

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Carbon Friendly Solutions Inc. (the “Company”)
2320 – 555 West Hastings Street
Vancouver, BC V6B 4N4

Item 2 Date of Material Change

September 15, 2010

Item 3 News Release

A news release was issued by the Company through CNW on September 15, 2010.

Item 4 Summary of Material Change

The Company announced the appointment of Ian Hume to the Company’s Board of Directors and the resignation of the Honourable John Reynolds, P.C. from the Company’s Board of Directors.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced the appointment of Ian Hume to the Company’s Board of Directors.

Mr. Hume is an independent consultant based in Washington DC where he has lived since joining the World Bank as an economist in 1969. His career at the World Bank included macroeconomic work, project assignments, and management positions from Division Chief, Assistant Director of Energy Department, Resident Representative in Warsaw and Country Director in Poland. He took early retirement from the World Bank in 1994 and has worked on a range of private energy ventures since then. Mr. Hume has a wide range of banking, business and government contacts in Poland and speaks Polish.

His business experience includes the following:

- **Local US Partner for C2E (Hong Kong) (2009-2010):** Securing US partners in the coal sector with sites and coal supply for CTL projects using patented Chinese technology;
- **World Bank Quality Assurance Group (2010):** Review of performance of Bank power projects in Yemen, Afghanistan and Ethiopia;
- **LNG Feasibility Study: (2007):** Coordinator of a consortium to bid on the contract with the Polish Oil and Gas Company (PGNiG) for the feasibility study for an LNG terminal in north Poland;

- **Founded Czysta Polska Ltd (1995-2001):** Introduction of South African pre-combustion clean coal technology into the Polish market to address low stack coal emission problems;
- **Gas Pipeline (1995/6):** Technical Advisor to EUROGAZ, Polish owner of the transit segment of the Jamal gas pipeline;
- **World Bank Resident Representative in Poland:** Oversight of an extensive range of restructuring and privatization activities in the banking, industry and energy sectors. Specific energy projects included:
 - o Poland's first privatized heat and power plant (Krakow-Leg)(1991-1993);
 - o Oversight of six energy sector restructuring studies in Poland in coal, electric power and gas(1990-1993);
 - o Negotiated a policy platform to enable successive power tariff increases with Polish Ministry of Finance (1993); and
 - o Oversight of early phase design of the World Bank's coal sector restructuring program (1991-1993); and
- **Director for Energy Policy, World Bank Energy Department:** responsible for energy policy, the Bank's Energy Sector Management Assistance Program (ESMAP)(1984-7); and managed the specialist group on renewable energies and energy efficiency.

The Company also announced the resignation of the Honourable John Reynolds, P.C. from the Company's Board of Directors. Mr. Reynolds will remain on as Chairman of the Company's Advisory Board to assist the Company in providing ongoing guidance and support to successfully achieve its business objectives.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Michael Young
Chief Executive Officer
Telephone: (604) 676-9792

Item 9 Date of Report

September 16, 2010