

BRITISH COLUMBIA
ALBERTA
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MANITOBA
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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

January 13, 2009

Item 3. News Release

The Company's news release was disseminated by CNW Group on January 13, 2009.

Item 4. Summary of Material Change

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

The Company entered into a pioneering agreement with National Grid in the U.S.

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 January 13, 2009.



National Grid in Pioneering Micro-cogeneration Energy Agreement with Disenco

- *Micro-combined heat and power leader Disenco signs agreement with National Grid in the US*
- *Agreement includes five pilot projects to demonstrate Disenco's HomePowerPlant (HPP) product, which generates electricity, heat and hot water simultaneously*
- *National Grid to work with Disenco to further market evaluation efforts including market targeting, equipment functioning options, demographic impacts and opportunities*
- *This technology, which can be used in homes and small businesses, supports National Grid's priorities in helping its customers reduce their energy bills while cutting carbon emissions*

Sheffield, United Kingdom, 13th January 2009: Disenco Energy plc (Toronto TSX Venture Exchange "DIS.V"), technology leader in the development and manufacture of highly efficient, energy-saving micro-combined heat and power (m-CHP) appliances for homes and small to medium businesses, today announces that it has entered into an agreement with one of the world's largest investor-owned utilities.

Disenco Energy plc aims at establishing a strategy and route to market for the earliest introduction of Disenco's unique home-based energy producing product HomePowerPlant (HPP) to North American homes. Disenco has entered into a pioneering agreement with National Grid in the US to demonstrate this product with its customers.

National Grid has demonstrated previously its commitment to clean energy technologies and recently announced plans to install 5MW of photovoltaics at four company-owned sites in Massachusetts. With National Grid's commitment to customers, ambitions in clean technologies, and its gas and electric businesses in the Northeast US; Disenco stands to gain substantial benefit from this agreement. Disenco offers National Grid another opportunity to gain hands-on, real world experience with a new product for its customers.

Disenco's unique HPP appliance could help customers cut hundreds of dollars off their energy bills each year, by producing up to 70% of peak electricity demand and satisfying customers' thermal load requirements. The product could also reduce the annual carbon footprint of their homes or businesses by up to 66%.

The dishwasher-sized appliance provides the simultaneous, on-site generation of heat and electricity with up to 92% energy efficiency. The primary fuel for the unit is natural gas; however, the technology can use a wide range of fuels including renewable gas. The key, to achieving high efficiency levels, is the ability of the system to capture the waste heat that is produced during the generation of electricity. This waste heat is used for space heating or for hot water. The HPP produces an electrical output of up to 3kW – three times that of its closest competitors – and provides 12-18kW thermal output, which can be increased to 25kW when coupled with a thermal store.

Stan Blazewicz, Vice President, Head of Global Technology at National Grid said, "We have a long tradition of supporting innovation in the utility industry and are constantly looking for new technology opportunities with our customers. Disenco's product can help customers drive down their energy costs, while reducing carbon emissions. We are eager to begin working with Disenco on the pilot projects over the coming months."

"This agreement marks a further milestone for Disenco and demonstrates the growing momentum of its business and unique technology," comments Tony Caplin, Chairman of Disenco. "Through this agreement with National Grid, Disenco's m-CHP product can be introduced into one of the world's most important energy markets – the Northeast US."

Under the terms of the agreement, National Grid and Disenco will develop a pilot program of at least five HomePowerPlant units. National Grid will collaborate with Disenco in defining product specifications, selecting appropriate customer sites, and understanding the potential for the HPP in the US market, with a view to wider product roll-out. Both companies will work together to support efforts to acquire funding for product development, product demonstration and deployment from external public sources as appropriate, such as grants from state or federal research and development agencies.

Today's announcement follows the agreement announced by Disenco in July with ENDESA, a leading utility in the Spanish energy market and the number one private-sector multinational electricity utility in Latin America, and the agreement announced by Disenco in September with CENTRICA, BRITISH GAS the leading utility in the United Kingdom energy market having a customer base in the UK of in excess of 16 million customers.

Enquiries:

Disenco Energy plc	
Brian Longpré, Corporate Relations Director	+44 (0) 114 261 5180
National Grid	
Chris Mostyn, US Corporate Media Relations Manager	+(1) 718-403-2747 / chris.mostyn@us.ngrid.com

About Disenco

Disenco Energy plc (www.disenco.com) was established in 2003 to commercialise a worldwide market for highly efficient, energy-saving micro-combined heat and power (m-CHP) appliances for domestic and small business premises using patented technology.

Disenco's product, the HomePowerPlant, provides over 92% energy conversion, generating electricity and heat for users in addition to exporting excess electricity to the grid. Its technology offers economic benefits for utilities and households, provides triple the electrical output of other technologies and enables significant reductions in CO₂ emissions.

In February 2007, Disenco listed as a public trading company on the Canadian TSX Venture Exchange ("DIS.V").

About National Grid

National Grid (LSE:NG; NYSE:NGG) is an international electricity and gas company and one of the largest investor-owned energy companies in the world.

In the U.S., National Grid delivers electricity to approximately 3.3 million customers in Massachusetts, New Hampshire, New York and Rhode Island, and manages the electricity network on Long Island under an agreement with the Long Island Power Authority (LIPA). National Grid also owns over 4,000 megawatts of contracted electricity generation that provides power to over one million LIPA customers. It is also the largest distributor of natural gas in the northeastern U.S., serving approximately 3.4 million customers in New York, Massachusetts, New Hampshire and Rhode Island.

National Grid owns the high-voltage electricity transmission network in England and Wales and operates the system across Great Britain. It also owns and operates the high pressure gas transmission system in Britain and its distribution business delivers gas to 11 million homes and businesses. National Grid also has a number of related businesses such as LNG importation and storage, land remediation and metering.

www.nationalgrid.com

Safe Harbor Forward-Looking Statements

Certain statements in this release are forward-looking statements, which reflect the expectations of management. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. These forward-looking statements reflect management's current views and are based on certain expectations, estimates and assumptions which may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements. These forward-looking statements are made as of the date of this news release and, except as required by law, the Company assumes no obligation to update these forward-looking statements, or to update the reasons why actual results differed from those projected in the forward-looking statements.

Disclaimer

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