

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

Item 1. Name and Address of Company:

Crimson Bioenergy Ltd.  
Suite 202, 5752 176<sup>th</sup> Street  
Surrey, B.C.  
V3S 4C8

Item 2. Date of Material Change:

September 10, 2013

Item 3. Press Release:

On September 10, 2013 Crimson Bioenergy Ltd. ("Crimson") issued a press release with respect to the material change. The press release was issued using Stock Watch for dissemination nationally in Canada to the financial press and to daily newspapers.

Item 4. Summary of Material Change:

Crimson completed a private placement of securities worth \$87,000 (the "Private Placement"). The TSX Venture Exchange ("TSX-V") approved the Private Placement on September 9, 2013.

Item 5. Full Description of Material Change:

Crimson completed a private placement financing of 2,899,999 common shares at a price of \$0.03 per share for total gross proceeds of \$87,000. The proceeds of the offering will be used to repay \$75,000 in current liabilities (\$28,000 in accounting fees; \$10,000 in legal and trust fees; and \$33,000 in nursery leases & operations; and \$4,000 in office expenses) and the balance for general working capital purposes.

**Approval Process**

The directors of Crimson approved the terms of the Private Placement.

Item 6. Reliance of Subsection 7.1(2) or (3) of National Instrument 51-120:

N/A

Item 7. Omitted Information:

State whether any information has been omitted on the basis that it is confidential information.

N/A

Item 8.

Executive Officer:

The following executive officer of Crimson is knowledgeable about the material change and this Report.

Garry Renwick  
Chief Financial Officer and Corporate Secretary  
Crimson Bioenergy Ltd.  
Suite 202, 5752 176<sup>th</sup> Street  
Surrey, B.C. V3S 4C8

604-574-3100

Item 9.

Date of Report

September 10, 2013