MATERIAL CHANGE REPORT

Pursuant to

Subsection 75(2) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the "Ontario Act")
Subsection 85(1) of the *Securities Act*, R.S.B.C. 1996, c. 418, as amended (the "BC Act")
Subsection 146(1) of the *Securities Act*, R.S.A. 2000, c. S-4, as amended (the "Alberta Act")
Subsection 84(1) of *The Securities Act*, *1988*, S.S. 1988, c. S-42.2, as amended (the "Saskatchewan Act")
Subsection 81(2) of the *Securities Act*, R.S.N.S. 1989, c. 418, as amended (the "NS Act")
Subsection 76(2) of the *Securities Act*, R.S.N. 1990, c. S-13, as amended (the "NL Act")

and

Ontario Securities Commission Rule 61-501
Part 5 – Related Party Transactions

1. Reporting Issuer

Tri-White Corporation
Suite 1400
One University Avenue
Toronto, ON M5J 2P4

2. Date of Material Change

October 29, 2003

3. Press Release

The press release reporting the material change was issued by Tri-White Corporation on October 29, 2003 in Canada through the Canadian Timely Disclosure Network of CCNMatthews.

4. Summary of Material Change

Tri-White Corporation has agreed to purchase 3,080,000 common shares (representing approximately 35% of the outstanding common shares) of MFP Financial Services Ltd. owned by a wholly-owned subsidiary of Morguard Corporation for a purchase price of $7.75 per share for an aggregate purchase price of $23,870,000. Completion of the transaction is subject to receipt of all required regulatory and other consents or approvals.

5. Full Description of Material Change

See Schedule A attached.

6. Reliance on Subsection 75(3) of the Ontario Act
Subsection 85(2) of the BC Act
Subsection 146(2) of the Alberta Act
Subsection 84(2) of the Saskatchewan Act
Subsection 81(3) of the NS Act
Subsection 76(3) of the NL Act

Not applicable.

7. Omitted Information

Not applicable.

8. Senior Officers

Eugene N. Hretzay
Secretary
416.367.6870

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

SIGNED this 31st day of October, 2003 at Toronto, Ontario.

TRI-WHITE CORPORATION

Per: *Eugene N. Hretzay*
Name: Eugene N. Hretzay
Office: Secretary

SCHEDULE A

INFORMATION REQUIRED
PURSUANT TO SECTION 5.2 OF
ONTARIO SECURITIES COMMISSION
RULE 61-501

Background

The business of Tri-White Corporation (Tri-White) includes seeking out opportunities and investing as a merchant banker in debt and equity securities of both public and private companies.

3391361 Canada Inc., a wholly-owned subsidiary of Morguard Corporation, (collectively, Morguard) owns 3,080,000 common shares (Shares) of MFP Financial Services Ltd. (MFP).

Tri-White became aware that Morguard had decided to focus on its real estate business and no longer considered the Shares to be a core asset. Tri-White wishes to expand its investment activities into the financial services sector. Tri-White considers the Shares to be a good investment opportunity. In late September 2003, representatives of Tri-White approached representatives of Morguard to determine whether Morguard would be prepared to sell the Shares to Tri-White. This approach resulted in negotiations between representatives of Tri-White and representatives of Morguard with respect to the terms of a transaction pursuant to which Tri-White would purchase the Shares from Morguard (Transaction).

Related Party Transaction

Approximately 69.4% of the common shares of Tri-White and 42% of the common shares of Morguard are beneficially owned directly or indirectly by corporations controlled by Mr. K. (Rai) Sahi (Controlling Shareholder). As a result, Morguard is a “related party” of Tri-White and a Transaction is a “related party transaction” for the purposes of Rule 61-501 of the Ontario Securities Commission (Rule 61-501).

Formation and Organization of Special Committee

On October 9, 2003, the Board established a special committee (Committee) composed of Judd Buchanan, John Lokker and Arni Thorsteinson, being all the independent directors of Tri-White, to consider and advise the Board whether a Transaction is in the best interests of Tri-White and fair to the shareholders of Tri-White other than the Controlling Shareholder and his related parties (Unrelated Shareholders). Mr. Thorsteinson was appointed Chair of the Committee.

The Committee retained McMillan Binch LLP to serve as legal counsel to the Committee. The Committee retained Westwind Partners Inc. (Westwind) to serve as financial advisors to the Committee and to provide an opinion as to the fairness of the consideration payable by Tri-White under a Transaction from a financial point of view to the Unrelated Shareholders.

Proceedings and Deliberations of Special Committee

The Committee met four times.

October 24, 2003 Meeting

At a meeting of the Committee held on October 24, 2003, management of Tri-White made a presentation to the Committee outlining the purpose and business reasons for a Transaction and describing the status of negotiations between representatives of Tri-White and representatives of Morguard with respect to a Transaction.

Management of Tri-White confirmed their desire to expand Tri-White's investment activities into the financial services sector and their belief that the Shares represent a good business opportunity for Tri-White.

Management of Tri-White advised the Committee that Tri-White had an agreement in principle with Morguard to purchase the Shares for a purchase price of $8.00 per Share for an aggregate purchase price of $24,640,000, $12,320,000 payable in cash at closing and $12,320,000 payable pursuant to a promissory note to be delivered at closing bearing interest at a rate of 6% per annum, calculated and payable semi-annually in arrears, maturing on January 12, 2006 and secured by a pledge of the Shares (Initial Transaction). The Initial Transaction was conditional upon, among other things, receipt of all regulatory and other consents or approvals and approval by the board of directors of Tri-White (Board) following a favourable recommendation by the Committee.

