FORM 51-102F3
Material Change Report

1. Name and Address of Company

Renasant Financial Partners Ltd. ("Renasant")
55 City Centre Drive, Suite 800
Mississauga, Ontario, Canada
L5B 1M3

2. Date of Material Change

The material change described in this report occurred on January 13, 2009

3. News Release

A Press release was issued on January 13, 2009 relating to the material change. The press release was disseminated and filed on the System for Electronic Document Analysis and Retrieval ("SEDAR").

4. Summary of Material Change

The previously announced going-private transaction of Renasant by way of consolidation (the "Consolidation") was completed on January 13, 2009. The Consolidation was approved by the shareholders of Renasant at a special meeting held on January 12, 2009. Paros Enterprises Limited ("Paros") and Capital Tachane Inc. ("Tachane") now indirectly hold 100% of Renasant.

5.1 Full Description of Material Change

The previously announced going-private transaction of Renasant by way of consolidation (the "Consolidation") was completed on January 13, 2009. The Consolidation was approved by the shareholders ("Shareholders") of Renasant at a special meeting held on January 12, 2009. Paros and Tachane now indirectly hold 100% of Renasant.

As described in the Renasant Management Information Circular dated December 15, 2008, any Shareholder (other than a dissenting shareholder) whose common shares of Renasant (the "Shares") would be consolidated into less than one whole post-Consolidation Share as a result of the Consolidation will not be entitled to receive any fractional Shares and instead will be entitled to receive payment of $1.75 in cash for each pre-Consolidation Share held, such payment to be made on the presentation and surrender to Renasant for cancellation the share certificate(s) representing such holder's pre-Consolidation Shares and other required documents. Any such Shareholder will no longer be entitled to any other rights as a Shareholder.

As previously announced, applications will be filed to de-list the common shares of Renasant from trading on the Toronto Stock Exchange and for Renasant to cease to be a reporting issuer.

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

None.

8. **Executive Officer**

Further information regarding the matters described in this report may be obtained from Robert Wright, Senior Vice President and Chief Financial Officer of Renasant, who is knowledgeable about the details of the material change and may be contacted at (905) 281-5897.

9. **Date of Report**

January 13, 2009