

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

*Carbon Friendly Solutions
(the "Company")
2500-555 West Hastings St.
PO Box 12072
Vancouver, BC
V6B 4N5*

Item 2. Date of Material Change

December 28, 2012

Item 3. News Release

A news release was issued on December 28, 2012 and disseminated through the facilities of FSC Filing Services Canada.

Item 4. Summary of Material Change

The Company closed its previously announced financing by way of a private placement of CAD\$1,718,000.00 in gross proceeds from the subscription of 8,590,000 Units. The private placement was announced consisting of up to 6,000,000 Units of the Company, at a proposed subscription price of CAD\$0.20 per Unit. The private placement has been oversubscribed by CAD\$518,000 or 2,590,000 Units. All securities issued under the private placement are subject to a four-month hold period expiring on April 29, 2013.

Item 5. Full Description of Material Change

Please see attached Schedule "A"

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

This Report is not being filed on a confidential basis.

Item 7. Omitted Information

None.

Item 8. Executive Officer

*Slawomir Smulewicz
CEO and Director
604.676-9792*

Item 9. Date of Report

December 28, 2012

SCHEDULE "A"



NR-12- 18

CARBON FRIENDLY SOLUTIONS INC. CLOSES OVERSUBSCRIBED PRIVATE PLACEMENT

Vancouver, B.C., Canada – December 28, 2012 – Carbon Friendly Solutions Inc. (CNSX: CFQ) (the “**Company**” or “**Carbon Friendly**”) is pleased to announce that the Company closed its previously announced financing by way of a private placement (“**Private Placement**”). The total financing from the Private Placement is comprised of **CAD\$1,718,000.00 in gross proceeds** from the **subscription to 8,590,000 Units**. Each Unit consists of (1) one common share and (1) one non-transferable common share purchase warrant (the “**Warrant**”). Each Warrant entitles the holder thereof to purchase (1) one common share of the Company at an exercise price of CAD\$0.35 per common share for a period of (2) two years from the closing date of the Private Placement.

The Private Placement was announced consisting of up to 6,000,000 Units of the Company, at a proposed subscription price of CAD\$0.20 per Unit. The private placement has been **oversubscribed by CAD\$518,000 or 2,590,000 Units**. All securities issued under the Private Placement are subject to a four-month hold period expiring on April 29, 2013.

Finders’ fees may be paid in accordance with CNSX policies. The proceeds of the Private Placement are being used to further commercialize and market the Company’s MicroCoal technology and for general working capital.

About Carbon Friendly Solutions Inc.:

Carbon Friendly Solutions Inc., through its subsidiaries, is focused on the development of energy efficiency technology, renewable energy, and reforestation projects that have the potential to generate significant revenue. **MicroCoal Inc.** has an internationally patented technology that is expected to improve coal-fired utilities’ economic performance by reducing input costs, improving operations and simultaneously reducing their environmental footprint. **Global CO2 Reduction** generates Carbon Offsets from forestry projects that may be transacted through international voluntary markets. **Carbiopel S.A.** aggregates biomass supply and produces biomass fuel pellets for the European market, including large European utilities and independent renewable energy providers, in line with EU renewable energy directives.

On behalf of the Board of Directors
Carbon Friendly Solutions Inc.

“Slawek Smulewicz”
CEO and Director

For Information:

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Email: info@carbonfriendly.com

Certain statements included in this News Release contain forward-looking statements, including disclosure concerning possible or assumed future results of operations of the Company. Forward-looking statements typically are preceded by, followed by or include the words -- "believes", "expects", "anticipates", "estimates", "intends", "plans", or similar expressions. Forward-looking statements are not guarantees of future performance. They involve risks, uncertainties and assumptions, and the Company's results could differ materially from those anticipated in these forward-looking statements.

We seek safe harbor.