

GROUPE
Bikini Village
 inc.

ANNUAL INFORMATION FORM
for the year ended January 29, 2011

April 21, 2011

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FORWARD-LOOKING STATEMENTS

This document contains prospective information concerning Groupe Bikini Village inc. (or the “Corporation”)’s activities, financial output, financial position and future financing projects. This information is based on certain hypotheses and analyses carried out in the light of our experience and our perception of historic trends, current conditions and expected future events, as well as other factors considered appropriate under the circumstances. However, the question of whether actual events should conform to our expectations and our predictions is subject to a certain number of risks, uncertainties and hypotheses, including the risks and uncertainties described under the heading “Risk Factors” in this Annual Information Form. Consequently, all prospective information contained in this document is provided subject to these risks and uncertainties, and it cannot be guaranteed that expected results or events will actually materialize, or even materialize in part, or that they will have the expected impact on us.

The outlooks set forth in this document represent our expectations as of April 21, 2011, and consequently, could conceivably change after that date. We have neither the intention nor the obligation to update or revise any of the projected outlooks, whether in light of new information, future events or otherwise, except as may be required under applicable securities law.

INDUSTRY DATA AND TRADEMARKS

Market data and industry forecasts used throughout this annual information form (this “AIF”) were obtained from various publications. Although management believes that these independent sources are generally reliable, the accuracy and completeness of such information is not guaranteed and has not been independently verified.

This Annual Information Form contains registered trademarks owned or licensed by the Corporation, including “Bikini Village.”

ITEM 1 STRUCTURE OF THE CORPORATION

1.1 CORPORATE NAME AND CONSTITUTION OF THE ISSUER

Groupe Bikini Village inc. was incorporated pursuant to the *Canada Business Corporations Act* (the “CBCA”) under Corporation number 87718 Canada Ltd., by way of Articles of Incorporation dated July 24, 1978. Certificates of Amendment were subsequently issued on August 24, 1978, January 26, 1983, February 20, 1984, September 25, 1985, and December 4, 1985, notably for the purposes of changing the Corporation’s name to *Les Boutiques San Francisco Incorporées*, modifying its corporate share capital, and removing the restrictions which had caused the Corporation to be deemed a “closed Corporation”. On December 5, 1989, the Corporation filed Articles of Amendment for the purpose of creating Class B Preferred Shares, Series 2. On April 29, 1992, restated Articles of Incorporation were issued to consolidate all previously issued Certificates of Amendment.

On August 21, 1992, Articles of Amendment were filed for the purpose of modifying the Corporation’s share capital structure, thereby:

- creating Class A Multiple Voting Shares and Class B Subordinate Voting Shares,
- converting the issued and outstanding common shares into Class A Multiple Voting Shares,
- re-designating the authorized but unissued common shares as Class B Subordinate Voting Shares,

- when referring either to Class B Preferred Shares as a class or to Class B Preferred Shares, Series 2, as a series, replacing the words “common shares” in the restated articles with the words “Class A Multiple Voting Shares”, and
- cancelling the Class A Preferred Shares, as a class, and the Class B Preferred Shares, Series 1, as a series.

On July 6, 1998, the Corporation filed Articles of Amendment in order to subdivide the issued and outstanding Class A Multiple Voting Shares and Class B Subordinate Voting Shares on the basis of two shares for each of the shares so subdivided.

On July 16, 2003, Articles of Amendment were filed for the purpose of modifying the Corporation’s capital structure by creating Class B Preferred Shares, Series 3.

On August 2, 2004, Articles of Reorganization were filed for the purposes of changing the corporate name to *Groupe Les Ailes de la Mode inc.*, and modifying the Corporation’s share capital structure, thereby authorizing the Corporation to issue an unlimited number of common shares and an unlimited number of preferred shares as follows:

- (a) All Class A Multiple Voting Shares issued and outstanding were changed to Class B Subordinate Voting Shares;
- (b) 9,165,705 of the 12,226,205 Class B Subordinate Voting Shares held by shareholders were cancelled on a pro rata basis as at the effective date of the reorganization clauses;
- (c) The arrangements relative to classes and to the maximum number of shares the Corporation is authorized to issue were modified as follows:
 - (i) by the removal of the following share classes: Class A Multiple Voting Shares, Class B Preferred Shares, Class B Preferred Shares - Series 2 and Series 3, authorized but unissued, and starting from the classes themselves;
 - (ii) by the removal of the rights, privileges and restrictions attributed to Class B Subordinate Voting Shares and Class B Preferred Shares as a class, and their replacement with the rights, privileges and restrictions pertaining to common shares as a class;
 - (iii) by the designation of Class B Subordinate Voting Shares as common shares.

On November 4, 2005, reorganization clauses were filed to change the Corporation’s name to Groupe Bikini Village inc.

On September 10, 2010, the Corporation files article of amendment in order to consolidate all of its issued and outstanding common shares by one common share for every 125 common shares then outstanding.

The head and registered office of the Corporation is located at 2101-A, Nobel Street, Sainte-Julie, Quebec J3E 1Z8.

1.2 SUBSIDIARIES

The Corporation does not have any subsidiaries. The Corporation operates its retail sales activities under the “Bikini Village”, “Ocean Bikini Village” banners and since 2009 also operates a store under the name of “Lanai”.

ITEM 2 GENERAL DEVELOPMENT OF THE BUSINESS

2.1 BRIEF BUSINESS DESCRIPTION

The Corporation commercialises beachwear products. Through its “Bikini Village” and “Ocean Bikini Village” stores, the Corporation offers customers all types of swimwear, beachwear, and travel clothing, as well as various beach accessories, for men and women.

During the third quarter of 2009, the Corporation also officially opened its first “Lanai” store, a destination of choice for a full range of lifestyle products bearing young girls.

2.2 GENERAL DEVELOPMENT OF ACTIVITIES OVER THE LAST THREE YEARS

2008

On April 28, 2008, the Corporation announced that it would proceed with a normal course issuer bid. Under the bid, the Corporation could purchase up to 13,740,779 common shares of the Corporation (the “Shares”), representing 10% of the public float as at April 22, 2008. The bid began on April 30, 2008 and continued to April 29, 2009. The Shares were purchased on behalf of the Corporation by a registered broker through the facilities of the Toronto Stock Exchange (the “TSX”). The price paid for the Shares was the market price at the time of acquisition, and the number of Shares purchased and the timing of any such purchases were determined by the Corporation’s management. All Shares purchased by the Corporation were cancelled. From April 22, 2008 to April 29, 2009, the Corporation repurchased 4,999,400 Shares.

On October 22, 2008, the Corporation announced the subscription by the Fonds de Solidarité FTQ (the “Fund”) to an unsecured convertible debenture in the nominal amount of \$2,000,000. This subscription was in addition to the \$2,500,000 subscribed by the Fund on May 25, 2007 to an unsecured convertible debenture. It was made under the same terms and conditions and completed the \$4,500,000 commitment made by the Fund on May 25, 2007. This debenture is being bought back by the Corporation in 60 equal monthly payments, which began on July 1, 2009. Since June 1, 2009, the Fund can convert them into common shares of the Corporation, at the conversion rate of \$25.00 (after taking into account the 1 for 125 stock consolidation which took effect on September 30, 2010) per share. In case of default or change of control of the Corporation, the Fund may convert them at a possibly more advantageous rate.

