FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name And Address Of Company

Falcon Ventures International Inc.
2001, 9925 Jasper Avenue
Edmonton, Alberta T5J 2X5

Item 2. Date Of Material Change

September 25, 2009

Item 3. News Release

A news release was disseminated through the services of Canada Stockwatch and Vancouver Marketnews on September 29, 2009.

Item 4. Summary Of Material Change

Falcon Ventures International Inc. (the "Corporation") completed a private placement of 6,000,000 units at a price of $0.01 per unit for total proceeds of $60,000.

Item 5. Full Description Of Material Change

The Corporation completed a private placement of 6,000,000 units at a price of $0.01 per share for total proceeds of $60,000. This private placement was done in accordance with the TSX Venture Exchange's temporary relief measures. Each unit consists of one common share and one warrant. Each warrant will entitle the holder to purchase one common share if exercised within 5 years; the exercise price is $0.05 per share in the first year and $0.10 per share thereafter. The warrants contain a restriction that prohibits their exercise if the exercise would result in the holder owning more than 9.99% of the outstanding shares of Corporation; this restriction may be waived by the holder on not less than 61 days notice to the Corporation. After completion of this placement the Corporation has 24,202,040 common shares outstanding (before giving effect to the exercise of any warrants). This placement has not resulted in the creation of any new insiders of the Corporation.

The proceeds of this placement are being used by the Corporation to pay liabilities, pay property expenses and for general working capital.

The Corporation has scheduled an annual and special meeting of shareholders for October 26, 2009 at which it will ask the shareholders to approve, among other things, a proposed one-for-five consolidation of its outstanding common shares. The shares issued in this private placement will be subject to consolidation on the same basis as all other shares, and the warrants issued in the placement will be subject to adjustment, including an adjustment to the exercise price, upon the consolidation.

Item 6. **Reliance On Subsection 7.1(2) Or (3) Of National Instrument 51-102**

Not applicable

Item 7. **Omitted Information**

Not applicable

Item 8. **Executive Officer**

Ross Peat, the President of the Corporation is knowledgeable about this material change and may be contacted respecting this Material Change at 780-454-4950, for further information.

Item 9. **Date Of Report**

October 2, 2009

FALCON VENTURES INTERNATIONAL INC.

Per: ______________________
ROSS PEAT
President