth 50% of the target bonus, and the sales, worth 50% of the target bonus.

Depending on whether the Corporation achieves or exceeds (in whole or in part) the objectives established for each performance indicator, the President and CEO receives between 15% and 70% of his base salary as an annual bonus.

Remuneration of the comptroller and the director of store operations

Each year, the President and Chief Executive Officer submits, for approval, to the Human Resources Committee his recommendations on all the elements of remuneration for the comptroller and for the director of the store operations. The base salary of the comptroller and the director of store operations is based on factors related to the Canadian retail market and the President and Chief Executive Officer's evaluation of the comptroller and director of store operations' performance with respect to the Corporation's profitability and the progress made as far as its strategic objectives are concerned.

Approximately one third of the comptroller and the director of store operations' cash remuneration consists of a variable amount which is paid when their performance indicators have been achieved. As such, the comptroller and director of store operations are entitled to an annual premium, the target bonus represents 20% of their base salary. To qualify for the annual premium, the comptroller and director of store operations must at least deliver the minimum return threshold of 100% of the Corporation's EBITDA objective. Once this minimum threshold has been reached, the bonus is calculated according to the target bonus and the following indicators of performance:

Comptroller:	EBITDA worth for 40% of the target bonus. Expenses and salaries related to head office worth for 60% of the target bonus.
Director of store operations:	EBITDA worth for 40% of the target bonus. Sales worth for 30% of the target bonus. Payroll connected with sales worth for 30 % of the target bonus.

Depending on whether the Corporation achieves or exceeds (in whole or in part) the objectives established for each performance indicator, the comptroller and director of store operations will receive between 8% and 50% of their base salary as an annual bonus.

Remuneration of the Executive Officers

The following table provides information concerning the remuneration of individuals having occupied the positions of Chief Executive Officer and Chief Financial Officer as well as other executives of the Corporation receiving the highest remuneration (hereinafter collectively referred to as the "Named Executive Officers"), in which their salary exceeds \$150,000, while acting as such for services rendered in the fiscal years ended January 29, 2011, January 30, 2010 and January 31, 2009.

Summary Compensation Table						
Name and principal position		Salary (\$)	Incentive Plan ⁽¹⁾ (\$)	Attribution-based options ⁽³⁾⁽⁴⁾ (\$)	All other Compensation ⁽²⁾ (\$)	Total Compensation (\$)
YVES SIMARD President and Chief Executive Officer	2011	230,000	161,000	60,506		451,506
	2010	220,000	-	-	-	220,000
	2009	220,000	-	61,368	-	281,368
CHANTAL LÉTOURNEAU Comptroller	2011	125,000	62,500	15,032		202,532
	2010	120,000	-	-	-	120,000
	2009	120,000	-	24,547		144,547
LISE LAHAISE Director of Store Operations	2011	105,000	52,500	15,032		172,532
	2010	100,000	-	-	-	100,000
	2009	100,000	-	24,547	-	124,547

- (1) Bonuses are paid in cash during the fiscal year following the one for which they have been granted.
- (2) During the last three fiscal years, the Named Executive Officers have received no other remuneration or particular benefits amounting to more than the lesser of \$50,000 and 10% of the total salary and bonus paid to them by the Corporation during the relevant fiscal year.
- (3) Options may be exercised 33 1/3% per year.
- (4) The compensation value indicated in this component represents an estimated value. It does not constitute a cash amount received by the Named Executive Officers. It is about a value at risk which can even be nil, if necessary. The fair value of the options granted annually is obtained by multiplying the number of options granted by their value established according to the Black & Scholes model. This value is the same as the fair book value established in accordance with generally accepted accounting principles and accounting for the following assumptions:

	2011	2009
Risk-free rate:	2.35%	3.4%
Dividend yield:	Nil	Nil
Volatility:	85%	85%
Expected lifetime:	7 years	7 years
Fair value per option:	\$0.03	\$0.06

Remuneration of the Directors

Every outside director of the Corporation receives annual retainer fees of \$6,500, a sum of \$1,000 for each Board meeting attended, a sum of \$500 for each Board meeting attended by conference call and a sum of \$1,000 for every meeting of the committees.