During 2008, the Corporation renovated five stores, closed three non performing stores and opened two new stores in Ontario, one in Quebec and our first store in New Brunswick. Furthermore during 2008, the Corporation moved into a new head office and distribution center and replaced all of its financial and merchant systems.

2009

On June 12, 2009, Groupe Bikini Village announced that the Corporation’s board of directors received the resignation of Mrs. Melinda Lee. Following Mrs. Lee’s resignation, the board decided to reduce the number of directors from five to four.

The economic downturn and its undesirable negative impacts have the Corporation to initiate and complete, with the help of a third party consultant, a review of its operation and a strategic plan. Both of these actions have allowed the Corporation to clearly identify key strategic levers to unlock the Corporation’s full business potential.

During 2009, the Corporation renovated two stores, opened two new stores in Ontario and two new stores in Quebec and completed the installation of his distribution center by implementing “RF” technology.

2010

On March 9, 2010, the Corporation announced that its board of directors received the resignation of Mr. Mardiros Ounanian as Director and Chairman of the Board.

On May 3, 2010, the Corporation announced its intention to file a rights offering circular with the Toronto Stock Exchange and its intention to proceed with the consolidation of the outstanding Shares and on June 30, 2010, announced changes to that rights offering and the possibility of a private placement.

On June 11, 2011, at the Annual and Special Meeting of shareholders, Mrs. Nathalie Carrier was appointed as director of the Corporation.

On August 17, 2010, the Corporation announced the completion of its offering of rights and concurrent private placement. The Corporation issued a total of 71,218,178 common shares at a price of \$0.03 each, for total gross proceeds of \$2.1 million.

On September 27, 2010, the Corporation announced the consolidation of its shares. The shares were consolidated on a basis of one new share for every 125 old shares. The Consolidation was effective on September 30, 2010 for trading purposes on the Toronto Stock Exchange.

On October 15, 2010, the Corporation announced that its board of directors received the resignation of Mr. Scott Leckie as director of the Corporation and on December 16, 2010, announced the appointment of Mrs. Hélène F. Fortin, on its board of directors.

During 2010, the Corporation opened one new store in Quebec as well as one in Ontario, completely renovated two stores in Ontario, relocated three stores in Quebec and one in Ontario and closed four underperforming stores. These efforts of rationalization and optimization led to a reduction of 8% of the total sales area in square feet. Our strategy to reduce the size of our stores is motivated by our desire to reinforce the destination status of our stores and immediately re-invest occupancy-cost savings in value-creating initiatives.

ITEM 3 DESCRIPTION OF THE BUSINESS

3.1 RETAIL SECTOR

The Corporation commercialises beachwear products. Its distribution network is concentrated in Quebec, Ontario, Nova Scotia and New Brunswick under the “Bikini Village”, “Ocean Bikini Village” and “Lanaï” banners. A total of 58 stores are operating under the “Bikini Village” banner – 26 in Ontario, 30 in Quebec, one in Nova Scotia and one in New Brunswick – while one store in Quebec operates under the “Ocean Bikini Village” banner. Discussions are in progress regarding the closure of this last Ocean banner store, which is located in the same shopping centre as another Bikini Village store. Lanaï has one store located in Quebec.

3.2 PRODUCTS, PURCHASING POLICIES AND MARKETING

In its stores, the Corporation offers swimsuits, beachwear, cruises and travel wears as well as accessories. Its main clientele is feminine but it maintains limited offer for men.

The purchasing department’s planning and supply team enables the Corporation to offer a wide assortment of merchandise adapted to the needs of each store’s specific clientele by adapting the merchandise by product segment, brand, style, colour, size and season.

The Corporation encourages its buyers to visit the major international fashion markets to do research. This enables them to acquaint themselves with fashion and market trends, and to locate supply sources for the Corporation's products. The Corporation constantly reinforces its position as a leader in the exclusive fashion industry by exercising control over merchandising; delivery and product presentation. Management believes that the layout of its renovated retail stores and this pleasant and distinctive atmosphere constitute key contributing factors to the Corporation's success.

The Corporation devotes significant attention to the window displays in each of its stores, which are refreshed at least once a month under the supervision of a team of marketing specialists. On a regular basis and/or according to the deliveries of new merchandise, the staff of each store, supported by specialized teams, repositions merchandise within the store, with a view to specifically drawing customer attention to a variety of selected goods.

The Corporation's management information and electronic data processing systems are essential to its success. In 2008, the Corporation invested in an entirely new solution to replace its aging merchant & administration systems, allowing it to better control all sales, merchandising and inventory processes. This new solution is outsourced from a reliable third party and scalable.

3.3 SPECIALIZED SKILLS AND KNOWLEDGE

The Corporation has established recruiting methods for its store personnel. In an effort to recruit employees whose personalities are in line with its own brand characteristics, the Corporation uses various recruiting techniques with a view to selecting candidates who possess experience, an understanding of the Corporation's brand promise, and a personal sense of image – who can then rapidly and easily draw on these values in assisting the Corporation's customers with their purchases.

All new employees must attend a training session addressing the culture, vision and mission of the Corporation. This initial training both teaches them the Corporation's processes and practices and helps to familiarize them with other matters related specifically to their respective responsibilities by the post occupied by an employee. Ongoing coaching completes the training, with the ultimate goal of an exceptional customer service.

3.4 COMPONENTS

The Corporation's purchasing department selects brands and collections that are in line with the stores' positioning, desired selection average planned price, anticipated trends and customer needs and requests. The purchasing department also develops lines that are exclusive to the Corporation in partnership with its suppliers; these include the labels Ocean Core, Skye, Turquoise, Bikini Village, Bikini Lounge and Turquoise Couture. The Corporation is supplied by more than 60 manufacturers located in Canada, the United States and East Asia.

3.5 LOCATION OF STORES

The Corporation's current policy is to lease space for its stores in major shopping centres in the provinces of Quebec and Ontario and, since 2007, in the Maritime provinces.

The table below indicates the number and location of the Corporation's stores, as at the date of publication of this Annual Information Form:

	Bikini Village	Ocean Bikini Village	Lanaï	Total	Sales area in square feet
<i>Province of Quebec</i>					
Island of Montreal	6	0		6	10,272
Metropolitan Quebec City	5	-		5	10,546
Montreal Region (South Shore)	5	0	1	6	10,354
Montreal Region (North Shore)	6	1		7	10,359
Other Quebec regions	8	-		8	12,755
<i>Province of Ontario</i>					
Metropolitan Toronto	10	-		10	14,223
Metropolitan Ottawa	4	-		4	5,624
Other Ontario regions	12	-		12	15,260
<i>Maritime Provinces</i>					
Nova Scotia	1	-		1	1,428
New Brunswick	1	-		1	1,402
Total	58	1	1	60	92,223

The Corporation benefits from short-term leases, the majority of which provide for renewal options that may be exercised at the Corporation's discretion of either the Corporation or the landlord.

