FORM 51–102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102

Item 1 Name and Address of Company

Legend Power Systems Inc.
8618 Commerce Court
Burnaby, BC V5A 4N6

(“Legend Power”)

Item 2 Date of Material Change

June 19, 2009

Item 3 News Release

A News Release was issued by Legend Power through newswire services on June 22, 2009.

Item 4 Summary of Material Change

Legend Power announced that it completed the fourth tranche of the offering by way of TSX Venture Exchange Short Form Offering Document (the “SFOD”) dated April 27, 2009 (the “Offering”) and announced that it has arranged, subject to regulatory approval, a non-brokered private placement of up to 63,907 common shares in the capital of Legend Power (the “Shares”) at $0.55 per Share for gross proceeds of $35,148.85 (the “Private Placement”).

Item 5 Full Description of Material Change

Closing of Fourth Tranche of Short Form Offering

Legend Power announced that, as of June 19, 2009, it completed the fourth tranche of the Offering. The Offering was approved by the TSX Venture Exchange (the “TSX-V”) on April 27, 2009. The Offering is for up to 3,636,364 Shares at a price of $0.55 per Share, for maximum gross proceeds of up to $2,000,000. The Offering is not subject to a minimum amount of aggregate gross proceeds, but is subject to a minimum subscription level per purchaser of $2,000. The fourth tranche of the Offering resulted in the sale of 110,317 Shares for gross proceeds of $60,674.35.

The Offering is being made on a non-brokered basis, however a finder’s fee (“Finder’s Fee”) may be paid as outlined below. Legend Power will pay a Finder's Fee to persons who are properly qualified to market and sell Shares under applicable securities laws and who assist Legend Power in finding purchasers of Shares. The amount of the Finder's Fee is calculated as a percentage of the actual dollar value of the Shares purchased. The percentage increases in approximately $50,000 increments as follows:

Value of Shares Purchased ($)	**Finder's Fee (per cent)**
$2,000 to $50,000	5 per cent
$50,001 to $100,000	6 per cent
$100,001 to $150,000	7 per cent
$150,001 or more	8 per cent

Legend Power did not pay any Finder’s Fee with respect to the fourth tranche of the Offering.

Versant Partners Inc. ("Versant") was engaged by Legend Power to execute the Agent's Certificate in the SFOD pursuant to the requirements of TSX-V Policy 4.6. Versant received a fee (the "Initial Fee") equal to $5,000, plus GST, and will receive a fee (the "Closing Fee"), such fee not to exceed $50,000, equal to the greater of $20,000 or 2 per cent of the gross proceeds of the Offering and any other equity or equity-linked financings completed by Legend Power on or before April 14, 2010, plus GST. The Initial Fee was payable upon execution of the Certificate of the Agent. $20,000 of the Closing Fee was payable upon the closing of the first tranche. $1,009.99 of the Closing Fee was payable upon the closing of the second tranche. $3,752.21 of the Closing Fee was payable upon the closing of the third tranche. $1,213.49 of the Closing Fee was payable upon the closing of the fourth tranche. The remaining portion of the Closing Fee will be calculated and paid upon the close of subsequent financings occurring on or before April 14, 2010, whether they are closings of the Offering or of other equity or equity-linked financings.

As at March 31, 2009, Legend Power had a working capital deficit of approximately $67,000. If the Offering is fully subscribed, there will be funds available to Legend Power of $1,728,000 after deducting Versant's fees of $45,000, the maximum Finder's Fees of $160,000 and Legend Power's working capital deficiency of $67,000. Legend Power will use the net proceeds from the Offering to fund its operations, sales and technical capabilities in British Columbia and Ontario.

Private Placement

Legend Power also announced that it has arranged, subject to regulatory approval, the Private Placement. The Private Placement remains subject to TSX-V acceptance. The proceeds from the Private Placement will be used to fund its operations, sales and technical capabilities in British Columbia and Ontario. All securities issued in connection the Private Placement will be subject to a statutory hold period of four months plus one day from the date of completion of the Private Placement in accordance with applicable securities legislation.

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 Officer

Gerry Gill
Chairman and Chief Executive Officer
(604) 420-1500

Item 9 Date of Report

June 22, 2009