The following table discloses, for each director of the Corporation, the compensation received for the year ended January 29, 2011:

Name	Fees earned (\$)	All other compensation ⁽⁵⁾ (\$)	Total (\$)
Mardiros Ounanian ⁽¹⁾	1,625	-	1,625
Scott Leckie ⁽²⁾	12,875	7,402	20,277
Nathalie Carrier ⁽³⁾	9,250	-	9,250
Joe Marsilli	16,500	-	16,500
Paul Delage Roberge	13,500	-	13,500
Hélène F. Fortin ⁽⁴⁾	-	-	-
Total	53,750	7,402	61,152

⁽¹⁾ Mr. Mardiros Ounanian resigned as director and Chairman of the Board on March 9, 2010.

⁽²⁾ Mr. Scott Leckie resigned as director and President of corporate governance and human resources committee on October 15, 2010.

⁽³⁾ Mrs. Nathalie Carrier was appointed as director and member of the audit committee on June 11, 2010.

⁽⁴⁾ Mrs. Hélène F. Fortin was appointed as director on December 16, 2010 and member of the audit committee on February 16, 2011.

⁽⁵⁾ Includes payments for expenses incurred by directors to attend the Meeting of shareholders or a Board meeting or a Board committee.

Stock Option Plan for Common Shares

The following table provides certain data, as at the end of the year, relating to compensation plans under which equity securities of the Corporation are authorized for issuance. It should be noted that the table takes into consideration the 1 for 125 stock consolidation which took effect on September 30, 2010.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans ⁽¹⁾
Equity compensation plans approved by security holders	54,200	\$7.81	136,859

(1) Excluding securities reflected in the first column.

The Plan

The Plan provides that the aggregate number of shares reserved for issuance under the Plan is equal to 10% of a number of shares equal to A minus B, where A is equal to the number of Shares outstanding at the time of grant and B is equal to the number of shares issued under options. If any option expires or otherwise terminates for any reason without having been exercised in full, the number of shares in respect of which the option expired or terminated will again be available for issuance under the Plan. The Plan is considered an “evergreen” plan, since the Shares covered by options that have been exercised will be available for subsequent grants under the Plan. The rules of the Toronto Stock Exchange (TSX) therefore require that every three years after its institution, all unallocated options, rights or other entitlements under the Plan be approved by a majority of each of the Corporation’s directors and of its security holders.

The purpose of the Plan is to provide an additional incentive to promote, to the best of the beneficiaries’ ability, the interests of the Corporation and to reward the beneficiaries’ management skills, their special contributions, their efforts, their performance, the services both rendered and to be rendered by them, as well as their loyalty toward the Corporation.

The persons eligible to participate in the Plan are the directors, senior officers and management employees of the Corporation designated by the Board. The Board may, from time to time, determine, by way of a resolution, the eligibility to the Plan of directors, senior officers and management employees of any other company or corporation becoming a subsidiary of the Corporation when the Plan is in effect. Subject to the rules of the TSX, the Board determines the duration, the exercise price, the vesting terms and the number of options that may be granted under the Plan. Any option granted to an employee or an officer under the Plan may be exercised at any time within a period of 10 years from the grant date of such option, provided that such option holder remains an employee or an officer of the Corporation and subject to any other restriction which the Board may impose upon granting the option. In case of death, permanent disability, resignation, retirement, termination, dismissal without cause, or any other suspension of employment other than dismissal for cause, the options may be exercised wholly or in part by the option holder within 90 days of the holder’s departure, provided that the options are vested. The exercise price of the options granted under the Plan cannot be less than the lowest price permitted by the regulatory authorities responsible for such Plan, i.e., the weighted average price of transactions of Shares of the Corporation in the five days preceding the date of grant of the options. These options are non-transferable. The Plan also states that the maximum number of Shares pursuant to options granted to an individual cannot exceed 5% of the total number of Shares at the time at which each option is granted.

As of the date of this Circular, there are 54,200 options issued and 136,859 options issuable under the Plan, representing, respectively, 2.8% and 7.2% of the currently outstanding Shares.

The Plan does not limit insider participation. The Corporation does not offer financial assistance to any option holder under the Plan.

All stock option shares granted under the terms of the Plan can immediately be exercised due to a change in control or a public offer to purchase exchange or repurchase the Corporation’s securities.

