

FORM 51-102F3
MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Western Plains Petroleum Ltd. (the "**Company**" or "**Western Plains**")
#202, 5004 – 18 Street
Lloydminster, AB T9V 1V4

2. **Date of Material Change**

April 12, 2010

3. **News Release**

A press release was disseminated on April 13, 2010 via Filing Services Canada, a copy of which was filed on SEDAR.

4. **Summary of Material Change**

Western Plains announced it has entered into a non-binding letter agreement with Nordic Oil and Gas Ltd. ("**Nordic**"), (TSXV:NOG), whereby Western Plains will acquire a 50% working interest in petroleum & natural gas rights located on the Nordic lands in Lloydminster, Alberta, for \$2.5 million, subject to standard industry adjustments (the "**Transaction**"). Nordic will continue to retain the other 50% interest in its land holdings and heavy oil wells at Lloydminster. The Transaction is expected to close no later than 90 days from the date of execution of a formal definitive agreement with an effective date of April 12, 2010.

5. **Full Description of Material Change**

5.1 Full Description of Material Change

Western Plains announced it has entered into a non-binding letter agreement with Nordic Oil and Gas Ltd. ("**Nordic**"), (TSXV:NOG), whereby Western Plains will acquire a 50% working interest in petroleum & natural gas rights located on the Nordic lands in Lloydminster, Alberta (the "**Assets**"), for \$2.5 million, subject to standard industry adjustments (the "**Transaction**"). Nordic will continue to retain the other 50% interest in its land holdings and heavy oil wells at Lloydminster. The Transaction is expected to close no later than 90 days from the date of execution of a formal definitive agreement (the "**Definitive Agreement**"), with an effective date of April 12, 2010.

Western Plains will acquire a 50% interest in Nordic's 26 LSDs (net 1060 acres) of land in Lloydminster including nine heavy oil wells currently capable of production, plus an additional five recently drilled wells, which will be completed, equipped and placed on production over the next several weeks. All production has been, or is expected to be, from the Sparky formation. The Assets are encumbered by the normal applicable Crown royalties and certain of the Assets are also encumbered by various gross overriding royalty interests. Western Plains has been engaged as contract operator of the Assets and will be formally designated as operator upon closing of the Transaction. As contract operator, it is anticipated that Western Plains will commence completion activities to bring on production the five new wells drilled by Nordic at the end of 2009, and to reactivate Nordic's nine shut-in wells.

As a condition of the Transaction and contemporaneously with closing of the Transaction, the Company is proposing to complete a non-brokered private placement to raise not less than \$2.0 million (the “**Private Placement**”). The net proceeds of the Private Placement, together with \$100,000 from cash on hand and \$400,000 of common shares of the Company (“**Common Shares**”), are expected to comprise the consideration for the \$2.5 million purchase price. An additional press release will be issued once the terms of the private placement have been finalized by the Company. All Common Shares proposed to be issued pursuant to the Transaction, including the Private Placement, will be issued pursuant to exemptions from the prospectus and registration requirements of applicable securities legislation and will be subject to a four-month hold period, in accordance with such applicable securities legislation and policies of the TSX Venture Exchange (the “**Exchange**”). The completion of the Transaction is subject to a number of conditions including, but not limited to, (i) the execution of the Definitive Agreement with respect to the Transaction; (ii) any consents, rights of first refusal or other restrictions on transfer, sale or assignment shall have been waived or complied with; (iii) Western Plains shall have had the opportunity to review, and shall be satisfied with, all agreements related to the Assets; (iv) Western Plains shall have had the opportunity to conduct an environmental audit or environmental inspection of the Assets and upon completion of same shall have remedies relating to the environmental defects in the Definitive Agreement; (v) releases and registerable discharges from all parties holding security interests in the Assets; (vi) the completion of the Private Placement; (v) the receipt of all necessary regulatory, corporate and third party approvals, including the approval of the Exchange, any shareholder approvals or consents that may be required under the policies of the Exchange, and compliance with all applicable regulatory requirements and conditions in connection with the Transaction; (vi) the delivery of standard completion documentation including, but not limited to officers' certificates and certificates of good standing; and (vii) other conditions precedent customary for a transaction such as the Transaction.

The parties currently intend to negotiate and enter into the Definitive Agreement for the Transaction, which will be expected to include terms and conditions usual in the industry for similar transactions, including the aforementioned conditions. It is also expected that the Agreement will contain terms including the payment of a \$100,000 non-refundable deposit by Western Plains at the signing of the Definitive Agreement and the provision of the right of first refusal to Western Plains to acquire Nordic's remaining 50% working interest in the Assets. The parties shall cooperate with each other to seek and obtain all required consents and approvals necessary for the purchase and sale of the Assets.

5.2 Disclosure for Restructuring Transactions

n/a

6. Reliance on Section 7.1(2) of National Instrument 51-102

Not Applicable

7. Omitted Information

Not Applicable

8. **Executive Officer**

The name and business number of the executive officer of Western Plains Petroleum Ltd. who is knowledgeable about the material change and this report is:

David Forrest, President and Chief Executive Officer

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9. **Date of Report**

April 14, 2010