MATERIAL CHANGE REPORT

PURSUANT TO

Section 85(1) of the *Securities Act* (British Columbia)
Section 146(1) of the *Securities Act* (Alberta)
Section 84(1) of *The Securities Act, 1988* (Saskatchewan)
Section 75(2) of the *Securities Act* (Ontario)
Section 81(2) of the *Securities Act* (Nova Scotia)
Section 76(2) of *The Securities Act, 1990* (Newfoundland and Labrador)

1. REPORTING ISSUER

Tri-White Corporation ("TWH")
1 University Avenue, 14th Floor
Toronto, Ontario
M5J 2V5

2. DATE OF MATERIAL CHANGE

September 13, 2002

3. PRESS RELEASE

A press release dated September 13, 2002 disclosing the material change was released through CCN Newswire. A copy of the press release is attached hereto as Appendix "A".

4. SUMMARY OF MATERIAL CHANGE

On September 13, 2002 TWH announced its intention to make a formal take-over bid for all of the outstanding common shares and all of the 6% convertible subordinated debentures due May 13, 2008 of ClubLink Corporation ("ClubLink").

5. FULL DESCRIPTION OF MATERIAL CHANGE

Please see the press release attached hereto as Appendix "A".

6. RELIANCE ON CONFIDENTIALITY SECTION OF THE ACT

Not applicable**.**

7. OMITTED INFORMATION

Not applicable.

8. STATEMENT OF SENIOR OFFICER

Further information regarding the matters described in this report may be obtained from Eugene Hretzay, the Corporate Secretary of TWH, who is knowledgeable about the details of the material change and may be contacted at (416) 367-6870.

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario this 19th day of September, 2002.

TRI-WHITE CORPORATION

By: (signed) "Eugene Hretzay"
Name: Eugene Hretzay
Title: Secretary

APPENDIX "A"

PRESS RELEASE
September 13, 2002

Tri-White Corporation
Stock Symbol: (TWH: TSX)

Tri-White Corporation (TWH) announces take-over bid for all common shares and 6% Convertible Debentures of ClubLink Corporation. (LNK: TSX).

Toronto, Ontario: TWH announced today that it intends to make offers for all of the issued and outstanding LNK common shares not already owned and all of the LNK 6% Convertible Debentures due 2008 (the "Debentures").

Under the terms of the offer for the common shares, each LNK common shareholder will be entitled to elect to receive (i) $7.00 cash, (ii) 2.333 TWH common shares (based on the closing price of TWH common shares on September 12, 2002 of $3.00 per share), (iii) $7.00 in principal amount of 6% 5-year unsecured notes of TWH (the "Notes") or (iv) any combination thereof for each LNK common share tendered to the offer, subject in each case to a maximum aggregate cash payment of $30 million, a maximum issuance of $20 million principal amount of Notes and a maximum issuance of 17 million TWH common shares. The offer for the LNK common shares represents a premium of approximately 8% over the closing price of LNK common shares on the Toronto Stock Exchange on September 12, 2002.

Under the terms of the offer for the Debentures, holders will be entitled to receive an equivalent principal amount of TWH convertible debentures (the "Tri-White Debentures"). The Tri-White Debentures will bear interest at 6% per annum, will mature in May 2008 and will be convertible into Tri-White common shares at a conversion price of $8.00 per Tri-White common share.

The offers will be subject to the receipt of all required regulatory approvals and the satisfaction of other usual conditions standard for an offer of this nature. The offer for the common shares will not be subject to the satisfaction of any minimum tender condition. The offer for the Debentures will be subject to the condition that there be deposited to the offer and not withdrawn at the expiry time, that principal amount of Debentures which represents at least 75% of the aggregate principal amount of Debentures outstanding at that date. As TWH owns 5,000,000 common shares of LNK representing approximately 26.4% of the outstanding LNK common shares, the offer will be subject to applicable securities law requirements relating to insider bids.

TWH expects to mail a formal take-over bid circular in early October. The offer will be open for a period of 35 days from the date that TWH mails the circular.

Brascan Financial Corporation has been retained as a financial advisor to TWH.

FOR FURTHER INFORMATION PLEASE CONTACT:

Eugene Hretzay, Secretary
416-367-6870
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