Under the rules of the TSX, the Corporation’s shareholders must approve any amendments to the Plan other than specific amendments set forth in the Plan, such as:

- (a) minor changes of a “house-keeping nature”;
- (b) amending options including with respect to the option period (provided that the period during which an option is exercisable does not exceed 10 years from the date the option is granted and that the option is not held by an insider), vesting period, exercise method and frequency, subscription price (provided that the option is not held by an insider) and method of determining the subscription price, assign ability and effect of termination of a participant’s employment or cessation of the participant’s directorship;
- (c) changing the class of participants eligible to participate under the Plan;
- (d) advancing the date on which any option may be exercised or extending the expiration date of any option, provided that the period during which an option is exercisable does not exceed 10 years from the date the option is granted;
- (e) changing the terms and conditions of any financial assistance that may be provided by the Corporation to participants to facilitate the purchase of Shares under the Plan; and
- (f) adding a cashless exercise feature, payable in cash or securities, whether or not providing for a full deduction of the number of underlying Shares from the Plan reserve.

Shareholder approval will be required in the case of (i) any amendment to the amendment provisions of the Plan, (ii) any increase in the maximum number of Shares issuable under the Plan, and (iii) any reduction in the exercise price or extension of the option period benefiting an insider, in addition to such other matters that may require shareholder approval under the rules and policies of the TSX.

During the last fiscal year, a total of 28,800 stock options were granted to Named Executive Officers and management employees. Furthermore, 12,200 stock options expired.

As of the date of this circular, 54,200 options that were granted under the Plan are outstanding. These stock purchase options are held by seven management employees and their exercise prices vary between \$3.75 and \$16.25, as shown in the table below.

Exercise price	\$3.75	\$10.00	\$13.75	\$16.25
Number of options outstanding (as at April 21, 2011)	28,800	14,400	3,000	8,000

Indebtedness of Directors and Executive Officers

As of the date of this circular, none of the Corporation’s directors or executive officers was indebted towards.

Outstanding Options Based Awards

The following table provides information concerning all the options based awards outstanding for Named Executive Officers at the end of the fiscal year ended January 29, 2011

Name	Number of securities underlying unexercised options (#)	Options exercise price (\$)	Option Expiration date	Value of unexercised in-the-money options ⁽¹⁾	
				Exercisable (\$)	Unexercisable (\$)
YVES SIMARD	8,000	16.25	February 22, 2017	Nil	-
	8,000	10.00	April 29, 2018	Nil	-
	16,000	3.75	September 9, 2020	800	1,600
CHANTAL LÉTOURNEAU	2,000	13.75	April 19, 2016	Nil	-
	3,200	10.00	April 29, 2018	Nil	-
	4,000	3.75	September 9, 2020	200	400
LISE LAHAISE	1,000	13.75	April 19, 2016	Nil	-
	3,200	10.00	April 29, 2018	Nil	-
	4,000	3.75	September 9, 2020	200	400

⁽¹⁾ “In-the-money” means the excess of the market value of the Shares on January 29, 2011 over the exercise price of the options. On January 29, 2011, the closing price of the Shares was \$3.90.

Incentive plan awards – value vested or earned during the year

The following table shows with respect to each Named Executive Officer for the financial year ended January 29, 2011, the value of the stock options which vested but were not necessarily exercised during the year.

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
YVES SIMARD	Nil	N/A	N/A
CHANTAL LÉTOURNEAU	Nil	N/A	N/A
LISE LAHAISE	Nil	N/A	N/A

Pension Plan Benefits

The Corporation has no pension plan.

Termination and change of control benefits

The Corporation entered into an employment contract with its President and CEO, Mr. Yves Simard, for an unlimited period, which covers the general terms of his employment, namely his duties, his place of work, his loyalty obligation towards the Corporation, confidentiality and non-competition provisions, non-solicitation of customers or employees, salary, bonus, options, and vacation. The commitment of non-competition and non-solicitation of customer or employees is effective for a period from eight months to one year according to the date of his departure.

If the Corporation terminates Mr. Simard’s contract without just cause or if Mr. Simard terminates his own contract within 90 days of a change in control of the Corporation, Mr. Simard will be entitled to receive a

