

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Issuer

Legumex Walker Inc. (the "Company")
1345 Kenaston Blvd.
Winnipeg, Manitoba
R3P 2P2

2. Date of Material Change

July 31, 2015

3. News Release

The news release with respect to the material change was issued on July 31, 2015 through CNW and filed on the system for electronic document analysis and retrieval (SEDAR).

4. Summary of Material Change

The Company announced its Washington State based, 84% owned, Pacific Coast Canola, LLC ("PCC") subsidiary received from AgCountry Farm Credit Services, LFCA ("AgCountry"), the agent for a syndicate of lenders under PCC's senior credit facility (the "Facility"), notice making demand for repayment of all amounts due under the Facility.

5. Full Description of Material Change

5.1 Full Description of Material Change

On July 31, 2015, the Company announced today announced the Company's Washington State-based, 84% owned Pacific Coast Canola, LLC ("PCC") subsidiary has received from AgCountry Farm Credit Services, FLCA ("AgCountry"), the agent for a syndicate of lenders under PCC's senior credit facility (the "Facility"), notice making a demand for repayment of all amounts due under the Facility. The notice of demand cites as the basis for the demand a default by PCC of its covenants under the Facility and requests that covenant defaults be addressed. The amounts due under the Facility are estimated at US\$54.6 million, and are secured by a first lien on all assets and undertaking of PCC. PCC has been in active discussions with AgCountry and is considering various alternatives. PCC operates one canola crushing plant in Warden, Washington.

AgCountry is not a lender to the Company's Special Crops Division whose operations are separate from those of PCC. The Company does not expect AgCountry's demand or PCC's default to affect the Special Crops Division's operations, which include 14 plants in Canada, the U.S. and China, and will continue to work with its growers, customers and suppliers in the normal course.

PCC does not currently have access to funds to satisfy its obligations under the Facility. If PCC is unable to refinance the Facility, PCC will cease its operations and should that occur, the Company expects that PCC would no longer have any equity value.

The PCC Facility has not been guaranteed by the Company or any of its subsidiaries, other than PCC. However, the Company has provided a letter of credit in the amount of US\$2 million in support of PCC's obligations under the Facility, which letter of credit is expected to be drawn down by AgCountry.

The Company is not aware of what actions AgCountry will take to enforce its rights under the Facility. The Company will update its shareholders in respect of PCC as appropriate.

In light of the AgCountry notice, the Company has initiated discussions with its other lenders to seek waivers or forbearances so that it will remain in compliance under its other credit facilities which are subject to "cross default" provisions.

The Company will record an asset impairment charge in respect of the carrying value of the crushing plant for financial reporting purposes.

5.2 Disclosure for Restructuring Transactions

Not applicable

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

Not applicable

7. Omitted Information

Not applicable

8. Executive Officer

The following officer is knowledgeable about the material change and may be contacted about this report:

Lauren Moran
Corporate Secretary
(425) 250-1498

9. Date of Report

July 31, 2015