

CONIFEX TIMBER INC.

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Conifex Timber Inc.
Suite 110, 2925 Virtual Way
Vancouver, British Columbia
V5M 4X5

Item 2: Date of Material Change

December 4, 2012 and December 10, 2012

Item 3: News Release

On December 4, 2012 and December 10, 2012, Conifex Timber Inc. (the "**Company**") issued news releases through the facilities of Marketwire.

Item 4: Summary of Material Change

On December 10, 2012, the Company announced that it had completed the extension of maturity of its \$12 million principal amount of senior secured notes (the "**Notes**") to December 31, 2013. The Company had previously announced on December 4, 2012, that it had reached an agreement in principle to extend the maturity date of the Notes. Additionally, on December 4, 2012, the Company announced that it had revised its management structure and eliminated the Chief Operating Officer position.

Item 5: Full Description of Material Change

On December 10, 2012, the Company announced that it had completed the extension of maturity of the Notes to December 31, 2013, completing its previously announced agreement in principle on December 4, 2012. The interest rate on the Notes remains unchanged, a one percent extension fee was paid and, if the Notes are repaid after June 30, 2013, they will be subject to a premium of 3.5%.

Additionally, on December 4, 2012, the Company announced that it had revised its management structure and eliminated the Chief Operating Officer position in order to, among other things, streamline operations and provide for more direct-line reporting.

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

The following senior officer of the Company is knowledgeable about the material change and this report:

Yuri Lewis
Chief Financial Officer
(778) 331-8687

Item 9: Date of Report

December 14, 2012