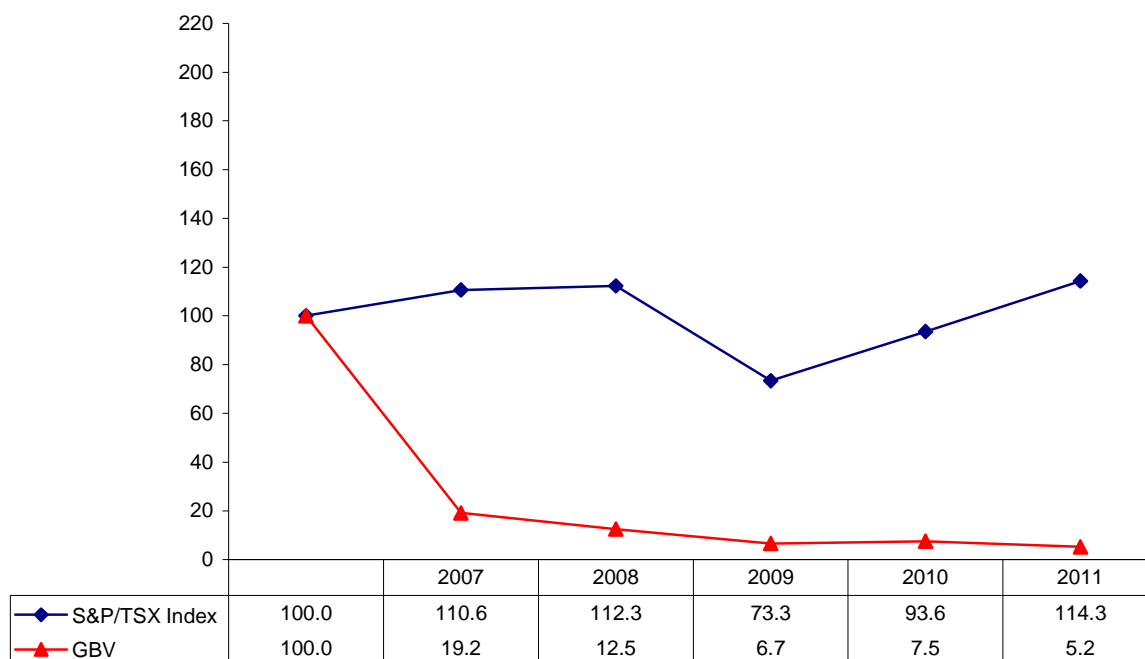
lump sum ranging from the equivalent of eight months to a full year’s salary, based on his termination date; his stock options will also become vested. Had the triggering event taken place on January 29, 2011, \$153,333 would have been payable to Mr. Simard.

The Corporation also entered into an employment contract with its comptroller and its director of store operations for an unlimited period, which covers the general terms of their employment, namely their duties, their place of work, their loyalty obligation towards the Corporation, confidentiality and non-competition provisions, non-solicitation of customers or employees, salary, bonus, options, and vacation. The commitment of non-competition and non-solicitation of customer or employees is effective for a period of one year according to the date of their departure. See “Remuneration of the Executive Officers”.

If the Corporation terminates Mrs. Létourneau, comptroller or Mrs. Lahaise, director of store operations without just cause or if either of Mrs. Létourneau or Mrs. Lahaise terminates her own contract within 90 days of a change in control of the Corporation, she will be entitled to receive a lump sum ranging from the equivalent of one full year’s salary, and her stock options will also become vested. Had the triggering event taken place on January 29, 2011, \$125,000 would have been payable to Mrs. Létourneau and \$105,000 to Mrs. Lahaise.

Performance Graph

The following performance graph illustrates the five-year cumulative total return of a \$100 investment in Shares as compared to the cumulative five-year return of the Toronto Stock Exchange S&P/TSX Composite Index (formerly known as the TSE 300).



As a basis for evaluating its performance, the Corporation uses the earnings before interest, taxes, depreciation and amortization (EBITDA). The Corporation compensation is intended to establish a relationship between executive compensation (variable portion) and corporate results.

Directors and Officers Liability Insurance

The Corporation maintains liability insurance to protect its directors and officers against any liability incurred during their mandate. The contract provides for an overall limit of \$7 million of coverage per year with a deductible of \$50,000 per claim.

The total premium paid during the period ending January 29, 2011 was \$27,000.

DISCLOSURE ON CORPORATE GOVERNANCE

The Board, in collaboration with the Corporate Governance Committee, stays aligned with the evolution of the practices in corporate governance and the requirements of regulatory bodies in this respect. The Corporation is committed to complying with high standards concerning all facets of its activities, including its corporate governance practices. The Board is of the opinion that good practices in corporate governance are essential to the success of the Corporation and to the enhancement of the value it offers its shareholders.

