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**

March 5, 2009

Item 3. **News Release**

The Company's news release was disseminated by Stockwatch on March 16, 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 the 1st tranche of a convertible debenture financing raising gross proceeds of $117,120.

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 Brian Longpre, acting Chief Financial Officer of the Company, at +44 0 114 261 5180

Item 8. **Date of Report**

DATED March 16, 2009.

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

Closing of 1st Tranche of Convertible Debenture Financing

Sheffield, United Kingdom, March 16, 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 the first tranche of a convertible debenture financing raising gross proceeds of CAD$117,120.

The convertible debentures are due March 5, 2013 and are repayable in full with accrued interest at 10% per annum on maturity. The holder of the convertible debentures may at any time during the term of the debenture convert all or part into equity at a conversion price of CAD$0.12 per unit. Each unit is comprised of one C Ordinary Share and one half of one "C" Share Purchase Warrant Each Share Purchase Warrant will be exercisable at CAN$0.30 per C Ordinary Share from the earlier of (i) the maturity date of the debenture, or (ii) four years after the conversion of the debenture.

In addition, the Company has paid cash in the aggregate of CAD$9,369.60 and issued an aggregate of 78,080 warrants to finders' in connection with the convertible debenture financing. The finder's warrants are exercisable at CAD$0.12 per C Ordinary Share for a period of two years.

All securities are subject to a hold period and are restricted from trading on the TSX Venture Exchange until July 6. 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