FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

ACCELRATE POWER SYSTEMS INC.
(the "*Company*")
Suite 1370, 1140 West Pender Street
Vancouver, B.C.
V6E 4G1

Item 2. Date of Material Change
November 2, 2009

Item 3. Press Release
Date of Issuance: November 2, 2009
Place of Issuance: Vancouver, British Columbia
Method of Dissemination: Marketwire

Item 4. Summary of Material Change

Reimar Koch (the "**Offeror**"), President and a director of AccelRate Power Systems Inc. (the "**Company**"), reports pursuant to section 5.2(1) of Multilateral Instrument 62-104 and Appendix E of National Instrument 62-103 that on October 29, 2009 he acquired ownership and control (the "**Acquisition**") of 1,040,000 shares (each a "**Share**") of the Company. The referenced shares are subject to a four month hold period.

Item 5. Full Description of Material Change

Early Warning Report Respecting AccelRate Power Systems Inc.
National Instrument 62-103 and Multilateral Instrument 62-104

Reimar Koch (the "**Offeror**"), President and a director of AccelRate Power Systems Inc. (the "**Company**"), reports pursuant to section 5.2(1) of Multilateral Instrument 62-104 and Appendix E of National Instrument 62-103 that on October 29, 2009 he acquired ownership and control (the "**Acquisition**") of 1,040,000 shares (each a "**Share**") of the Company. The referenced shares are subject to a four month hold period.

Prior to the Acquisition, the Offeror held 252,608 Shares, representing 3.72% of the Company's 5,759,834 outstanding shares. Immediately after the Acquisition, the Offeror held 1,292,608 Shares, representing 19.1% of the Company's 6,799,834 outstanding shares.

The Offeror now owns and controls 1,292,608 Shares. The Offeror does not have ownership and control of any other securities of the Company, either alone or together with any joint actors. The Offeror does not have ownership of any other securities of the Company, either alone or together with any joint actors, where control is held by persons or companies other than the Offeror or any joint actor. The Offeror does not have exclusive or shared control of any other securities of the Company, either alone or together with any joint actors, without ownership.

The Acquisition was made by issuance of shares from the Company's treasury in settlement of $52,000 of the Company's indebtedness to the Offeror at the price of $0.05 per Share.

The Offeror acquired the Shares for investment purposes. The Offeror has not acquired further securities of the Company since October 29, 2009 and does not currently intend to acquire ownership of, or control over, additional securities of the Company. The Offeror may from time to time in the future decide to acquire ownership of, or control over, additional securities of the Company.

The Offeror is not a party to any agreement (including any agreement with respect to the acquisition, holding, disposition or voting of any securities) with the Company or any other entity with respect to securities of the Company in connection with the Acquisition.

There is no person who may be considered a joint actor of the Offeror in connection with the Acquisition.

This is an initial release under section 5.2(1)(a) of Multilateral Instrument 62-104. The Offeror has not previously issued a news release or filed a report under Multilateral Instrument 62-104 in respect of the Company.

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

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officers

For further information contact:
Mr. Reimar Koch, President and CEO
Tel: 604.688.8656

Item 9. Date of Report

DATED at Vancouver, British Columbia this 2nd day of November, 2009.

ACCELRATE POWER SYSTEMS INC.

Per: *"Reimar Koch"*
(Authorized Signatory)

Reimar Koch, President and CEO
(Print Name and Title)