The Corporation complies with the rules adopted by the Canadian Securities Authorities, *National Instrument 58-101- Disclosure of Corporate Governance Practices* (“NI 58-101”), which came into effect on June 30, 2005 and effectively replaced the corporate governance guidelines and disclosure policies of the Toronto Stock Exchange. Under NI 58-101, the Corporation is required to disclose certain information relating to its corporate governance practices. This information is set out in Schedule A to this Proxy Circular, and describes the Corporation’s current practices with respect to corporate governance, following the Governance Disclosure Guidelines under NI 58-201.

OTHER INFORMATION

Audit Committee

For information concerning the composition of the Corporation’s Audit Committee, the Audit Committee’s charter, as well as fees paid to the independent auditor of the Corporation and other related subjects, please consults the Corporation’s Annual Information Form for the fiscal year ended January 29, 2011.

Additional Documentation

The Corporation is a reporting issuer in Quebec and in Ontario, and is required to file financial statements, a Proxy Circular and an Annual Information Form with the appropriate securities regulatory authorities. Copies of these documents may be obtained upon request from the Secretary of the Corporation or on the Internet at the following address: www.sedar.com. The Corporation may require the payment of a reasonable fee if the request is made by someone other than a security holder of the Corporation, unless the Corporation is in the course of a distribution of its securities pursuant to a short form prospectus, in which case these documents will be provided free of charge. The financial information pertaining to the Corporation is represented in the audited financial statements and in the MD&A for the fiscal year ended January 29, 2011.

Other Matters

Unless otherwise indicated, the information contained herein is given as of April 21 2011. The management of the Corporation knows of no other matters to come before the Meeting other than those referred to in the notice of Meeting. Should other matters unknown at this time come before the Meeting; the voting rights conferred by the enclosed form of proxy will be exercised at the discretion of the person exercising the voting rights pertaining to such matters.

Receipt of Motions from Shareholders for the Next Annual General Meeting

Shareholders with voting rights at the next Annual General Meeting of the Corporation and wishing to submit a motion regarding any issue to be debated during that meeting must submit their motions to the Corporate Secretary no later than January 23, 2012.

Approval of Management Proxy Circular

The contents and the sending of this Management Proxy Circular have been approved by the Board.

Sainte-Julie, Quebec, April 21, 2011.

Chair of the Audit Committee

President and CEO



Joe Marsilli



Yves Simard

2. Mandate of the Board of Directors

Provide the text of the Board written mandate. If the Board does not have a written mandate, describe how the Board delineates its role and responsibilities.

The Board has adopted a Mandate in which it explicitly acknowledges responsibility for the stewardship of the Corporation. The Mandate of the Board can be found in Schedule B to this Circular.

3. Position Descriptions

a. Disclose whether or not the Board has developed written position descriptions for the Chair and the chair of each Board committee. If the Board has not developed written position descriptions for the Chair and or the chair of each Board committee, briefly describe how the Board delineates the role and responsibilities of each such position.

The Board approved the Corporate Governance and Human Resources Committee's position descriptions regarding the roles of the Chair of the Board, the chair of the Audit Committee and the chair of the Corporate Governance and Human Resources Committee.

The Chairman of the Board is responsible for the operation of the Board. He or she ensures that the Board fully executes its Mandate and that the directors clearly understand and respect the boundaries between the responsibilities of the Board and the responsibilities of Management.

According to the position description for each Board committee chair, the principal role of the committee chair is to ensure that the committee fully executes its mandate. A committee chair must report on a regular basis to the Board regarding the activities of his committee.

b. Disclose whether or not the Board and CEO have developed a written position description for the CEO. If the Board and CEO have not developed such a position description, briefly describe how the Board delineates the role and responsibilities of the CEO.

A position description for the President and Chief Executive Officer was provided by the Corporate Governance and Human Resources Committee and adopted by the Board. The President and CEO is primarily responsible for the management and execution of the Corporation's strategic and operational plan.

4. Orientation and Continuing Education

a. Briefly describe what measures the Board takes to familiarize new directors regarding (i) the role of the Board, its committees and its directors, and (ii) the nature and operation of the issuer's business.

The Board ensures that each new candidate for the position of director has the ability, expertise, availability and knowledge necessary to perform these duties adequately. Wherever necessary, the Corporation offers an orientation and education program for new recruits to the Board, which consists of extensive briefings from the President and Chief Executive Officer on the Corporation's strategy and performance. Each new member receives a copy of the Board of Directors Mandate.

b. Briefly describe what measures, if any, the Board takes to provide continuing education for its directors. If the Board does not provide continuing education, describe how the Board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.

