WESTERN PLAINS PETROLEUM LTD.
(fomerly 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)

October 2, 2009.

Item 3 News Releases

A news release was disseminated on October 2 , 2009 through Filing Services Canada Inc., a copy of which was filed on SEDAR.

Item 4 Summary of Material Changes

The Company announced that Stephen Johnston has been appointed by the Board as the new Chief Financial Officer of the Corporation. Mr. Johnston, who is also a director of the Corporation, replaces Tariq Malik, who resigned as Vice-President, Finance, and Chief Financial Officer.

The Company also announced it has extended the closing date from September 30, 2009 to October 14, 2009, in respect of its previously announced private placement of up to 9,375,000 common shares at a price of $0.08 per share for gross proceeds of up to $750,000.

The Company provided an operational update in respect of re-activation activities of 5 recently acquired nominally producing or shut-in heavy oil wells and the acquisition of a 100% interest in a shut-in heavy oil well for the cash consideration of $115,000.

Item 5 Full Description of Material Changes

5.1 Full Description of Material Change

The Company announced that Stephen Johnston has been appointed by the Board as the new Chief Financial Officer of the Corporation. Mr. Johnston, who is also a director of the Corporation, replaces Tariq Malik, who resigned as Vice-President, Finance, and Chief Financial Officer. The Board wishes to thank Mr. Malik for his services to the Company.

In respect of the 5 nominally or non-producing wells that were acquired by Western Plains in the Lloydminster area of Alberta and Saskatchewan in July and August of 2009, re-activation has been completed on all 5 of these wells. These wells are now contributing approximately 65 bbl/d of heavy oil production to the Company's current average production of approximately 103 bbls/d, from a total of 10 producing heavy oil wells in Alberta and Saskatchewan.

In addition, the Company announced the acquisition of a 100% working interest in LSDs 11, 12 and 13 of 12-050-03 W4M in the Lloydminster area of Alberta. The properties, on which two shut-in heavy oil wells are situated, were acquired from a private oil & gas company for the cash consideration of $115,000. Western Plains has a service rig operating in the area an expects to commence re-activation activities on one of the shut-in wells this week.

The Company also announces it has extended the closing date from September 30, 2009 to October 14, 2009, in respect of its previously announced private placement of up to 9,375,000 common shares at a price of $0.08 per share 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. All securities issued under the private placement 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

October 8, 2009.