At the same meeting of the Committee, representatives of Westwind made a presentation to the Committee outlining Westwind's views with respect to the Initial Transaction. The presentation included a description of the review carried out by Westwind. The representatives of Westwind confirmed that Westwind would be able to provide the Committee with an opinion that the consideration payable by Tri-White under the Initial Transaction was fair from a financial point of view to the Unrelated Shareholders.

In response to a question from the Committee, management of Tri-White described the anticipated effect of the Initial Transaction on the business and affairs of Tri-White as follows:

- the Initial Transaction will use a substantial portion of the liquid resources of Tri-White and will increase the aggregate indebtedness of Tri-White;
- MFP does not currently pay dividends on its common shares; unless this changes, the Shares will not provide any current yield to Tri-White;
- Tri-White will continue to be able to service its indebtedness out of its operating cash flow; and
- Tri-White will account for its investment in the Shares on an equity basis.

The Committee then reviewed and discussed the Initial Transaction, in particular the purchase price, and the matters covered in management's and Westwind's presentations. After discussion, the Committee instructed representatives of Tri-White to advise representatives of Morguard that the Committee was not prepared to recommend a price of more than $7.25 per Share to the Board.

October 29, 2003 Meeting

At a meeting of the Committee held on October 29, 2003, the Chair of the Committee advised that he had had discussions with representatives of Tri-White and representatives of Morguard with respect to the status of negotiations with respect to a Transaction. The Chair advised that Morguard was not prepared to accept less than $7.75 per Share but was prepared to proceed without a pledge of the Shares. He also advised that Tri-White now had an agreement in principle with Morguard to purchase the Shares for a purchase price of $7.75 per Share for an aggregate purchase price of $23,870,000, $11,935,000 payable in cash at closing and $11,935,000 payable pursuant to a promissory note to be delivered at closing bearing interest at a rate of 6% per annum, calculated and payable semi-annually in arrears, and maturing on January 12, 2006 (Revised Transaction). The Revised Transaction was conditional upon, among other things, receipt of all regulatory and other consents or approvals and approval by the Board following a favourable recommendation by the Committee.

The Chair of the Committee advised that management of Tri-White had confirmed that, apart from the difference in the purchase price, the anticipated effect of the Revised Transaction on the business and affairs of Tri-White was the same as the Initial Transaction.

At the same meeting of the Committee, representatives of Westwind updated the presentation that they had made to the Committee on October 24, 2003 and confirmed that Westwind would be able to provide the Committee with an opinion that the consideration payable by Tri-White under the Revised Transaction is fair from a financial point of view to the Unrelated Shareholders.

The Committee then reviewed and discussed the interest in the Revised Transaction of every "interested party" and of the "related parties" and "associated entities" of the interested parties as those terms are defined in Rule 61-501 (collectively, Interested Parties), including the nature of any benefit that will accrue to every Interested Party as a result of the Revised Transaction. The Committee concluded that, as a result of the Revised Transaction, Morguard (in which the Controlling Shareholder and his related parties hold approximately a 42% equity interest) will no longer hold an equity interest in MFP and will receive the purchase price for the Shares and Tri-White (in which the Controlling Shareholder and his related parties hold approximately a 69.4% equity interest) will increase its current nominal equity interest in MFP to approximately 35% and will pay the purchase price for the Shares.

After further discussion, the Committee concluded unanimously, based on the considerations described under "Considerations" below, that the acquisition of the Shares on the terms of the Revised Transaction is in the best interests of Tri-White and fair to the Unrelated Shareholders. The Committee also resolved to recommend that the Board approve the Revised Transaction.

Board Approval

After the Committee meeting on October 29, 2003, the Board met and received the report and recommendations of the Committee.

After discussion, the Board concluded, based on the recommendations of the Committee and the considerations described under "Considerations" below, that the Revised Transaction is in the best interests of Tri-White and fair to the Unrelated Shareholders. The Board also resolved to approve the Revised Transaction.

Mr. Sahi (who is the Controlling Shareholder and a director and officer of Morguard) and Mr. King (who is a director and officer of Morguard) declared their interests in the Revised Transaction and abstained from voting in respect of the resolutions concluding that the Revised Transaction is in the best interests of Tri-White and fair to the Unrelated Shareholders and approving the Revised Transaction. Mr. Berrill (who is a director and officer of MFP) and Mr. Turple (who is a consultant to Morguard) had previously declared their interests in the Revised Transaction and did not attend the meeting of the Board.

Considerations

In reaching their conclusions, the Committee and the Board considered, among other things, the following:

- the acquisition of the Shares is consistent with the business of Tri-White;
- the purchase price for the Shares is approximately equal to the average closing price of the common shares of MFP on the Toronto Stock Exchange for the 30 day period ending October 28, 2003;
- the business of MFP;
- the anticipated effect of the Revised Transaction on the business and affairs of Tri-White; and
- the opinion of Westwind that the consideration payable by Tri-White under the Revised Transaction is fair from a financial point of view to the Unrelated Shareholders.

Fairness Opinion

On October 29, 2003, Westwind Partners delivered its opinion that, as of October 29, 2003, the consideration payable by Tri-White under the Revised Transaction is fair from a financial point of view to the Unrelated Shareholders.

No Valuations

There have been no formal valuations prepared in respect of MFP or the Shares during the last 24 months.

Transaction Agreements

On October 29, 2003, Tri-White, 3391361 and Morguard entered into an agreement pursuant to which Morguard agreed to sell and Tri-White agreed to purchase the Shares on the terms of the Revised Transaction. At the closing of the Revised Transaction, Tri-White will execute and deliver the Note.

Tri-White will not enter into any other agreements or instruments in connection with the Transaction.