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

October 26, 2009

Item 3 News Release

News Releases were issued by Legend Power through newswire services on October 26, 2009 and November 2, 2009.

Item 4 Summary of Material Change

Legend Power announced that it has completed the second (and final) tranche of its previously announced brokered private placement resulting in the sale of 1,363,200 units (“Units”) at a price of $0.50 per Unit for gross proceeds of $681,600.

Item 5 Full Description of Material Change

Legend Power announced that it has completed the second (and final) tranche of its previously announced brokered private placement (the “Offering”) of up to 15,000,000 Units at a price of $0.50 per Unit for gross proceeds of up to $7,500,000. Each Unit consists of one common share of Legend Power (a “Share”) and one half of one common share purchase warrant (a “Warrant”). Each whole Warrant entitles the holder thereof to purchase one Share at a price of $0.60 per Share until March 10, 2011. The second tranche of the Offering resulted in the sale of 1,363,200 Units at a price of $0.50 per Unit for gross proceeds of $681,600 (the “Second Tranche”).

D&D Securities Company (the “Agent”) acted as agent in the Offering. In connection with the Second Tranche, Legend Power has paid to the Agent a cash commission equal to $10,896, and has issued to the Agent broker warrants (the “Broker Warrants”) to acquire 136,320 Units. Each Broker Warrant is exercisable at $0.50 per Unit until April 26, 2011.

Legend Power previously announced that it had entered into two agreements with Phoenix Alliance Corp. (“Phoenix”) – a management consulting agreement (the “Consulting Agreement”) and a finder’s fee agreement (the “Finder’s Fee Agreement”). In accordance with the Consulting Agreement, Legend Power has paid Phoenix $4,540 in cash and issued to Phoenix 68,160 Shares at a deemed price of $0.50 per Share, in connection with the Second Tranche. In addition, and in accordance with the Finder’s Fee Agreement, Legend Power paid Phoenix a cash fee of $26,580, in connection with the Second Tranche.

In connection with the Second Tranche, Legend Power also paid $50,000 in cash to a certain eligible finder as a finder’s fee (the “Finder’s Fee”). The Finder’s Fee represents 10% of the total value of Units subscribed for by investors introduced by the finder to Legend Power.

Any fees and expenses payable to the Agent in connection with the Offering have been deducted from any amounts payable to Phoenix in connection with the Offering. The Finder's Fee has been deducted from any amounts payable to Phoenix and the Agent in connection with the Second Tranche.

All securities issued under the Second Tranche, and any securities issuable on the exercise of the Warrants and the Broker Warrants, have a hold period expiring February 27, 2010. In addition, 15% of the Shares issued to Phoenix are subject to a hold period expiring March 27, 2010, 15% of the Shares issued to Phoenix are subject to a hold period expiring April 27, 2010, 15% of the Shares issued to Phoenix are subject to a hold period expiring May 27, 2010, 15% of the Shares issued to Phoenix are subject to a hold period expiring June 27, 2010, 15% of the Shares issued to Phoenix are subject to a hold period expiring July 27, 2010 and 15% of the Shares issued to Phoenix are subject to a hold period expiring August 27, 2010.

The proceeds from the Second Tranche will be used to execute its sales and marketing plan, both in Canada and in the United States, to repay certain notes payable and for general corporate purposes.

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

November 3, 2009