The Board meetings and Board committee meetings in which directors participate, as well as discussions with senior management, allow the directors to quickly familiarize themselves with the Corporation's operations and positioning, and thereby gain the knowledge necessary to meet their obligations as directors.

The Corporate Governance Committee is responsible for developing orientation programs and continuing education intended for the directors, which programs are currently under review.

Mrs. Nathalie Carrier joined the Corporation as independent director in June 2010 and attended in December 2010 a two days seminar given by "L'Institut sur la gouvernance d'organisations privées et publiques."

5. Ethical Business Conduct

- a. Disclose whether or not the Board has adopted a written code for the directors, officers and employees. If the Board has adopted a written code: (i) disclose how a person or company may obtain a copy of the code; (ii) describe how the Board monitors compliance with its code, or if the Board does not monitor compliance, explain whether and how the Board satisfies itself regarding compliance with its code; and (iii) provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed fiscal year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.
- b. Describe any steps the Board takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.
- c. Describe any other steps the Board takes to encourage and promote a culture of ethical business conduct.

The Corporation expects all of its directors, officers and employees to comply with the laws and regulations governing its conduct, and further is committed to promoting integrity and respecting the highest standard of ethical conduct in all of its activities. A Code of Conduct applicable to the directors, officers and employees was prepared by the Corporate Governance and Human Resources Committee and was adopted by the Board. The Human Resources Supervisor reports any breaches of the Code of Conduct which are reported to her via the telephone line specifically intended for that purpose, as well as the actions taken by the Corporation, to the Corporate Governance Committee. The Board will be notified of any breach of the code. A copy of the code is available to employees on the Corporation's Intranet site, and can be obtained by writing to the Corporation's head office. It is also available at www.sedar.com and www.bikinivillage.com.

If a director is in a situation of conflict of interest during any discussions occurring at a meeting of the Board or one of its committees, he must declare his interest and withdraw from the meeting so as not to participate in the discussions or in any decisions which may be made.

The Board expects directors, officers and employees of the Corporation to act ethically at all times.

The Board has approved a *Policy Related to Insider Trading of the Corporation's Securities and Use of Privileged Information*, which reminds directors, senior executives and designated employees of the Corporation who have access to confidential information likely to affect the market price or value of the Corporation's securities or of any third party to significant negotiations that they may not trade in shares of the Corporation or of the other parties involved as long as the information has not been fully made public and as long as a reasonable period of time has not elapsed since the public disclosure. Furthermore, the directors and senior executives of the Corporation and all other persons who are insiders of the Corporation may not trade in securities of the Corporation during certain periods set forth in the policy.

The Board has also approved a Disclosure Policy whose objective is to ensure that disclosure to the investing public regarding the Corporation is made in a timely manner, in keeping with the facts, accurately and widely, in accordance with the applicable statutory and regulatory requirements.

6. Nomination of Directors

a. Describe the process by which the Board identifies new candidates for Board nomination.

In accordance with the Corporate Governance and Human Resources Committee mandate, the committee shall (i) evaluate the size and composition of the Board to assure the efficiency of the decision-making process, (ii) evaluate and review the director selection criteria by regularly evaluating the competencies, personal qualities, business background and diversified experience of Board members as well as the Corporation's needs, and (iii) identify candidates having the necessary competencies and recommend these candidates to the Board with a view to their election at the next Annual General Meeting of Shareholders.

b. Disclose whether or not the Board has a Nominating Committee composed entirely of independent directors. If the Board does not have a Nominating Committee composed entirely of independent directors, describe what steps the Board takes to encourage an objective nomination process.

The Human Resources Committee, which was split from the Corporate Governance Committee on February 16, 2011, is composed of two independent directors, its Chair, Mrs. Nathalie Carrier, Mrs. H  l  ne F. Fortin and a third director, Mr. Paul Delage Roberge . The Corporate Governance Committee is composed of two independent directors, its Chair, Mrs. H  l  ne F. Fortin, Mrs. Nathalie Carrier and a third director, Mr. Paul Delage Roberge. Mr. Roberge will become independent in August 2011 because three years will have passed since he last received an honorarium from the Corporation.

c. If the Board has a Nominating Committee, describe the responsibilities, powers and operation of the Nominating Committee.