The Corporation's administrative and distribution activities are housed at its head office, located at 2101-A, Nobel Street, in Sainte-Julie, Quebec. The products sold throughout the Corporation's points of sale originate from our logistics and distribution centre that is also currently located at 2101-A, Nobel Street in Sainte-Julie. In September 2009, the Corporation increased its capacity with an additional 4,017 square feet adjacent to existing facilities. The Corporation now leases a total of 25,747 square feet to ING Real Estate, for an initial term of 10 years ending August 31, 2018.

The Corporation relies on transportation companies to service all of its areas.

3.6 COMPETITION

The Corporation's target markets, which is to say women's and men's swim suits, beachwear and travel clothing and certain beach and swimming accessories, continue to evolve within a very competitive environment in both Quebec and Ontario. The two corporate banners and the new pilot store Lanaï face various types of competition, whether from single stores, chains of stores or traditional superstores.

Increased competition could adversely affect the Corporation's ability to achieve its objectives. The Corporation's inability to compete effectively with its current or any future competitors could result in, among other things, a reduction of market share.

However, the Corporation enjoys numerous competitive advantages, including its product quality (comprising both private labels and exclusive collections), the range of choices it offers, its customer service, the locations of its stores, and the personalized attention its customers receive among others. A

key competitive advantage of Bikini Village is its year-round offering of this specialty merchandise, since many of its competitors only carry competing products in the summer season.

The Corporation's policy is to choose only those suppliers/brand owners who proactively manage their brands' distribution, and are firmly committed to supporting their brands' value and prolonging their life cycles.

3.7 TRADEMARKS AND TRADE NAMES

The Corporation considers its knowledge of and sustained efforts in research on trends, its trademarks and trade names as important assets in maintaining its competitiveness, and thus has numerous registered trademarks in Canada. The Corporation takes necessary legal measures to protect its trademarks and believes that these are adequately protected.

The Corporation's products are marketed under the following trademarks and trade names: "Bikini Village", "Ocean Bikini Village" and "Lanai". Intended to be used in relation to bathing suit collections and accessories as well as in connection with services related to retail sales, these registered trademarks favourably impact the Corporation's business, as they are well known by consumers from Ontario to the Atlantic coast.

3.8 CYCLES

Many of the Corporation's products are seasonal by nature, with merchandise sales being higher in the second and fourth quarters. These quarters' activities are subject to a certain degree of risk from unseasonable weather patterns. Variable costs can be adjusted, but many other costs, such as occupancy costs, are fixed, which causes the Corporation to report uneven levels of earnings from quarter to quarter. This business seasonality results in any one quarter's performance not necessarily being indicative of the full year's performance.

3.9 ENVIRONMENT

The Corporation does not consider environmental protection requirements and related matters to have any significant effect on its capital expenditures, earnings, or competitiveness, even though the environment does remain an important and ongoing concern for the Corporation.

3.10 HUMAN RESOURCES

As at January 29, 2011, the Corporation had 515 employees, of which 220 were full-time and 295 were part-time. Of the total number, 40 employees work at the head office. The Corporation hires additional employees on a seasonal basis to meet increased demand during certain periods. A complete benefits package is provided for the Corporation's full-time personnel; this includes dental and medical insurance, life and travel insurance, salary insurance, the opportunity to participate in the Registered Retirement Savings Plan of the Fonds de Solidarité FTQ, in which the Corporation participates and sick leaves. Personal leaves are also available for managers and supervisors in stores. Moreover, the Corporation offers a discount plan for all employees and a competitive vacation policy.

3.11 CODE OF BUSINESS CONDUCT

The Code of business conduct applies to every director, officer and employee. The Code provides guidelines and sets out expectations regarding interactions with customers, investors, governmental authorities, suppliers of merchandise and services, and among employees. It also sets out the ethical values and standards of behaviour that apply to all of the Corporation's business activities, including such

matters as fair dealing, conduct in the workplace, conflicts of interest, corporate property and records, and compliance with the laws of all jurisdictions in which the Corporation conducts business.

3.12 REGULATIONS

A few of the Corporation's activities may require a number of permits and licenses from government authorities. The Corporation believes that it holds the permits and licenses necessary to operate properly. The Corporation's clothing is also subject to federal regulations governing textile labelling, while imported clothing is subject to regulations governing the marking of imported goods. Management believes that the Corporation complies with all such regulations.

3.13 ADVERTISING, MARKETING AND PUBLIC RELATIONS

The marketing strategy of the Corporation is developed by an internal team, supported by external professional resources. Once the strategy is adopted, an external resource takes charge of its execution and implementation.

The two main components of the strategy are (a) the seasonal production of content (to highlight the available brands, the major trends of the season as well as the promotional offers and special strengths of the Corporation) and (b) the dissemination of this content within the media properties owned by the Corporation (website, store windows, wall picture frames and super back counters located near the registers).

The display and the consistent seasonal renewal of the content developed by the Corporation on its website (www.bikinivillage.com) and prominently within its store network, considered the most important marketing asset of the Corporation, stimulate traffic in stores.

A review of different marketing options has been initiated on the possible use of other media including, in particular the use of social and interactive media. We are currently continuing our strategic thinking on this subject in order to make accurate and informed choices and to optimize our efforts in these initiatives. Initially, these initiatives will aim to stimulate our current distribution. For the moment, the Corporation does not have any project aiming the implementation of a platform for online marketing.

Partnerships with travel agencies also allow the Corporation to have a privileged relationship with the clientele of travellers before their departure to sun destinations. The delivery of our attractive promotional offer by the travel agents insures a productive "drive to store strategy" for the Corporation.

For special events such as activities of liquidation or warehouse sales, the Corporation also uses other media such as radio, daily newspapers and/or local newspapers.

Market research is carried out by subscriptions to specialized sites, trend trips and constant communications with the staff network enabling the Corporation to better grasp the evolving patterns of client tastes and desires and to better meet customers' needs.

In addition to describing the Corporation's products, our website also includes information about the Corporation and information intended for investors.

3.14 RISK FACTORS

We urge all of our current and potential investors to carefully consider the risks described in the sections referred to below, as well as the other information contained in this Annual Information Form and other documents we have filed with the appropriate securities regulatory authorities, before making any investment decision with respect to our securities. The risks and uncertainties described in such

documents are not the only ones we may face. Additional risks and uncertainties that we are unaware of, or that we currently deem to be immaterial, may also become important factors that affect us. If any of the following risks actually occurs, our business, cash flows, financial condition or results of operations could be materially adversely affected. Such risk factors should be considered in connection with any forward-looking statements in this document, and with the cautionary statements contained in the Forward-Looking Statements section.

