SAHA PETROLEUM LTD.

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Western Plains Petroleum Ltd. (the "**Company**" or "**Western Plains**")
#202, 5004 – 18 Street
Lloydminster, AB T9V 1V4

Item 2 Dates of Material Change(s)

August 31, 2009.

Item 3 News Releases

A news release was disseminated on August 31, 2009 through Filing Services Canada Inc., a copy of which was filed on SEDAR.

Item 4 Summary of Material Changes

The Company announced it has reserved up to a maximum of 9,375,000 common shares ("**Common Shares**") at an offering price of $0.08 per share pursuant to a proposed private placement for gross proceeds of up to $750,000.

Item 5 Full Description of Material Changes

5.1 Full Description of Material Change

The Company announced that announces it has reserved up to a maximum of 9,375,000 common shares ("**Common Shares**") at an offering price of $0.08 per share pursuant to a proposed private placement for gross proceeds of up to $750,000.

The offering is subject to acceptance by the TSX Venture Exchange (the "**Exchange**") and will be conducted on a private placement basis in accordance with registration and prospectus exemptions under applicable securities laws.

It is anticipated that the net proceeds from the offering will be applied to eligible expenditures relating to reactivation activities in respect of wells recently acquired by the Company, other exploration and development activities primarily in the Lloydminster region of Alberta and Saskatchewan and for the acquisitions of additional producing and non-producing heavy oil assets in Alberta and Saskatchewan in the area surrounding the Lloydminster.

The Company has agreed to pay a finder's fee of 10% of the gross proceeds of the offering, and issue warrants in equal to 10% of the common shares sold under offering, each warrant exercisable at a price of $0.10 for a 24 month period, to an arm's length party, for services in respect of the offering.

All securities issued under the offering will be subject to a four month hold period from the date of issuance, in accordance with Exchange policies and applicable securities laws.

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5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information, please contact David Forrest, President and Chief Executive Officer, at Tel: +1 (780) 205-4468; Fax: +1 (780) 808-8038; e-mail: brahmadf@gmail.com.

Item 9 Date of Report

September 1, 2009.

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