

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Company

Blackbird Energy Inc. (the "Company")
400 – 570 Granville Street
Vancouver, British Columbia V6C 3P1

Item 2. Date of Material Change

January 15, 2013

Item 3. News Release

The Company's news release was disseminated on January 16, 2013 and filed on SEDAR on January 16, 2013.

Item 4. Summary of Material Change

The Company announced that it has acquired certain additional oil and gas assets.

Full Description of Material Change

The Company announced that its recently acquired wholly-owned subsidiary, Ruger Energy Inc. ("**Ruger**"), has purchased certain oil and gas assets from Twin Butte Energy Inc. for total cash consideration of \$540,000.

The assets are located near Ruger's current oil production and water disposal facilities in the Alsask area.

Item 5. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 6. Omitted Information

Not applicable.

Item 7. Executive Officer

Please contact William Macdonald, President of the Company, at 604-689-1022.

Item 8.

Date of Report

DATED January 18, 2013.