3.14.1 COMPETITIVE AND ECONOMIC ENVIRONMENT

Retail sales are influenced by changes in economic variables and consumer confidence. There are a number of external factors that affect economic variables and consumer confidence over which the Corporation exercises no control, including interest rates, personal debt levels, unemployment rates and levels of personal disposable income. A deterioration of economic conditions could reduce demand for our products and harm our sales. Events such as political or social unrest, natural disasters, disease outbreaks or acts of terrorism could have a material adverse effect on the Corporation's performance, particularly during a peak season.

3.14.2 SEASONALITY

The retail fashion business, like many of the Corporation's products, is seasonal in nature, with merchandise sales being higher in the second and fourth quarters. The activities from these quarters are subject to a certain number of risks associated with climatic factors. The second quarter activities are subject to a certain degree of risk from unseasonable weather patterns. Variable costs, including selling costs and expenses and, to some extent, employee wages, can be managed to match the seasonal pattern; however, a significant portion of retail costs, including rent, are fixed and cannot be adjusted for seasonality.

3.14.3 CONSUMER SHOPPING PATTERNS

The Corporation must anticipate and respond to changing consumer preferences and merchandising trends in a timely manner; although the Corporation works to stay abreast of emerging lifestyle trends and consumer preferences affecting its merchandise, failure by the Corporation to identify and respond to such trends could have a material effect on the Corporation's business and the results of its operations.

3.14.4 COMPETITION

The Corporation's key lines of business, which is to say women's and men's bathing suits, beachwear, travel clothing and certain beach accessories, continue to evolve within a very competitive environment. Our two corporate brands, Bikini Village and Ocean Bikini Village, and our pilot store, Lanaï (young girls' favourite clothing brands) face various types of competition, from independent stores, chains, and traditional department stores. Groupe Bikini Village inc. continually reviews its strategies to ensure its leadership in the marketplace; increased competition could adversely affect the Corporation's ability to achieve its objectives. An inability by the Corporation to compete effectively with current or future competitors could result in, among other things, a reduction of market share.

More and more, Groupe Bikini Village inc. adopt proactive measures to raise brand owners' awareness of the importance of a targeted distribution, in terms of both strengthening their own brands and preparing for increasing competition from vertically-integrated challengers promoting their own brands.

3.14.5 LEASES

The Corporation's inability to obtain, or renew under favourable conditions, certain rental spaces may have a negative impact on the Corporation's business and the results of its operations.

While the Corporation is able to change its merchandise mix in order to maintain its competitiveness, it cannot vacate a current site without breaching its contractual obligations and incurring lease-related expenses for the remaining portion of the lease term. The term of certain leases limits the Corporation's ability to respond in a timely manner to changes in the demographic or retail environment at any location.

The Corporation also has a proactive strategy with shopping mall owners to raise their awareness of the risk of having too many specialty retailers active in the same or similar category.

3.14.6 SUPPLIERS RELATIONSHIPS

The Corporation is dependant on its suppliers' support of the Corporation's operations: successful implementation of Groupe Bikini Village inc.'s business strategy will require the maintenance of strong relationships with key brand name suppliers. The Corporation has been working in recent years, in a specific manner with certain suppliers, on its private label programs. However, there can be no assurance that such sources will continue to meet the Corporation's quality, style and volume requirements. In addition, should suppliers refuse or be unable to extend normal credit terms within a reasonable period of time, refuse to ship manufactured goods, or refuse to purchase goods to fill orders made by the Corporation, the Corporation would have insufficient inventory for future seasons. The inability of the Corporation to obtain quality and fashionable merchandise in a timely manner could have an adverse material effect on the Corporation's business and the results of its operations.

3.14.7 INVENTORY MANAGEMENT

The Corporation must maintain sufficient in-stock inventory levels to operate the business successfully while minimizing out-of-stock levels. A significant portion of Groupe Bikini Village's inventory is sourced from vendors requiring advance notice in order to supply the quantities the Corporation requires. Required lead times may adversely impact the Corporation's ability to respond to changing consumer preferences, resulting in inventory levels that are insufficient to meet demand or in merchandise that may have to be sold at lower prices. Inappropriate inventory levels may negatively impact the Corporation's performance.

3.14.8 DISTRIBUTION

Any significant interruption in the operation of our distribution center may delay shipment of merchandise to our stores and customers have a material adverse effect on our business, financial condition, liquidity and results of operations. Any failure to coordinate successfully the operations of our distribution center also could have a material adverse effect on our business, financial condition, liquidity and results of operations.

3.14.9 RELIANCE ON TECHNOLOGY

In order to support the current and future requirements of the business in an efficient, cost-effective and well-controlled manner, the Corporation is reliant on information technology systems. In 2008, the Corporation invested in an entirely new solution to replace its aging systems, in order to achieve its business objectives. These information technology systems are essential in providing management with the appropriate information for decision making, including the Corporation's key performance indicators. Change management risk and other associated risks arise from the various information technology projects. The Corporation's failure to appropriately invest in information technology or to implement information technology infrastructure in a timely or effective manner may negatively impact the Corporation's financial performance.

3.14.10 FINANCE

The Corporation is exposed to financial risks as a result of interest and exchange rate fluctuations and the volatility of these rates. The Corporation's short term credit facilities bear interest at floating rates whereas the long term debt has a fixed rate. Also, in the normal course of business, the Corporation conducts certain commodities transactions in foreign currencies. The Corporation manages this risk with forward contracts.

3.14.11 EMPLOYEES

Effective employee development and succession planning are essential to sustaining the growth and success of the Corporation. The degree to which the Corporation is ineffective in developing its employees and establishing appropriate succession planning processes could lead to a lack of requisite knowledge, skills and experience which could, in turn, affect its ability to execute its strategies, efficiently run its operations, and meet its goals for financial performance.

3.14.12 ACCOUNTING

New accounting pronouncements introduced by appropriate governing bodies may also impact the Corporation's financial results.

3.14.13 CHANGES IN LAW, RULES AND REGULATIONS APPLICABLE TO THE CORPORATION

In operating its business, the Corporation must comply with a variety of laws and regulations to meet its corporate and social responsibilities and to avoid the risk of financial penalties and/or criminal and civil liability for its officers and directors. Areas of compliance include environment, health and safety, competition law, customs and excise. Regulations related to wages also affect the Corporation's business. Any appreciable increase in the statutory minimum wage would result in an increase in the Corporation's labour costs and such cost increase, could adversely affect the Corporation's business, financial condition and results of operations. Any change in the legislation or regulations applicable to the Corporation's business that is adverse to the Corporation and its properties could affect the Corporation's operating and financial performance.

Please also refer to the Corporation's 2010 MD&A section entitled "Risks and Uncertainties."

ITEM 4 DIVIDENDS

No dividend has been paid in the last three financial years on any shares of the Corporation.

The Corporation has instituted no policy on dividends.

ITEM 5 DESCRIPTION OF SHARE CAPITAL

The share capital of the Corporation comprises an unlimited number of common shares and an unlimited number of preferred shares.

As at January 29, 2011, there were 1,910,597 common shares issued and outstanding after taking into account the 1 for 125 share consolidation which took effect on September 30, 2010.

