Form 51-102F3

MATERIAL CHANGE REPORT

1. **Full name and address of the Company.**

   CPI Plastics Group Limited
   151 Courtney Park Drive West
   Mississauga, Ontario
   L5W 1Y5

2. **Date of Material Change.**

   November 19, 2008

3. **News Release.**

   News release dated November 19, 2008 and attached as Schedule "A" to this report was issued through Marketwire in Toronto, Ontario on November 19, 2008 and subsequently filed on SEDAR.

4. **Summary of Material Change.**

   CPI Plastics Group Limited ("CPI" or the "Company") announced that it was not in compliance with the financial covenants governing its lending agreements as at September 30, 2008 and a delay in the filing of its unaudited interim financial statements for the third quarter ended September 30, 2008 and related management's discussion and analysis.

5. **Full Description of Material Change.**

   On November 19, 2008, CPI announced that it was not in compliance with the financial covenants governing its lending agreements as at September 30, 2008. As previously announced, the Company has formed a special committee of the Board of Directors and commenced a financial restructuring initiative, under which the Company is in discussion with its lenders with a view to restructuring its debt and correspondingly amend covenants.

   On November 19, 2008, the Company also announced a delay in the release and filing of its unaudited interim financial statements for the third quarter ended September 30, 2008 and related management's discussion and analysis, which were due to be released and filed no later than November 14, 2008.

   Please see the news release dated November 19, 2008 attached as Schedule "A" to this report.

Pursuant to National Policy 12-203 – *Cease Trade Orders for Continuous Disclosure Defaults* (”NP 12-203”), the Company had made an application for a temporary management cease trade prohibiting specified directors and officers of the Company from trading in securities of the Company until such time as the requisite filings are made. For so long as the third quarter financial statements and financial statements and related management’s discussion and analysis remain unfiled, the directors and senior officers of the Company will not trade in securities of the Company and the Company intends to satisfy the alternative information guidelines of NP 12-203. The Company anticipates filing its financial statements for the third quarter ended September 30, 2008 and related management’s discussion and analysis on or before November 28, 2008. If the financial statements for the third quarter ended September 30, 2008 and related management’s discussion and analysis are not filed on or before November 28, 2008 or the Company fails to comply with the alternative information guidelines, a cease trade order may be imposed by the applicable securities commissions requiring that all trading of securities of CPI cease for a period specified by the order.

6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51.102.**

Neither subsection 7.1(2) nor (3) is being relied upon.

7. **Omitted Information**

Not applicable

8. **Executive Officer**

The name of the Executive Officer who is knowledgeable about the material change and the report is W. Paul Huston, VP Legal Affairs. His business telephone number is 905-696-3138

9. **Date of Report**

November 19, 2008

Schedule "A"

PRESS RELEASE

November 19, 2008
Mississauga, Ontario

CPI PLASTICS GROUP LIMITED ANNOUNCES COVENANT VIOLATIONS AND DELAY OF FILING OF ITS THIRD QUARTER FINANCIAL STATEMENTS AND MD&A

CPI Plastics Group Limited ("CPI") announced today that it was not in compliance with the financial covenants governing its lending agreements as at September 30, 2008. As previously announced, the Company has formed a special committee of the Board of Directors and commenced a financial restructuring initiative, under which the Company is in discussion with its lenders with a view to restructuring its debt and correspondingly amend covenants.

In another unrelated development, CPI announced today that the filing of its financial statements for the third quarter ended September 30, 2008 and related management's discussion and analysis ("MD&A") will be delayed.

With its listing on TSX Venture Exchange on November 10, 2008, the Company incorrectly assumed it must comply with the regulations of the TSX Venture Exchange, which requires reporting issuers to file quarterly financial statements, MD&A and Certifications within sixty days following the quarter end, or in the case of the Company, by November 28, 2008. On November 18, 2008, the Company was informed by the Ontario Securities Commission ("OSC") that as it was still listed on the Toronto Stock Exchange as of its third quarter end on September 30, 2008, it was required to report within forty five days following its quarter end or by November 14, 2008. The Company is in the process of completing its Q3 Financial Statements, MD&A and Certifications and anticipates these being finalized and filed by no later than November 28, 2008.

As a result of this delay, the Company has requested that the Ontario Securities Commission and other applicable Canadian securities regulators to issue a temporary management cease-trade order prohibiting the company's directors, officers and other insiders from trading in the securities of the Company until the Company's third quarter financial statements and MD&A are publicly released and filed. The issuance of the management cease-trade order does not affect the ability of persons who are not directors, officers or insiders of the Company to trade in the Company's securities. Pending the filing of the third quarter financial statements and MD&A, the Company will comply with the alternative information guidelines of the Canadian Securities Administrators.

CPI Plastics Group Ltd. is a Canadian-based plastics processor and a recognized international leader in thermoplastics profile design, engineering, processing and value added manufacturing. CPI is comprised of three key divisions. CPI's Outdoor Living Products Group manufactures and markets Eon® Decking and Fencing Systems, as well as high value-added cladding and accessory components to the outdoor hot tub industry. CPI's Film Products Group manufactures and markets the Rack Sack® household refuse management system and a wide range of branded and private label household and industrial refuse bags. CPI's Custom Products Group supplies leading OEM manufacturers with custom profile solutions to enhance quality, cost effectiveness and process ability. Based in Mississauga, Ontario and Pleasant Prairie, Wisconsin, CPI's dedicated team of over 400 employees currently manufactures out of six plants occupying 530,000 square feet of manufacturing space and housing over 135 extruders. To learn more about CPI, visit our website at www.cpiplastics.com.

FOR INFORMATION CONTACT:
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and General Counsel
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