See 6a)

7. Compensation

a. Describe the process by which the Board determines the compensation for the issuer's directors and officers.

The Human Resources Committee is responsible to consider the remuneration of the Corporation's directors and officers and submit its recommendations for final approval to the Board.

b. Disclose whether or not the Board has a Compensation Committee composed entirely of independent directors. If the Board does not have a Compensation Committee composed entirely of independent directors, describe what steps the Board takes to ensure an objective process for determining such compensation.

Although as of the present date, the Human Resources Committee, which was split from the Corporate Governance Committee on February 16, 2011, is composed of only two independent directors and one non-independent director, the Human Resources Committee mandate indicates that the committee must be composed of three independent directors.

The Committee is formed of the following directors:

Chair : Mrs. Nathalie Carrier

Members: Mrs. H  l  ne F. Fortin.

Mr. Paul Delage Roberge, who will be an independent director as of August 2011.

c. If the Board has a Compensation Committee, describe the responsibilities, powers and operation of the Compensation Committee.

The Human Resources Committee annually reviews the compensation of directors and officers, to ensure that it is adequate and that it reflects the responsibilities associated with carrying out each respective position.

Governance Disclosure Guideline under NI 58-101

Comments

- d. If a compensation consultant or advisor has, at any time since the beginning of the issuer's most recently completed fiscal year, been retained to assist in determining compensation for any of the issuer's directors and officers, disclose the identity of the consultant or advisor and briefly summarize the mandate for which they have been retained. If the consultant or advisor has been retained to perform any other work for the issuer, state that fact and briefly describe the nature of the work.

No consultant or advisor was retained during the most recently completed fiscal year.

8. Other Board Committees

If the Board has standing committees other than the Audit, Compensation and Nominating Committees, identify the committees and describe their function.

The Corporation's Board has no committees other than the Audit Committee, the Corporate Governance Committee and the Human Resources Committee.

9. Assessments

Disclose whether or not the Board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the Board satisfies itself that the Board, its committees, and its individual directors are performing effectively.

By virtue of its mandate, the Corporate Governance Committee is responsible for developing and monitoring a suitable procedure for periodically evaluating the efficiency and contribution of the Board, its committees, its Chairs and its members. The Chair of the Corporate Governance Committee is the person responsible for this procedure, which is currently under review.

In 2010, the Corporate Governance and Human Resources Committee concentrate and focus on staffing rather than on the evaluation. Two new members were recruited in 2010, Mrs. Nathalie Carrier in June 2010 and Mrs. Hélène F. Fortin in December 2010.

SCHEDULE B

MANDATE OF THE BOARD OF DIRECTORS

The board of directors (the “Board”) of Groupe Bikini Village inc. (the “Corporation”) is responsible for supervising the management of the Corporation’s business and internal affairs, with the objective of enhancing shareholder value. The Board is responsible for the proper management of the Corporation, and must therefore effectively and independently supervise the activities and affairs of the Corporation, the day-to-day management of which is conducted by senior management. The Board may delegate certain tasks to committees of the Board; this delegation does not release the Board from fulfilling its general responsibilities with respect to the management of the Corporation.

All decisions made by the Board must be in the best interests of the Corporation.

COMPOSITION AND QUORUM OF THE BOARD

The by-laws of the Corporation require that the Board be composed of a minimum of three (3) and a maximum of eleven (11) directors; however, the relevant securities authorities require that the Board be comprised, at all times, of a minimum of four (4) directors.

The Board must deem a majority of the directors independent¹, as defined by the applicable laws and regulations; the Board reviews the independence status of each director annually. At the Annual Meeting of Shareholders, the directors are elected for a period of one year; over the course of their mandate, directors may nominate other directors to replace them during vacation periods.

Every member of the Board possesses the competencies and aptitudes relevant to their position as director. The composition of the Board reflects a diversity of skills and experience in the Corporation’s areas of activity, which permits the Board to be efficient in responding to the specific needs of the Corporation. The Board must nominate its Chair from among the directors of the Corporation.

The Corporate Governance Committee and the Human Resources Committee are comprised entirely of independent members. The Corporate Governance Committee maintains an overall perspective on the appropriate number of Board members, on the necessity of appointing new members, and on the experience required of new candidates. This Committee also reviews any candidates for the position of director and presents its recommendations in this regard to the Board. The Board approves the final selection of candidates to be proposed to and elected by the shareholders.

