FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Winalta Inc.
Kalwin Business Park
26302 TWP. Road 531A
Spruce Grove, AB T7X 3G3
Canada

Item 2 Date of Material Change

January 30, 2007

Item 3 News Release

A news release describing the material change was disseminated on January 30, 2007 through the facilities of CCN Matthews.

Item 4 Summary of Material Change

Winalta Inc. ("Winalta") announced that it entered into an agreement with Acumen Capital Finance Partners Limited ("Acumen" or the "Agent") to complete a private placement, on a "best efforts" agency basis, of 5,500,000 common shares of Winalta (the "Common Shares") at a price of $2.00 per Common Share for aggregate gross proceeds of $11,000,000 (the "Brokered Private Placement"). In addition, $14,500,000 in Common Shares will be issued in a non-brokered concurrent private placement (the "Non-brokered Private Placement") under the same price and terms as the Brokered Private Placement. The closing of the Brokered Private Placement and the Non-Brokered Private Placement (collectively, the "Private Placements") is expected to occur on or about February 20, 2007. Winalta shall have the option to issue an additional 2,250,000 Common Shares prior to closing.

Item 5 Full Description of Material Change

Winalta announced that it entered into an agreement with Acumen Capital Finance Partners Limited ("Acumen" or the "Agent") to complete a private placement, on a "best efforts" agency basis, of 5,500,000 common shares of the Company (the "Common Shares") at a price of $2.00 per Common Share for aggregate gross proceeds of $11,000,000 (the "Brokered Private Placement"). In addition, $14,500,000 in Common Shares will be issued in a non-brokered concurrent private placement (the "Non-brokered Private Placement") under the same price and terms as the Brokered Private Placement. $9,400,000 of the Non-Brokered private placement will be purchased by KOS Investments Ltd., the majority shareholder of Winalta. The closing of the Brokered Private Placement and the Non-Brokered Private Placement (collectively, the "Private Placements") is expected to occur on or about February 20, 2007. Winalta shall have the option to issue an additional 2,250,000 Common Shares prior to closing.

Net proceeds will be used for debt reduction, working capital, acquisitions and land development.

Subsequent to the transaction the percentage of Common Shares of Winalta held by KOS Investments Ltd. will decrease from 47.64 percent to 43.19 percent, subject to the over-allotment option. The private placement was considered and approved by a resolution of the board of directors of Winalta held on January 30, 2007. Winalta is relying on the “fair market value” exemptions contained in sections 5.5(2) and 5.7(2) of Ontario Securities Commission Rule 61-501, adopted by the TSX Venture Exchange as Policy 5.9, to the formal valuation and minority approval requirements thereof, on the basis that Winalta’s market capitalization, calculated as at December 31, 2006, is $37,601,780.

This material change report is being filed less than 21 days before the expected date of the closing of the transaction because standard business practice does not generally require a greater period of time for a transaction of this type and size.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Artie Kos, President and CEO
(780) 960 - 6900

Item 9 Date of Report

February 1, 2007