

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

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

Whitemud Resources Inc. (“Whitemud” or the “Company”)  
Suite 3900, 205 5<sup>th</sup> Avenue SW  
Calgary, Alberta T2P2V7

**Item 2. Date of Material Change**

October 10, 2019

**Item 3. News Release**

A news release with respect to the material change was issued by the Company on October 10, 2019 and was disseminated in Canada through the facilities of TheNewswire.

**Item 4. Summary of Material Change**

On October 10, 2019, the Company announced that that the TSX Venture Exchange has provided acceptance for Whitemud’s graduation from NEX to Tier 2 of the Exchange and reclassification as an Industrial Issuer. The graduation will become effective at market open on Tuesday, October 15, 2019 when the Company’s listing will transfer from NEX to TSX Venture.

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

On October 10, 2019, the Company announced that the TSX Venture Exchange has provided acceptance for Whitemud’s graduation from NEX to Tier 2 of the Exchange and reclassification as an Industrial Issuer. The graduation will become effective at market open on Tuesday, October 15, 2019 when the Company’s listing will transfer from NEX to TSX Venture.

Whitemud has prepared a Filing Statement in connection with its application for graduation and reclassification which is available under the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com). Upon receipt of final acceptance from the Exchange the Company will be reclassified as a Tier 2, Industrial Issuer.

The reclassification of the Company from a Mining Issuer to an Industrial Issuer is a result of the growth of the Company’s liquefied petroleum gas business segment (the “LPG Business”) through Whitemud’s petroleum product marketing division, Midstream Energy Partners.

Going forward the Company will continue to operate the LPG Business, which consists of buying and selling propane and butane through physical deliveries and by inventory transfer by conducting buy/sell marketing transactions. In the future, the Company may also commence marketing activities in all types of commodities and engage in all activities ancillary thereto including, but not limited to, the storage, logistics and transportation of physical commodities.

With respect to Whitemud's existing kaolin and metakaolin business, the Company intends to maintain its kaolin mineral rights while reducing expenses at the Gollier Creek mine and plant.

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

Not Applicable.

**Item 7. Omitted Information**

None.

**Item 8. Executive Officer**

David Koplovich, Chief Financial Officer  
Phone: 403-266-1985

**Item 9. Date of Report**

October 10, 2019