EARTHFIRST CANADA INC.

FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Reporting Issuer

EarthFirst Canada Inc. ("EarthFirst")
805 - 10th Avenue S.W.
Suite 300
Calgary, Alberta T2R 0B4

2. Date of Material Change

November 4, 2008

3. Press Release

A news release was issued on behalf of EarthFirst on November 4, 2008 through the facilities of the Canada Newswire Service.

4. Summary of Material Change

On November 4, 2008, EarthFirst Canada Inc. announced that it had obtained creditor protection under the *Companies' Creditors Arrangement Act* (Canada) pursuant to an Order granted on November 4, 2008 by the Court of Queen's Bench of Alberta, Judicial Centre of Calgary.

5. Full Description of Material Change

On November 4, 2008, EarthFirst Canada Inc. ("EarthFirst") announced that it had obtained creditor protection under the *Companies' Creditors Arrangement Act* (Canada) (the "CCAA") pursuant to an Order granted on November 4, 2008 by the Court of Queen's Bench of Alberta, Judicial Centre of Calgary (the "Court").

The CCAA filing follows a review of EarthFirst's strategic alternatives by a Special Committee of EarthFirst's Board of Directors. EarthFirst's efforts to pursue strategic alternatives had been severely hindered by the unprecedented crisis in the global financial markets which had impacted on EarthFirst's ability to raise financing or to complete a sale of the company, details of which will soon be available on the website www.ey.com/ca/EarthFirst under the insolvency and restructuring link. It was determined by the Board of Directors that, as a result of EarthFirst's current financial resources and the inability of EarthFirst to complete a fulsome sale process in sufficient time to address its financial condition, seeking CCAA protection would be in the best interests of EarthFirst and all of its stakeholders. While under CCAA protection, EarthFirst will continue with its day-to-day operations and will continue with its efforts to pursue strategic alternatives. EarthFirst further expects CCAA protection will allow corporations currently engaged in the sale process additional time for due diligence.

EarthFirst has sought protection under the CCAA as its current cash in hand would not allow it to meet its current obligations and its obligations with respect to the ongoing construction of its 144 MW Dokie 1 wind energy project in British Columbia. CCAA protection stays creditors and others from enforcing rights against EarthFirst and affords it the opportunity to restructure its financial affairs. The Court has granted CCAA protection for an initial period of 30 days expiring December 4, 2008, to be extended thereafter as the Court deems appropriate. If by December 4, 2008 EarthFirst has not filed a Plan of Arrangement (the “Plan”), or obtained an extension of the CCAA protection, creditors and others will no longer be stayed from enforcing their rights.

While under CCAA protection, EarthFirst’s Board of Directors maintains its usual role and its management remains responsible for the day-to-day operations of EarthFirst, under the supervision of Ernst & Young Inc., who is the Court-appointed Monitor, and who will be responsible for reviewing EarthFirst’s ongoing operations, assisting with the development and filing of the Plan, liaising with creditors and other stakeholders and reporting to the Court. The Board of Directors and management of EarthFirst will also be primarily responsible for formulating the Plan for restructuring EarthFirst’s affairs. EarthFirst will continue with its efforts to find a buyer for the company or its assets while under CCAA protection.

Although CCAA protection enables EarthFirst to continue with its day-to-day operations until its CCAA status changes, the implications for EarthFirst’s shareholders are less clear. EarthFirst’s intention continues to explore a number of alternatives, including a sale of EarthFirst and the repayment of all creditors in full. However, the Plan must be approved by the requisite number and value of the affected creditors, as required by law, as well as by the Court. At the end of the restructuring process, the value of what is left for shareholders will depend upon the terms of the Plan approved by the affected stakeholders. If the Plan is not so approved it is possible that EarthFirst would be placed into receivership or bankruptcy. Every effort will be made to ensure that all stakeholders of EarthFirst are kept informed of developments as they occur.

The Order appointed Ernst & Young Inc. as EarthFirst’s Monitor. Enquiries may be directed to:

Neil Narfason, CA-CIRP, CBV
Senior Vice President, Transaction Advisory Services
Ernst & Young Inc.
403-206-5067
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EarthFirst also announced that it received on November 3, 2008 a Notice of Intention to Enforce Security from WestLB AG ("WestLB"), a secured creditor of EarthFirst, that it intends to enforce its security over the project assets comprising the Dokie 1 project pursuant to a Turbine Supply Loan Agreement dated May 14, 2008 between EarthFirst and WestLB. The total amount of indebtedness secured is $130,894,627.14. Pursuant to this notice, WestLB will not have the right to enforce its security until after the expiry of 10 days following the sending of the notice. Prior to receiving CCAA protection, EarthFirst and WestLB entered into a forbearance agreement in respect of the indebtedness owed WestLB by EarthFirst agreeing, among other things, that WestLB would be exempted from the stay in the CCAA initial order but would forbear from enforcing it's claim under the negotiated terms of the agreement and to other matters relating to the conduct of EarthFirst during the period of CCAA protection.

Lastly, EarthFirst announced Mr. Paul J. Bradley, due to changed employment, has resigned as a director of EarthFirst. EarthFirst does not anticipate appointing a replacement for Mr. Bradley at this time.

6. Reliance on Confidentiality Provisions of the Acts

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Derren Newell, Vice-President, Finance and Chief Financial Officer of EarthFirst may be reached at (403) 513-0766 or toll-free at 1-877-513-0777.

9. Date of Report

November 7, 2008.