The following is a brief description of the attributes of the various classes of the Corporation's shares. This description does not purport to be complete and is provided subject to the Corporation's articles of Incorporation, which may be consulted by visiting the SEDAR website at www.sedar.com.

5.1 COMMON SHARES

Subject to the rights, privileges, conditions and restrictions pertaining to Preferred Shares as either a class or series, common shares include the following rights, privileges, conditions and restrictions:

5.1.1 VOTE

The common shareholders are entitled to receive notice of any meeting of shareholders of the Corporation and to attend and vote on all the matters submitted to the shareholders of the Corporation, with the exception of certain meetings where only holders of a specific class or series of shares have a distinct right to vote in accordance with the CBCA or the Corporation's Articles of Incorporation. Common shares confer upon their holders one vote per share.

5.1.2 DIVIDENDS

Subject to the rights attaching to the preferred ranked shares of the Corporation and to the provisions of the CBCA each common share confers upon the registered holder the right to receive dividends, on a per share basis, as shall be determined by the Board.

5.1.3 LIQUIDATION

In the event of forced or voluntary liquidation, dissolution of the Corporation or distribution of corporate assets for any reason, and pursuant to the priority rights attaching to each class of preferred shares deemed senior in rank to the common shares, all of the Corporation's assets available for payment or distribution to common shareholders shall be paid out or distributed equally, on a per share basis, to the common shareholders.

5.1.4 AMENDMENTS

Any amendment to the Corporation's articles of Incorporation seeking to abolish or amend one or the other of the rights, privileges, conditions or restrictions pertaining to the common shares shall be authorized by at least two-thirds of the votes cast at a meeting of the common shareholders convened for this purpose.

5.2 PREFERRED SHARES AS A CLASS

5.2.1 ISSUANCE IN SERIES

The preferred shares may, at all times, be issued in one or more series as set out below. They are ranked according to the payment of dividends and reimbursement of capital in the event of dissolution, liquidation or any other distribution of the Corporation's assets.

The directors may, from time to time, oversee the creation and issuance of series of preferred shares provided that they first take action as follows with respect to each such series:

- (a) determine the designation of the series of preferred shares;
- (b) determine the number of preferred shares comprising such series;
- (c) determine for such series the rights, privileges, restrictions and conditions attaching thereto, including but without limiting the scope of the foregoing, the rate, amount, method of calculation or conditions relating to the payment of dividends, cumulative or not, conditions and methods of redemption (including redemption at the holder's will) or

purchase of such shares, as well as arrangements respecting all sinking or purchasing funds;

- (d) accordingly amend the Corporation's articles of Incorporation in compliance with the CBCA.

5.2.2 VOTING RIGHTS

Save for any express provision of the CBCA to the contrary, preferred shares do not grant holders to vote at meetings of the shareholders, or to receive notices of meetings or be present at such meetings. However, where the CBCA requires that a vote be taken by class, each preferred shareholder shall have one vote for each preferred share held. Furthermore, where the CBCA requires that a vote be taken per series, each preferred shareholder shall have one vote for each preferred share held.

Preferred shareholders shall not have the right to vote separately as a class and the holders of preferred shares of any series shall not have the right to vote separately as a series in the event of amendments to the Corporation's Articles of Incorporation as set out in subparagraphs (a), (b) and (e) of paragraph 1 of Section 176 of the CBCA.

5.2.3 RIGHT TO DIVIDENDS

The preferred shares of all series confer upon holders the right to receive, during each financial year of the Corporation, or at any other interval provided for in the amendment clauses required by the CBCA upon creation of a series of preferred shares, cumulative or non-cumulative preferential dividends, payable at times, at rates, in amounts and at a location or locations as shall be determined by the directors with respect to each series prior to the issuance of any such series of preferred shares.

No dividend may be declared, paid out or reserved for payment at any time during the financial year of the Corporation with regard to common shares or any other share of any other class of the share capital of the Corporation ranking after preferred shares, unless, during this same period, the standard dividend and all accumulated and unpaid dividends on series of preferred shares with cumulative dividends have been declared, paid out or reserved for payment and all dividends on series of preferred shares with non-cumulative dividends have been declared, paid out and reserved for payment.

The cumulative dividend on every series of preferred shares shall begin to accrue from the date of issuance unless the articles of amendment required pursuant to the CBCA provides for a different date. In this case, all such cumulative dividends shall begin to accrue on the date set out in the articles of amendment.

The holders of all series of preferred shares with cumulative dividends participate on a pro rata basis in the payment of cumulative dividends if this operation is not conducted in entirety for a given series of preferred shares, and the holders of all series of preferred shares shall not be entitled to receive any additional dividend or a dividend different from the specific preferred dividend having been determined with respect to such series in compliance with the rights, privileges, restrictions and conditions attaching thereto.

5.2.4 RIGHT TO REPOSSESS

In the event of the liquidation or dissolution of the Corporation or any other distribution of corporate assets, the holders of all series of preferred shares shall be entitled to a share, calculated on a per share basis, of the Corporation's assets available for distribution and payment, in cash or in kind, in an amount equal to the consideration received by the Corporation in compensation for each such share at the time of issuance, or the value upon redemption of any series of preferred shares as determined by the Board upon creation and issuance of such series of preferred shares, and in the case of series of preferred shares with cumulative dividends, all dividends then accumulated and unpaid (shareholder participation being on a pro rata basis if this operation is not conducted in entirety for a given series of preferred shares) and, in the case of series of preferred shares with non-cumulative dividends, all the dividends then declared and unpaid, and all other amounts as determined by the directors with respect to each series prior to the issuance of preferred shares; after having received payment of all amounts owing under the foregoing, the preferred shareholders shall not be entitled to further participate in the distribution of the Corporation's assets.

The preferred shareholders are entitled to receive the amounts set out in the paragraph hereinabove with preference and priority over any similar distribution to the holders of common shares or any class of shares of the share capital of the Corporation ranking after the preferred shares. Should the balance of the Corporation's assets be insufficient to pay the entirety of the amounts owing to the preferred shareholders, available amounts shall be shared in proportion to the amounts that would be payable to each holder respectively in the case of a full and complete payment.

ITEM 6 MARKET FOR SECURITIES NEGOTIATION

The Corporation's common shares were registered with the TSX under symbol "MOD" until January 23, 2006.

After the change of the corporate name to Groupe Bikini Village inc., the TSX granted the Corporation the "GBV" symbol to replace the "MOD" symbol for common shares exchanged on the TSX on or after January 24, 2006.

Effective September 30, 2010, shares of the Corporation were consolidated on the basis of one new share for every 125 old shares.

6.1 NEGOTIATIONS OF SECURITIES

<i>(Prices in Canadian \$)</i>	Common Shares <i>(GBV.TO)</i>		
	High \$	Low \$	Volume
January 2011	4.2900	3.8000	42,792
December 2010	4.1000	3.9000	46,217
November 2010	4.1500	3.6100	53,021
October 2010	4.2000	3.9000	31,045
September 2010	4.3750	3.1250	67,586
August 2010	3.7500	3.1250	12,709
July 2010	3.7500	3.1250	16,095
June 2010	4.3750	3.1250	37,549
May 2010	5.0000	3.7500	33,092
April 2010	5.0000	3.7500	5,853
March 2010	5.6250	4.3750	9,171
February 2010	5.6250	4.3750	15,264
Annual	5.6250	3.1250	370,395

Note: For comparison purposes, data prior to the 1 to 125 consolidation are presented on the same basis.

