

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

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

2. Date of Material Change(s)

October 12, 2010.

3. News Release

A press release was disseminated on October 13, 2010 via Filing Services Canada, a copy of which was filed on SEDAR.

4. Summary of Material Change

Western Plains announced that Steven Glover, C.A., has been appointed by the Board of Directors as Vice-President, Finance, and Chief Financial Officer of the Company. Mr. Glover replaces the Company's interim Vice-President, Finance, and Chief Financial Officer, Stephen Johnston, who is also a director of the Company.

5. Full Description of Material Change

5.1 Full Description of Material Change

Western Plains announced that Steven Glover, C.A., has been appointed by the Board of Directors as Vice-President, Finance, and Chief Financial Officer of the Company. Mr. Glover is a valuable addition to the management of the Company adding considerable industry experience, including that as Vice-President, Finance, with TSX Venture Exchange listed entities Valiant Energy Inc. (2005 - 2006) and Eagle Rock Exploration Ltd. (2006 - 2009).

Mr. Glover currently serves as a Director and Chair of the Audit Committee for Travel Alberta, and also provides consulting financial advisory services to private corporations, partnerships and income trusts. Throughout his career, Mr. Glover has remained active in various professional accounting organizations, serving as a Director of the Canadian Public Accountability Board (2003 - 2005) and as an Executive Director of the Institute of Chartered Accountants of Alberta (1984 - 2005). Mr. Glover earned his Bachelor of Mathematics from the University of Waterloo (1975) and his Master in Business Administration from the University of Alberta (1986).

Mr. Glover replaces the Company's interim Vice-President, Finance, and Chief Financial Officer, Stephen Johnston, who is also a director of the Company. The Board wishes to thank Mr. Johnston for acting in this capacity over the past 12 months.

5.2 Disclosure for Restructuring Transactions

Not Applicable

6. Reliance on Section 7.1(2) of National Instrument 51-102

Not Applicable

7. Omitted Information

Not Applicable

8. Executive Officer

The name and business number of the executive officer of Western Plains Petroleum Ltd. who is knowledgeable about the material change and this report is:

David Forrest, President and Chief Executive Officer

Tel: +1 (780) 205-4468

Fax: +1 (780) 808-8038

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9. Date of Report

October 13, 2010