FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 - Name and Address of Company

Weyburn Inland Terminal Ltd. ("WIT")
P.O. Box 698
Weyburn, Saskatchewan
S4H 2K8

ITEM 2 - Date of Material Change

July 11, 2008

ITEM 3 - News Release

On July 14, 2008, a press release was issued from Saskatoon, SK to the media. A copy of the release was concurrently filed on SEDAR.

ITEM 4 - Summary of Material Change

WIT has acquired 55.5% of the outstanding Class A common shares of NorAmera BioEnergy Corporation ("NorAmera"), along with a 75% interest in 101125094 Saskatchewan Ltd. ("101125094"), a company which acquired certain warehouse facilities and equipment from NorAmera Ventures Inc. ("NAVI").

ITEM 5 - Full Description of Material Change

WIT has acquired 4,000,000 Class A common shares of NorAmera (the "Shares") for a purchase price of $1.00 per Share, providing in exchange the aggregate consideration of $3,000,000 cash and the issuance of 20,000 common shares of WIT. Following the completion of the acquisition, WIT holds 55.5% of the outstanding Shares, Golden Opportunities Fund Inc. (the "Fund") will hold 42.25% of the outstanding Shares and the remaining 2.25% of the Shares will be held by management. In addition, NorAmera granted to WIT a debenture in the principal amount of $2,750,000.

In tandem with the acquisition of the majority interest in NorAmera, WIT acquired a 75% interest in 101125094 for $1,338,750 and the Fund acquired the remaining 25%. 101125094 used the cash proceeds for the acquisition of certain warehouse facilities and equipment from NAVI. The aggregate purchase price for these warehouse facilities and equipment was $4,560,000, with the remainder thereof financed through a debenture, granted by 101125094 to WIT, in the principal amount of $2,500,000. Some of the acquired warehouse facilities and equipment are in turn leased to NorAmera.

ITEM 6 - Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

ITEM 7 - Omitted Information

No information has been omitted on the basis that it is confidential.

ITEM 8 – Executive Officer

Rob Davies, Chief Executive Officer
Weyburn Inland Terminal Ltd.
P.O. Box 698
Weyburn, Saskatchewan S4H 2K8

Telephone: (306) 842-7436

ITEM 9 - Date of Report

July 17, 2008