ITEM 7 DIRECTORS AND OFFICERS

The following table and subsequent notes provide the name, place of residence and principal occupation of each member of the board of directors and each of the Corporation's officers, as well as the number of years each Director has served the Corporation in that capacity. Each director's term of office will expire on the date of the Corporation's next annual meeting of shareholders.

7.1 MEMBERS OF THE BOARD OF DIRECTORS OF THE CORPORATION

Name, province of residence	Principal occupation	Director since
PAUL DELAGE ROBERGE ^{B, C} Quebec, Canada	Chairman GlobeCorp Tradings Inc.	1978
JOE MARSILII, CA ^A Quebec, Canada	Vice-President, Investments and Finance Jolina Capital inc.	March 1, 2007
Nathalie Carrier ^{A, B, C} Quebec, Canada	President NC Collections	June 10, 2010
HÉLÈNE F. FORTIN ^{A, B, C} Quebec, Canada	Partner CA firm Demers Beaulne, L.L.P.	December 16, 2010

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 listed beside their name over the last five years, except for the following:

Mr. Paul Delage Roberge was President and Chief Executive Officer of REZOpr Québec inc. until October 2009 and he is currently Chairman of GlobeCorp Tradings Inc.

Mrs. Nathalie Carrier was Vice-President, sales of Christina America until 2009.

Mrs. Hélène F. Fortin who before 2008 was associated with the CA firm CGF, Chartered Accountants and GHL (Groupe Hébert Lussier).

To the Corporation's knowledge, as at April 21, 2011 the Directors as a group, directly hold, control or direct, 140,312 common shares of the Corporation representing 7.34% of the common shares.

7.2 OFFICERS WHO ARE NOT DIRECTORS

The table below indicates the name, place of residence and the current position held by each of the officers who are not Directors of the Corporation.

Name, province of residence	Current position	Number of Shares (direct or indirect)
YVES SIMARD, CA Quebec, Canada	President and Chief Executive Officer	8,000
LISE LAHAISE Quebec, Canada	Director of Operations, Stores	-
CHANTAL LÉTOURNEAU, CGA Quebec, Canada	Comptroller	-

In the past five years, each of the officers listed above has held the principal occupation indicated opposite his or her name or a similar position within the Corporation, with the exception Mr. Yves Simard, who has been President and CEO of the Corporation since December 7, 2006. Between June 2003 and December 2006, he was a management consultant at Triangle Growth Management Group inc.

To the Corporation's knowledge, as at April 21, 2011, the officers who are not directors, as a group, hold or directly or indirectly control 8,000 common shares of the Corporation.

7.3 CEASE TRADE ORDERS, BANKRUPTCIES, FINES AND SANCTIONS

To the Corporation's knowledge, no director ⁽¹⁾ or officer ⁽¹⁾ and no shareholder holding a sufficient number of securities of the Corporation to materially impact control of the Corporation:

- (a) in the 10 years preceding the date of this Annual Information Form, was a director, Chief Executive Officer or Chief Financial Officer of any issuer that,
 - (i) while this individual was acting in such capacity, was the subject of a cease trade or similar order that denied the other issuer access to any exemptions under any Canadian securities legislation for a period of more than 30 consecutive days;
 - (ii) upon ceasing to be a director or officer of such issuer, was the subject of a cease trade or similar order, or an order that denied the other issuer access to any exemptions under any Canadian securities legislation for a period of more than 30 consecutive days owing to an event having occurred while the individual held such office; or

- (b) in the 10 years preceding the date of this Annual Information Form, was a director or officer of a Corporation who, while the person operated in this function or in the financial year following the individual's having ceased to act in such capacity, declared bankruptcy, filed a petition under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver- manager or trustee appointed to hold its assets.
- (c) was subject to court-imposed penalties or sanctions arising from Canadian securities legislation or a Canadian securities regulatory authority, or had entered into a settlement agreement with such authority; and
- (d) was subject to any other penalties or sanctions imposed by a court or a regulatory body likely to be deemed important in the mind of any reasonable investor seeking to make an investment decision.

Notes: ⁽¹⁾ Other than Paul Delage Roberge and Chantal Létourneau, who assumed their current roles as directors and officers of the Corporation in 2003 when, it restructured under the *Companies' Creditors Arrangement Act*.

To the Corporation's knowledge, no Director or officer of the Corporation, or a subsidiary thereof holding sufficient corporate securities as could materially impact control of the Corporation, or personal holding Corporation of one of the aforementioned individuals, has, within 10 years of the date of this Annual Information Form, declared bankruptcy, filed a petition under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver-manager or trustee appointed to hold its assets.

7.4 CONFLICTS OF INTEREST

To the Corporation's knowledge, no Director or officer of the Corporation has an existing or potential material conflict of interest with the Corporation.

ITEM 8 LAWSUITS

There are no lawsuits involving claims representing more than 10% of the assets of the Corporation.

ITEM 9 STOCK TRANSFER AGENT AND REGISTRAR

Computershare Trust Company of Canada is the transfer agent and registrar responsible for keeping the Company's records at its principal offices in Montreal, and is the co-transfer agent at its Toronto offices.

Montreal	Toronto
Computershare Trust Company of Canada 1500 University Street Suite 700 Montreal, Quebec H3A 3S8	Computershare Trust Company of Canada 100 University Street 9 th Floor Toronto, Ontario M5J 2Y1

ITEM 10 MATERIAL CONTRACTS

The Corporation has not entered into any material contracts outside the ordinary course of business.

ITEM 11 INTEREST OF EXPERTS

To the Corporation's knowledge, during and after fiscal 2010 through to the date of this AIF, partners and employees of the Corporation's auditor, Samson Bélair/Deloitte & Touche s.e.n.c.r.l., held or hold rights to less than 1% of the common shares of the Corporation. Also, at firm has confirmed its independence to the Audit Committee in the context of the Rules of Professional Conduct of the Institute of Chartered Accountants of the Code of Ethics of the *Ordre des comptables agréés du Québec*.

ITEM 12 AUDIT COMMITTEE

12.1 CHARTER OF THE AUDIT COMMITTEE

The charter of the Audit Committee appears in Appendix A to this Annual Information Form.

12.2 COMPOSITION OF THE AUDIT COMMITTEE

As at April 21, 2011, the Audit Committee comprises three directors: Mr. Joe Marsilii (Chair of the Committee), Mrs. Nathalie Carrier and Mrs. Hélène F. Fortin. The Board of Directors ruled that these three members were independent and that they all have the financial skills necessary to perform their Audit Committee duties as outlined in Regulation 52-110.

