

CONIFEX TIMBER INC.

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Conifex Timber Inc.
980 – 700 West Georgia Street
Vancouver, British Columbia V7Y 1B6

Item 2: Date of Material Change

October 30, 2018

Item 3: News Release

On October 30, 2018, Conifex Timber Inc. ("**Conifex**") issued a news release through the facilities of Marketwired.

Item 4: Summary of Material Change

On October 30, 2018, Conifex announced that its wholly-owned subsidiary Conifex Power Limited Partnership ("**Conifex Power**") completed a \$70 million secured term loan (the "**Loan**") with a syndicate of private lenders to refinance its existing loan. The Loan has a 15-year term, is secured by substantially all of the power segment assets and bears interest at a rate of 6.10% per annum.

Item 5: Full Description of Material Change

On October 30, 2018, Conifex announced that its wholly-owned subsidiary Conifex Power completed the Loan with a syndicate of private lenders to refinance its existing loan. The Loan has a 15-year term, is secured by substantially all of the power segment assets and bears interest at a rate of 6.10% per annum. The Loan is expected to be fully amortized over its 15-year term and is non-recourse to the other operations of Conifex.

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

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

Yuri Lewis
Chief Financial Officer
(778) 331-8687

Item 9: Date of Report

November 9, 2018