

FORM 51-102F3
Material Change Report

Item 1. Name and Address of Company

Free Energy International Inc.
("Free Energy" or the "Company")
1606 - 675 West Hastings Street
Vancouver, BC V6B 1N2

Item 2. Date of Material Change

July 22, 2013

Item 3. News Release

The news release was disseminated on July 23, 2013

Item 4. Summary of Material Change

Alf Sanderson has resigned as an Officer and Director of the Company and Dean Bethune has been appointed as Interim President and Chief Executive Officer of the Company.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

Alf Sanderson has resigned as an Officer and Director of the Company on July 22, 2013.

Dean Bethune, Director of the Company has agreed to assume the role of Interim President and Chief Executive Officer of the Company.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Dean Bethune, Interim President and Chief Executive Officer
(604) 696-9059

Item 9. Date of Report

July 23, 2013