12.3 RELEVANT TRAINING AND EXPERIENCE

Mr. Joe Marsilii earned a Bachelor's Degree of Commerce from Concordia University in Montreal and a Diploma in Accountancy from McGill University in Montreal. He has been a chartered accountant since 1991. In August 2001, he joined Jolina Capital inc. as Chief of Financial Services, later becoming Vice-President, Investments and Finance. Jolina Capital is a privately-owned company.

Mrs. Nathalie Carrier is currently President of NC Collections, a sales agency in the field of lingerie. Previously, she held various roles with Christina America. In the years preceding her resignation in Spring 2010, she acted as Vice-president, managing a large team of sales professionals, and established a new division in Canada (Profile by Gottex). As part of this launch, she had a central role in all stages of the project, in particular sales strategy, price strategy to monitoring margin profit, inventory management and the brand's distribution.

Mrs. Fortin earned a graduate Diploma in Public Accountancy from McGill University in Montreal, a Degree in corporate governance from the McGill Executive Institute and a Bachelor of Commerce with a Major in Accounting and a Minor in Finance from Concordia University in Montreal. She has been a chartered accountant since 1982 and FCA since 2010. Mrs. Fortin has gained significant experience through her involvement as a chartered accountant in numerous audit assignments and other special professional service contracts. Mrs. Fortin is currently an assurance partner with the CA firm Demers Beaulne, L.L.P..

Each of the members of the Audit Committee of the Corporation possesses training and experience relevant to the performance of their duties, and, at some point, has been commissioned to evaluate financial statements presenting a level of difficulty comparable to that expected to be found in the Corporation's financial statements.

12.4 PRE-APPROVAL POLICIES AND PROCEDURES

The Audit Committee and the Board of Directors approved the "Policy of pre-approval of audit services provided by the independent auditor", whose main components are described below.

The independent auditor is appointed to audit the annual financial statements of the Corporation. The independent auditor may also be engaged for audit-related services, tax services and non-audit services, as long as these services do not interfere with their independence.

The Audit Committee, which is responsible for, among other things, overseeing the work of the independent auditor, must pre-approve all services that the Corporation's independent auditor may render. On an annual basis, the Committee examines and pre-approves the particulars of the services which may be provided by the independent auditor and the associated fee levels. Any type of service which has not already been approved by the Committee must be specifically pre-approved by the Committee if it is to be provided by the independent auditor. The same applies if the service offered exceeds the pre-approved fee level. The Committee has delegated to its Chair the authority to specifically pre-approve services that have not already been approved. However, he must communicate any such decision at the next committee meeting.

On a quarterly basis, the Committee examines the pre-approval status of any service other than audit services that the independent auditor have been asked to provide or could be asked to provide during the next quarter.

12.5 PROCEEDINGS REGARDING ALLEGATIONS OF IRREGULARITIES

The Audit Committee and the board of directors have approved the "Proceedings regarding allegations of irregularities" allowing the employees of the Corporation to make anonymous complaints regarding any violation of the Code of Business Conduct and any other of the Corporation's Policies, laws or regulations applicable to the Corporation, regarding accounting, accounting controls or auditing matters of the Corporation, fraud, theft, illegal use of the Corporation's goods, and insider trading. All complaints received are sent directly to the Corporation's Human Resources Supervisor, who is responsible for analysing the complaint and making due inquiry as necessary. The Audit Committee is informed at every meeting of complaints received, the results of any related inquiries, the fact that no complaints have been filed, or, if applicable, any corrective measures to be implemented.

12.6 POLICY CONCERNING THE HIRING OF PARTNERS, EMPLOYEES AND FORMER PARTNERS AND EMPLOYEES OF THE CURRENT OR FORMER INDEPENDENT AUDITOR

The Audit Committee and the Board of Directors approved the "Policy concerning the hiring of partners, employees and former partners and employees of the current or former independent auditor". This policy applies to any partner, employee or former partner or employee of the current or former independent auditor of the Corporation. Specifically, the candidate must not have been involved in the auditing of the Corporation's financial statements within the 12 months preceding the hiring date.

12.7 FEES FOR THE INDEPENDENT AUDITOR SERVICES

For the financial years ended January 29, 2011 and January 30, 2010, the following fees were billed by the independent auditor for auditing and related services, as well as taxation and other services provided by such independent auditor.

	2011	2010
Audit Fees	\$110,000	\$80,000
Audit-Related Fees	\$19,868	\$26,800
Tax Fees	\$9,350	\$8,750
All Other Fees	-	-

Audit Fees include all professional fees paid to Samson Bélair/Deloitte & Touche, s.e.n.c.r.l. for auditing the Corporation's annual financial statements and performing other audits involving legal deposits. From this amount, \$30,000 are associated to audit fees of the opening balance sheet as at the date of transition to the International Financial Reporting Standards (IFRS).

Audit-Related Fees include all professional fees paid to Samson Bélair/Deloitte & Touche, s.e.n.c.r.l. for providing auditing-related services, notably consulting fees pertaining to standards for disclosing accounting and financial information.

Tax Fees include all professional fees paid to Samson Bélair/Deloitte & Touche, s.e.n.c.r.l. for ensuring compliance with taxation regulations, for providing taxation counsel, consultation and financial planning services in preparation for filing the income tax returns of the Corporation, and preparing capital statements.

All Other Fees include all professional fees paid out to Samson Bélair/Deloitte & Touche, s.e.n.c.r.l. for services other than those falling into the categories of Audit Fees, Audit-Related Fees and Tax Fees.

ITEM 13 ADDITIONAL INFORMATION

Additional information on the Corporation is available at www.sedar.com and www.bikinivillage.com.

Also, additional information concerning the remuneration of Directors and officers, loans granted to them, the principal holders of the Corporation's securities, and securities authorized for issuance under equity compensation plans if any, appears in the Management Proxy Circular of the Corporation regarding the last Annual General Meeting of the Corporation, at which the Directors were elected.

Additional financial information about the Corporation is presented in the Audited Comparative Financial Statements and in the Management's Discussion and Analysis prepared for the fiscal year ended January 29, 2011.

APPENDIX A: AUDIT COMMITTEE MANDATE

The Audit Committee (the “**Committee**”) is established by the Board of Directors (the “**Board**”) of Groupe Bikini Village inc. (the “**Corporation**”) to assist the Board in fulfilling its responsibility of monitoring the system of internal controls and the financial reporting process. The Committee also monitors the Corporation’s respect of its financial commitments as well as the legal and statutory requirements governing the presentation of financial information and the management of financial risks.

COMPOSITION AND QUORUM OF THE AUDIT COMMITTEE

The Audit Committee shall be comprised of a minimum of three (3) Directors. All members of the Committee shall be independent ⁽¹⁾ and financially literate ⁽²⁾ in accordance with Regulation 52-110 Respecting Audit Committees. Members of the Committee and the Chair shall be appointed by the Board.

A majority of Committee members shall constitute a quorum.

