FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

Crimson Bioenergy Ltd.
Suite 202, 5752 – 176th Street
Surrey, British Columbia V3S 4C8

2. Date of Material Change

October 14, 2011

3. News Release

A press release with respect to the material change referred to in this report was disseminated on October 14, 2011 through Canada Stockwatch and Market News. A copy of the news release has been filed on SEDAR and is available at www.SEDAR.com.

4 Summary of Material Change

Crimson Bioenergy Ltd. (the "**Corporation**") (TSXV: CSN, formerly CFC.P) announced the completion of its Qualifying Transaction (the "**Transaction**") involving CSQ Environmental Technologies Ltd. ("**CSQ**") previously described in the news releases of Crimson Falcon Capital Corp. ("**Crimson**") dated December 22, 2010, February 17, 2011 and August 29, 2011.

Pursuant to the Transaction, all of the issued and outstanding securities of CSQ were acquired by the Corporation in exchange for 7,446,940 common shares of the Corporation and special warrants convertible into 25,886,393 common shares of the Corporation on the basis of 5.18558 shares of the Corporation for each CSQ share and Crimson changed its name to "Crimson Bioenergy Ltd." and its stock symbol to "CSN".

5. Full Description of Material Change

The Corporation announced the completion of the Transaction with CSQ, constituting its Qualifying Transaction.

Pursuant to the Transaction, all of the issued and outstanding securities of CSQ were acquired by the Corporation on the basis of 5.18558 shares of the Corporation for each CSQ share and Crimson changed its name to "Crimson Bioenergy Ltd." and its stock symbol to "CSN".

Private Placement

In connection and concurrent with the Transaction, the Corporation also completed a private placement of 4,029,967 common shares at a price of $0.15 per share for gross proceeds of $604,495 brokered by PI Financial Corp. (the "**Agent**") and a non-brokered private placement of 370,000 common shares at a price of $0.15 per share for gross proceeds of $55,500 (collectively, the "**Placement**") The net proceeds of the Placement will be used to further the business objectives of the Corporation, as further described in the Corporation's Filing Statement dated August 29, 2011 (the "**Filing Statement**").

Pursuant to an agency agreement entered into between the Agent, CSQ and the Corporation, the Agent received a cash commission equal to $60,499 and 402,996 compensation options ("**Agent Warrants**") with each Agent Warrant entitling the Agent to acquire one share of the Corporation at a price of $0.15 for a period of 24 months following the closing of the Transaction.

Directors and Officers

The following individuals are the directors and officers of the Corporation following completion of the Transaction:

Board of Directors

Name of Director	Board Committee Membership
William Carr	
Grant Sutherland	
Stewart Walchli	Audit Committee
Tom Locke	Audit Committee
Gee Ming Chiang	Audit Committee

Officers

Name of Officer	Office Held
William Carr	President and Chief Executive Officer
Garry Renwick	Chief Financial Officer and Corporate Secretary

Securities Escrow

Pursuant to the requirements of the TSX Venture Exchange, immediately following the completion of the Transaction 1,696,615 common shares of the Corporation are subject to a value security escrow agreement, with 10% of such common shares being released from escrow following receipt of final TSX Venture Exchange approval of the Transaction and 15% every six months thereafter.

In addition, pursuant to the requirements of the TSX Venture Exchange, the 24,309,977 common shares of the Corporation to be issued to the principals of the Corporation are subject to a surplus security escrow agreement, with 5% of such common shares being released from escrow following receipt of final TSX Venture Exchange approval of the Transaction, 5% released six months thereafter, 10% released twelve and 18 months thereafter, 15% 24 and 30 months thereafter, and 40% 36 months thereafter.

Additional Information

Additional details regarding the Placement, the Transaction and the Corporation, including with respect to the business of the Corporation, are contained the Filing Statement, available under the Corporation's profile at www.sedar.com.

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

This report is not being filed on a confidential basis.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

Garry Renwick
Chief Financial Officer and Corporate Secretary
Crimson Bioenergy Ltd.
(604) 574-3100

9. **Date of Report**

October 14, 2011