FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Winalta Inc. (“Winalta”)
26302 Twp. Road 531A
Acheson, Alberta
T7X 5A3

Item 2 Date of Material Change

June 28, 2007

Item 3 News Release

The news release was disseminated on June 28, 2007 via CCN Matthews.

Item 4 Summary of Material Change

Deficiencies have been identified in Winalta’s interim reporting for the periods ending January 31, 2006, April 30, 2006 and July 31, 2006. The interim financial statements as reported for those periods were not in accordance with generally accepted accounting principles (“GAAP”) in that they did not include the proportionately consolidated results of Winalta’s joint venture operations and in addition, notes disclosures were not included for those periods.

Item 5 Full Description of Material Change

Deficiencies have been identified in Winalta’s interim reporting for the periods ending January 31, 2006, April 30, 2006 and July 31, 2006.

The interim financial statements as reported for those periods were not in accordance with generally accepted accounting principles (“GAAP”) in that they did not include the proportionately consolidated results of Winalta’s joint venture operations and in addition, notes disclosures were not included for those periods.

If the operations of the joint venture had been proportionately consolidated in the financial statements for those periods, Investments, as reported on the balance sheet would have been allocated to other respective assets and liabilities. There would have been no impact on reported earnings or results of operations as a result of proportionate consolidation, as the related operations of the joint ventures represented land developments for which all expenditures would have been capitalized to the carrying value of the lands.

Upon the change in control and management of the Company since September 2006, Winalta substantially improved its disclosure controls for subsequent periods. Joint venture operations in all reporting periods subsequent to July 31, 2006 have been proportionately consolidated, and in particular in reporting for the year ended October 31, 2006. In addition, full notes disclosure is provided for subsequent periods, and the disclosures and Management's Discussion and Analysis provided in those subsequent periods provide significant information relative to the prior period's results. Winalta has taken steps to ensure that future reporting will be provided in accordance with GAAP, including the engagement of its external auditors to review such interim information.

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

Ray Hawrelak, Chief Financial Officer

Item 9 Date of Report

June 28, 2007