AUDIT COMMITTEE RESPONSIBILITIES

The Committee’s responsibilities are as follows:

A. Regarding financial reporting

1. Review with senior management and the independent auditor the annual financial statements and related notes as well as the Management Discussion and Analysis. Obtain detailed explanations from senior management justifying all material variances between the results of corresponding periods before presenting the financial statements to the Board and disclosing them. Review and approve the press release discussing the financial results.
2. For each quarter, review with senior management the quarterly Management Discussion and Analysis, the quarterly financial statements and press release, and obtain detailed explanations justifying all material variances between the results of corresponding periods before presenting the financial statements to the Board and disclosing them. Examine the press release project and approve it.
3. Ensure that adequate procedures are in place to review the information extracted or derived from the financial statements of the Corporation, other than the financial statements, the Management Discussion and Analysis and all press releases concerning the results of the annual and quarterly financial statements, that is released to the public.
4. Review the information located in the Prospectus, the Annual Information Form and other reports and documents containing similar financial information before recommending their approval to the Board of Directors and disclosing them to the public or submitting them to Canadian regulatory authorities.

(1) An Audit Committee Director is independent only when he/she has no significant relationship, direct or indirect, with the Corporation, i.e., when he/she has no relationship with the Board that may influence his/her independent status, indirectly or directly, and when no consultation fees are paid to him/her by the Board or Corporation with the exception of his/her remuneration as a Director.

(2) That is, the capacity to read and understand a set of financial statements and present accounting questions of a scope and degree of complexity altogether comparable to those of which it can be reasonably believed will be raised during the reading of the financial statements of the Corporation.

5. Review with senior management and the independent auditor the acceptability and also the quality of the Corporation's accounting practices as well as any proposal to amend them, including (i) all essential accounting practices used, (ii) other ways of handling financial information discussed with senior management, the effects of their use and the treatment favoured by the independent auditor, as well as (iii) any other important communication with senior management in this regard, and review the disclosure and the effect of the eventualities and reasonable character of the provisions, reserves and estimations which may have a significant impact on the presentation of the financial information.
6. Review with the independent auditor the problems or difficulties related to the auditing and the measures taken by senior management to settle disputes between senior management and the independent auditor concerning the presentation of the financial information.
7. Ensure that management has the proper review system in place to ensure that financial statements, reports and other disseminated financial information are in compliance with regulatory and legal requirements.

B. Regarding the controls and procedures pertaining to financial reporting, internal controls and the management of risks

1. Monitor the quality and integrity of the financial, accounting and information management systems as well as the existence and proper functioning of the procedures and controls for reporting information and for internal control of the financial information of the Corporation, together with senior management and the independent auditor.
2. Periodically review the Management Discussion and Analysis to evaluate the efficiency of the controls and procedures for reporting information.
3. Regularly review and monitor the Corporation's risk assessment and management policies.
4. Establish and, if necessary, revise procedures for receiving, storing and handling complaints to the Corporation regarding accounting, internal accounting control or auditing matters, including the confidential forwarding of concerns about debatable accounting or auditing issues by employees of the Corporation.
5. Establish and, if necessary, revise procedures for protecting whistleblowers so that no employee of the Corporation may be dismissed or penalized following an allegation made in good faith to a superior or any other authority involved, regarding a potential violation of rules or regulations in force within the Corporation.
6. Help the Board to fulfill its responsibility for ensuring that the Corporation complies with applicable legal and statutory requirements.

C. Regarding internal auditing

1. Review any management decision concerning the need for an internal auditing function, including the decision to retain external services to that effect and, in such case, approve the selected supplier, excluding the independent auditor.

D. Regarding the independent auditor

1. Monitor the work of the independent auditor and review its annual written statement concerning its relationships with the Corporation; discuss relationships or services that may influence its objectivity or independence.
2. Recommend to the Board of Directors (i) the name of the external auditing firm which will be submitted to the shareholders for a vote, in order to establish or deliver an audit report or to render other auditing, examining or attestation services, as well as (ii) the remuneration of the independent auditor for its auditing services.
3. Authorize all auditing services, determine non-auditing services that may be rendered by the independent auditor, and pre-approve all non-auditing services the Corporation's independent auditor can provide to the Corporation, in accordance with the *Policy for approving services provided by the independent auditor* and with the regulations in force concerning the provisions of Multilateral Instrument 52-110.
4. Review the justification and the amount of the independent auditor's fees for both auditing services and authorized services other than auditing.
5. Review the plan of the annual audit with the independent auditor and senior management, and approve its scope and schedule.
6. Review, if necessary, the *Policy for hiring partners, employees and former partners and employees of the current or previous independent auditor of the Corporation*.
7. Ensure compliance with the legal and regulatory requirements concerning (i) the rotation of the independent auditor's appropriate partners and (ii) the independent auditor's participation in the program of the Canadian Public Accountability Board.
8. Ensure that the independent auditor always reports to the Audit Committee and the Board of Directors.

MODE OF FUNCTIONING OF THE AUDIT COMMITTEE

1. The Committee shall meet at least every quarter, or more frequently if necessary. Meetings of the Committee may be called by its Chair.
2. The Chair of the Committee shall establish the meeting agenda in consultation with the President of the Corporation and the Chief Financial Officer. The agenda and all pertinent documents must be sent to Committee members well in advance of the meeting. Minutes of all meetings of the Committee shall be kept and submitted as soon as possible to the Board for information purposes only. In addition, the Committee will report to the Board on its activities, deliberations and findings at the Board meeting following each Committee meeting.
3. The Committee must have direct lines of communication with the independent auditor at all times.
4. The Board of Directors will meet regularly without the presence of senior management and the independent auditor.
5. The Committee will meet separately with senior management and the independent auditor at least once a year, or more often if necessary.

6. The Committee may hire external consultants, when circumstances are justified, and pay their remuneration, subject to informing the Chairman of the Board.
7. The Corporation shall annually review its mandate and report to the Board on its pertinence.

No element of this mandate aims to extend the scope of the standards of conduct applicable under the requirements of the law, or the regulations respecting the Corporation's senior management or the members of the Board. Even if the Committee has a precise mandate and even if the members have financial experience, they are under no obligation to act as auditors or to execute an audit, nor to determine whether the financial statements of the Corporation are complete and exact.

The members of the Committee are entitled to trust, in the absence of information to the contrary, i) the integrity of the persons and organizations which provide them with information, ii) in the exactness and in the completeness of the information supplied, and iii) the statements made by senior management concerning non-auditing services which the independent auditor supplies to the Corporation. The monitoring responsibilities of the Committee were not established so that the Committee could independently determine whether i) senior management has applied adequate principles in terms of accounting, presentation of financial information and internal procedures and controls, or whether ii) the financial statements of the Corporation have been prepared and, as the case may be, verified according to accounting principles and generally accepted auditing standards.

* * * *

Approved by the Board of Directors on December 6, 2006

Revised by the Audit Committee and approved by the Board of Directors on April 17, 2008

Revised by the Audit Committee and approved by the Board of Directors on April 23, 2009

Revised by the Audit Committee and approved by the Board of Directors on April 22, 2010

Revised by the Audit Committee and approved by the Board of Directors on April 21, 2011