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**

February 13, 2009

Item 3. **News Release**

The Company's news release was disseminated by Canada Stockwatch on February 25, 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 Mr. Colin Mearns has resigned as Chief Financial Officer and as a director of the Company.

Following Mr. Mearns' departure, Brian Longpre, a director of the Company, will assume additional responsibilities as the interim Chief Financial Officer.

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 February 25, 2009.

DISENCO

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

Disenco Announces Resignation of CFO

Sheffield, United Kingdom, February 25, 2009: Disenco Energy plc (Toronto TSX Venture Exchange "DIS.V"), a UK-based provider of highly-efficient micro-combined heat and power (m-CHP) appliances, today announces that effective February 13, 2009, Colin Mearns resigned as the Chief Financial Officer and as a director of the Company.

Following Mr. Mearns' departure, Brian Longpre, a director of the Company and Corporate Relations Director, will assume additional responsibilities as the interim Chief Financial Officer.

The board wishes to express its thanks to Mr. Mearns for his contributions to the Company's development.

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

Statements contained in this release that are not strictly historical are “forward-looking statements.” Such forward-looking statements are sometimes identified by words such as “intends,” “anticipates,” “believes,” “expects” and “hopes.” The forward-looking statements are made based on information available as of the date hereof, and the Company assumes no obligation to update such forward-looking statements. Editors and investors are cautioned that such forward-looking statements involve risks and uncertainties that could cause the Company’s actual results to differ materially from those in these forward-looking statements. Such risks and uncertainties include but are not limited to demand for the Company’s products and services, our ability to continue to develop markets, general economic conditions, our ability to secure additional financing for the Company and other factors that may be more fully described in reports to shareholders and periodic filings with the governing bodies of Canada.

Disclaimer