FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Western Forest Products Inc.
435 Trunk Road, 3rd Floor
Duncan, BC V9L 2P9

Item 2. Date of Material Change

June 16, 2009

Item 3. News Release

A news release was disseminated through MarketWire on June 16, 2009.

Item 4. Summary of Material Change

The Company announced amendments to its long-term debt facilities.

Item 5.1 Full Description of Material Change

The Company announced that it entered into an agreement to amend its long-term debt facilities.

Under the terms of the agreement, the maturity date of the Company's $53.1 million non-revolving term loan will be extended from September 9, 2009 to September 9, 2010. In addition, the Company's maximum debt-to-capitalization ratio will be increased from 40% to 45%.

As part of the agreement, the interest rate under the Company's long-term debt facilities will increase from the bankers' acceptance rate plus 3.00% to the bankers' acceptance rate plus 6.00%, and potentially by a further 0.75% in 2010.

Forward Looking Statements and Information

This material change report contains statements which constitute forward-looking statements and forward-looking information within the meaning of applicable securities laws. Those statements and information appear in a number of places in this document and include statements and information regarding the Company's current intent, belief or expectations primarily with respect to market and general economic conditions, future costs, expenditures, available harvest levels and the Company's future operating performance, objectives and strategies. Such statements and information may be indicated by words such as "estimate", "expect", "anticipate", "plan", "intend", "believe", "should", "may" and similar words and phrases. Readers are cautioned that it would be unreasonable to rely on any such forward-looking statements and information as creating any legal rights, and that the statements and information are not guarantees and may involve known and unknown risks and uncertainties, and that actual results and objectives and strategies may differ or change from those expressed or implied in the forward-looking statements or information as a result of various factors. Such risks and uncertainties include, among others: general economic conditions, competition and selling prices, changes in foreign currency exchange rates, labour disruptions, natural disasters, relations with First Nations groups, changes in laws, regulations or public policy, misjudgments in the course of preparing forward-looking statements or information, changes in opportunities and other factors referenced under the "Risk

Factors" section in the Company's Annual Information Form dated February 25, 2009 and under the "Risks and Uncertainties" section of the Company's MD&A in its 2008 Annual Report of the same date and those referenced in the Company's MD&A in its most recently filed quarterly report. All written and oral forward-looking statements or information attributable to the Company or persons acting on the Company's behalf are expressly qualified in their entirety by the foregoing cautionary statements. Except as required by law, the Company does not expect to update forward-looking statements or information as conditions change.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Brian Cairo, Vice President, Finance and Corporate Secretary
Business Telephone: 250.715.2258

Item 9. Date of Report

June 16, 2009

WESTERN FOREST PRODUCTS INC.

(signed) "Brian Cairo"

Brian Cairo,
Vice President, Finance and Corporate Secretary