

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

January 28, 2008

Item 3. News Release

The Company's news release was disseminated by Stockwatch on January 28, 2009.

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 it has closed a convertible debenture financing in the amount of \$652,575 (£350,000).

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 28, 2009.



Disenco Energy plc
("Disenco" or the "Company")

Closing of Convertible Debenture Financing

Sheffield, United Kingdom, January 28, 2009: Disenco Energy plc (the "Company") (TSX Venture Exchange "DIS.V"), a UK-based provider of highly-efficient micro-combined heat and power (m-CHP) appliances, is pleased to announce that it has received conditional TSX Venture Exchange approval and has closed a convertible debenture financing in the amount of \$652,575 (£350,000).

The convertible debenture is due December 1, 2009, repayable in full with accrued interest at 7% per annum on maturity. The holder may at any time during the term of the debenture convert all or part into equity at a conversion price of CAD\$0.20 per C Ordinary Share.

All securities are subject to a hold period and are restricted from trading on the TSX Venture Exchange until May 29, 2009.

On Behalf of the Board of Directors,
Brian Longpre
Press and Investor Enquiries:

Brian Longpré
Disenco Energy plc
Tel: +44 114 261 5180

About Disenco Energy plc

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.

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.