**BRITISH COLUMBIA**
**ALBERTA**
**SASKATCHEWAN**
**MANITOBA**
**ONTARIO**
**NEWFOUNDLAND**

# FORM 51-102F3
# MATERIAL CHANGE REPORT

**Item 1.** **Name and Address of Company**

*State the full name of your company and the address of its principal office in Canada:*

Disenco Energy PLC (the "Company")
Unit J, Sheffield Business Park
Europa Link
Sheffield, South Yorkshire
S9 1XU

**Item 2.** **Date of Material Change**

November 19, 2008

**Item 3.** **News Release**

The Company's news release was disseminated by Canada Stockwatch on November 26, 2008.

**Item 4.** **Summary of Material Change**

*Provide a brief but accurate summary of the nature and substance of the material change.*

The Company announced that on November 19, 2008, it closed an offering of units under its amended and restated short form prospectus dated October 3, 2008.

## Full Description of Material Change

See attached News Release

**Item 5.** **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

*If this report is being filed on a confidential basis in reliance of subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.*

Not Applicable.

**Item 6.** **Omitted Information**

Not Applicable.

**Item 7.** **Executive Officer**

*Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.*

Please contact Tony Caplin, Chairman and acting Chief Executive Officer of the Company, at +44 0 114 261 5180

**Item 8.** **Date of Report**

DATED November 26, 2008.

DISENCO

## NEWS RELEASE

## Disenco Energy PLC

**For Immediate Release: November 26, 2008**

**Disenco Energy plc Closes Offering under Amended and Restated Short Form Prospectus**

**Sheffield, November 26, 2008 -** Disenco Energy PLC (the "**Company**") (TSXV-DIS UK-based provider of highly-efficient micro-combined heat and power (m-CHP) appliances, is pleased to announce that on November 19, 2008 it closed the an offering (the “Offering”) under its amended and restated short form prospectus dated October 3, 2008 (the “Prospectus”) for aggregate gross proceeds of $90,000. The Offering consisted of 300,000 units (the “Units”) sold at a price of $0.30 per Unit. Each Unit consists of one C Ordinary Share (a “Share”) and one C Ordinary Share purchase warrant (a “Warrant”). Each Warrant entitles the holder to purchase one additional Share at a price of $0.50 for a period of 24 months from the closing date.

The Offering was completed with Blackmont Capital Inc. (the “Agent”). As compensation under the Offering, the Agent received a cash commission of $9,000. The Agent also received 30,000 non transferable agent’s options (the “Agent’s Options”). Each Agent’s Option entitles the holder to purchase one Unit at a price of $0.30 per Unit for a period of 24 months after the date on which they were issued.

Press enquiries – Brian Longpre, Director of Corporate & Investor Relations, Disenco Energy plc

Tel +44 (0)114 261 5180, Email b.longpre@disenco.com.

**About Disenco**

Disenco is a home energy green power source alternative company focused on distributing a low-cost, highly efficient, green-alternative to heat and hot water production. Its unique HomePowerPlant (HPP) appliance will enable homeowners and small businesses to dramatically reduce their annual energy bills by approximately 35% per annum, while shrinking its household annual emissions (carbon footprint) by up to 66%. The Company’s flagship product, the Disenco HPP – a micro combined heat and power appliance (m-CHP) – will give consumers the chance to produce all their heating and hot water needs from a single source point, with all surplus energy produced automatically re-sold to their respective city’s power grid; thus, generating a home energy cost payback. For further information regarding the Company, please visit www.disenco.com.

***Disclaimer***

*The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the contents herein.*