FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. **Name and Address of Company**

Pro-Trans Ventures Inc. (the "**Corporation**")
1359 Fletcher Road
Saskatoon, Saskatchewan
S7M 5H5

Item 2. **Date of Material Change**

October 1, 2011

Item 3. **News Release**

A press release was disseminated on October 3, 2011 via Marketwire.

Item 4. **Summary of Material Change**

The Corporation announced that it has completed its previously announced acquisition of Maple Leaf Loading Ltd.

Item 5. **Full Description of Material Change**

For a full description of the material change, please refer to the press release of the Corporation dated October 3, 2011 attached hereto as Schedule "A".

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

Not applicable.

Item 7. **Omitted Information**

Not applicable.

Item 8. **Executive Officer**

The name and business number of the executive officer of the Corporation who is knowledgeable about the material change and this report is:

Russel Marcoux – President and Chief Executive Officer
Phone: (306) 664-1413

Item 9. **Date of Report**

October 5, 2011

Schedule “A”

PRESS RELEASE

PRO-TRANS VENTURES INC. COMPLETES ACQUISITION OF MAPLE LEAF LOADING LTD. AND APPOINTS NEW DIRECTORS

DATE: October 3, 2011

CALGARY, ALBERTA – Pro-Trans Ventures Inc. (“**Pro-Trans**”) (**TSX-V: PVI**) is pleased to announce that it has closed the previously announced acquisition of Maple Leaf Loading Ltd. (“**Maple Leaf**”), a private corporation incorporated pursuant to the laws of British Columbia (the “**Acquisition**”) and the appointment of Darby Kreitz and Brian Murray to the board of directors of Pro-Trans, all effective as of October 1, 2011.

The Acquisition

Pursuant to the terms of the Acquisition, Pro-Trans has acquired all of the outstanding common and preferred shares in the capital of Maple Leaf. The total deemed value of the Acquisition is approximately $12,295,000, paid on the basis of $4,375,000 in cash and 13,200,000 common shares in the capital of Pro-Trans (“**Pro-Trans Shares**”) at a deemed price of $0.60 per share.

Pro-Trans also issued an aggregate of 3,000,000 series “A” Pro-Trans Share purchase warrants (“**Series A Warrants**”) and 3,000,000 series “B” Pro-Trans Share purchase warrants (“**Series B Warrants**”) to the former shareholders of Maple Leaf. The vesting of the Series A Warrants shall be determined based upon certain financing criteria of Pro-Trans, and the vesting of the Series B Warrants shall be determined based upon certain performance criteria of Maple Leaf, all in accordance with the terms and conditions contained in the definitive certificates to represent such warrants.

Pursuant to the Acquisition, Pro-Trans has granted 1,320,000 options to purchase Pro-Trans Shares to certain employees and consultants of Maple Leaf. The options are exercisable at a price of $0.60 per share with an expiry date of 5 years from the date of the closing of the Acquisition.

The Acquisition and the creation of a new control person pursuant to the Acquisition were each consented to by shareholders holding a majority of the common shares of Pro-Trans, as required by the policies of the TSX Venture Exchange (the “**TSX-V**”). Pursuant to the Acquisition a total of 7,441,948 Pro-Trans Shares and all of the Series A Warrants and Series B Warrants were deposited in escrow pursuant to a TSX-V value security escrow agreement.

Convertible Debenture Financing

Concurrent with the completion of the Acquisition, Pro-Trans completed its previously announced financing to an arms length lender by way of a convertible debenture in the amount of $5,000,000 (the “**Convertible Debenture**”). The Convertible Debenture is for a term of three years, bears interest at a rate of 8.5% per annum payable monthly and is secured by a pledge of all of the outstanding common shares and preferred shares of Maple Leaf, by Pro-Trans in favour of the lender. The Convertible Debenture is convertible into Pro-Trans Shares at a price of $0.60 per share at any time during its term.

Appointment of Directors

Pro-Trans is pleased to announce the appointment of Darby Kreitz and Brian Murray as directors of Pro-Trans as of October 1, 2011.

Mr. Kreitz is a founder and the Chief Executive Officer of Allnorth Consultants Limited – a professional engineering services company. Mr Kreitz was also a major shareholder, sole Director, President of Maple Leaf prior to the completion of the Acquisition. Mr. Kreitz attained his Bachelor of Engineering degree from the University of Saskatchewan in 1992, completed the Quantum Shift Executive Program at the Ivey School of Business at the University of Western Ontario in 2004 and has participated in several leadership courses at the Sauder School of Business.

Mr. Murray has worked in the bulk transportation industry for over thirty years, most recently as President of a major trucking organization in western Canada. He has significant experience with all aspects of bulk handling logistics including rail, truck and intermodal storage facilities. Mr. Murray attended Simon Fraser University, where he obtained his Commerce degree in 1979. He has also completed the Advanced Executive Program at Kellogg Business School at Northwestern University.

Information Concerning Pro-Trans

Pro-Trans is a public company incorporated pursuant to the laws of Alberta, with its head office in Saskatoon, Saskatchewan.

Russel Marcoux, President and CEO of Pro-Trans, stated, "We are pleased and excited to announce the completion of the acquisition of Maple Leaf. This acquisition is an excellent start for our Company towards our objective to become an integrated provider of specialized transportation services across a range of service sectors within the transportation industry."

As a result of the Acquisition, Pro-Trans now meets the listing requirements of a Tier 1 issuer on the TSX-V.

Information Concerning Maple Leaf

Maple Leaf is a wholly owned subsidiary of Pro-Trans, incorporated pursuant to the laws of British Columbia. Maple Leaf provides a range of specialized transportation services related to the management, handling and transportation of ore and other products for customers involved in the mining industry in British Columbia, Alberta and the Yukon Territory.

Darby Kreitz, former controlling shareholder and President of Maple Leaf said, "We expect this transaction to position Maple Leaf well, in respect to opportunities to continue to expand and grow in volume as well as in the variety of specialized services that Maple Leaf can offer to its customers in the future."

Operating personnel and management in place at Maple Leaf will continue under the new ownership. Don Watt, the Chief Operating Officer of Maple Leaf, has entered an employment agreement to continue to provide his experience, management expertise and leadership to Maple Leaf into the future.

General

The TSX-V has provided conditional acceptance of the Acquisition subject to the satisfaction of all of the TSX-V's conditions and the issuance of a final bulletin by the TSX-V accepting the Acquisition. Assuming that all TSX-V conditions are satisfied, Pro-Trans graduate to a Tier 1 issuer on the TSX-V and will continue to trade under the symbol "PVI".

Further information concerning Pro-Trans, Maple Leaf and the Acquisition are contained in the Filing Statement of Pro-Trans which is available for review under the Pro-Trans' SEDAR profile at www.sedar.com.

For further information, please contact:

Pro-Trans Ventures Inc.
Russel Marcoux, President and Chief Executive Officer
Tel: (306) 664-1413

Investors are cautioned that, except as disclosed in the Filing Statement, any information released or received with respect to the Acquisition may not be accurate or complete and should not be relied upon.

Neither the TSX-V, nor its Regulation Services Provider (as that term is defined in the policies of the TSX-V) has in any way passed upon the merits of the Transaction and neither of the foregoing entities has in any way approved or disapproved of the contents of this press release.

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