A majority of Board members shall constitute a quorum of a meeting of the Board.

RESPONSIBILITIES OF THE BOARD

The Board has the following responsibilities:

A) Concerning Strategic Planning

1. Annually review and approve the Corporation’s overall budget and strategic plan.
2. Examine and, at the Board’s discretion, approve all of the Corporation’s strategic decisions, specifically when the purchase or sale of shares, assets or companies exceeds management’s pre-approved signing authority.

B) Concerning Human Resources and Performance Evaluation

1. Appoint the President and Chief Executive Officer.

¹ A director is deemed independent if he has no significant relationship, direct or indirect, with the Corporation, i.e., if he has no relationship which the Board can reasonably expect will affect his independent judgement.

2. Approve the appointment of the other members of senior management.
3. Ensure that the Human Resources Committee evaluates the performance of both the President and Chief Executive Officer and members of senior management annually, taking into account the Board's expectations and the established objectives.
4. Ensure that a succession planning process for senior management is in place.

C) Concerning Finances and Internal Controls

1. Ensure the integrity and quality of the financial statements of the Corporation and the adequacy of disclosed information.
2. Review and approve interim and annual financial statements and the Corporation's MD&A. Review the related press release.
3. Approve operational and fixed asset budgets, the issue of securities, and, subject to limitations prescribed by the Board, any transaction outside the normal course of business, including merger or acquisition propositions, or other significant transactions such as acquisitions or divestitures.
4. Define the Corporation's dividend policies, and declare dividends as appropriate.
5. Ensure that the appropriate procedures are in place in order to identify business risks and business opportunities, and supervise the implementation of procedures to manage these risks and opportunities.
6. Oversee the Corporation's internal controls and management information systems.
7. Ensure that the Corporation is in compliance with applicable regulatory and legal requirements.
8. Review the Corporation's disclosure policy as required; oversee the Corporation's interaction with analysts, investors and the public, and ensure that measures are in place to receive investor comments.

D) Concerning Corporate Governance

1. Ensure that senior management operates the Corporation proficiently and within the bounds of applicable laws, including the timely communication of material information on the Corporation and regulatory statements.
2. Periodically review the Corporation's corporate governance structures and procedures.
3. Adopt a Code of Conduct that applies to the directors, officers and employees, and re-assess it as required. Ensure compliance with the Corporation's Code of Conduct.
4. With the prior authorization of the Chair of the Corporate Governance Committee, each member of the Board may, as required, retain the services of external consultants, at the cost of the Corporation.
5. Review the membership of the Board committees and designate their Chairs annually. Annually review the mandates of the Board committees, as well as the mandates of the Chairs of the Board committees.
6. Approve the list of candidates for membership on the Board and recommend such candidates to the shareholders for election.
7. Annually establish which directors are designated independent directors, according to the laws and regulations concerning the independence of directors.

8. Review and approve the Annual Information Form and the Management Proxy Circular, as well as any other documents requiring its approval.
9. Ensure that the directors receive all the necessary support in fulfilling their roles.
10. Review and approve the recommendations of the Corporate Governance Committee with respect to compensation of the directors, members and Chairs of the committees of the Board, as well as the method of compensation.
11. The Corporate Governance Committee shall take all necessary measures to periodically review the effectiveness of the Board, the committees of the Board, the Chair of the Board, the Chairs of the committees and each member of the Board.
12. The Corporation shall make available to the members of the Board an orientation program, which shall include information about its activities, operations, current issues and strategies. The members of the Board shall receive written documentation and shall have the opportunity to meet with senior management.

OPERATING PROCEDURES OF THE BOARD OF DIRECTORS

1. The Board Meetings shall be held quarterly or more frequently, if necessary.
2. The Chairman of the Board, together with the President and Chief Executive Officer and the Secretary, will set the agenda at every meeting. The agenda and all pertinent documents must be sent to the directors well in advance of each meeting.
3. The directors may meet without the presence of senior management or non-independent directors after each Board meeting or after any Board meeting as they deem necessary.

Adopted by the Board of Directors of the Corporation on December 6, 2006
Revised by the Board of Directors of the Corporation on May 6, 2008
Revised by the Board of Directors of the Corporation on April 23, 2009
Revised by the Board of Directors of the Corporation on April 29, 2010
Revised by the Board of Directors of the Corporation on April 21, 2011