

**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

April 14, 2014

Item 3. News Release

The news release was disseminated on April 15, 2014

Item 4. Summary of Material Change

Rochy Burton has resigned as a Director of the Company.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

Rochy Burton has resigned as a Director of the Company effective April 14, 2014.

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

Item 9. Date of Report

April 16, 2014