

This is the form of a material change report required under Section 85(1) of the Securities Act.

FORM 53-901F

BRITISH COLUMBIA SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Item 1. Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer:

GridSense Systems Inc.
Suite 2300, 1066 West Hastings Street
Vancouver, BC V6E 3X2

Item 2. Date of Material Change

September 29, 2003

Item 3. Press Release

The press release dated September 29, 2003 was disseminated via CCNMatthews.

Item 4. Summary of Material Change

Retirement of Campbell H. Keenan from executive posts in the Company and its wholly owned subsidiary, CHK-GridSense Pty Ltd.

Item 5. Full Description of Material Change

See attached news release.

Item 6. Reliance on Section 85(2) of the Act

Not Applicable.

Item 7. Omitted Information

Not Applicable.

Item 8. Senior Officers

The following Senior Officer of the Company is available to answer questions regarding this report:

Kenneth Shein
President
310-454-5881

Item 9. Statement of Director

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, B.C., this 30th day of September, 2003.

GRIDSENSE SYSTEMS INC.

Per: *"K. Shein"*
President

GRIDSENSE FOUNDER & VISIONARY, CAMPBELL H. KEENAN, RETIRES FROM EXECUTIVE POSTS

Vancouver, British Columbia 29.September.2003 – GridSense Systems Inc. (TSXV: GSN), announces retirement of Campbell H. Keenan from executive posts in GridSense and its wholly owned subsidiary, CHK-GridSense Pty Ltd, the company he founded in 1975. He will continue to serve the Company as its Non-Executive Chairman of the Board, and as a Non-Executive Director of the Australian subsidiary.

Over the past 28 years Mr. Keenan has seen the company grow from a company which in the 1970's imported electro-mechanical power quality monitoring equipment for the Australian market to a publicly listed company today that engineers and markets its state of the art digital power quality and reliability monitoring systems to electric utilities in N.America, Asia, and the U.K. In the 1990's the Company patented 5 unique technologies related to the digital measurement and detection of load and fault currents on electrical distribution and transmission networks, known today as the LineTracker System.

"The company is now in good hands, having the nucleus of an experienced young team with the energy to carry the vision and growth to the next stages. The core team has the requisite breadth and depth in engineering and development, marketing & sales, financial and general management to steward the company successfully," remarked Mr. Keenan. He further noted, "I am pleased with the interest shown by Australian and North American electric utilities in our LineTracker family of solutions with their remote communications and software analysis features. 2003/2004 will see substantial growth in GridSense as several large utilities roll out wide spread deployment of our LineTracker Systems. The management role and financial investment of Prime Energy Partners has and will greatly facilitate this growth."

GridSense designs and markets its cost-effective LineTracker and PowerMonic monitoring systems mainly to electric utilities. Electric companies deploy these systems primarily in metropolitan, suburban, and rural electricity grids for the detection, prevention, and mitigation of disturbances and irregularities in the supply of electricity. The LineTracker and PowerMonic systems minimize the inconvenience and lost productivity for consumers and saves money for electric companies by helping them to identify, understand and rectify outages and disturbances with significantly less time and expense. These smart monitoring systems also detect power quality and reliability problems in advance, and are used by electric companies for infrastructure planning and operations. Through the Company's wholly owned subsidiary in Australia, CHK GridSense Pty Ltd., we have been serving a growing international base of companies for over 25 years, and currently in Australasia, North America, and Western Europe. GridSense is a reporting issuer in British Columbia and Alberta and trades on the TSX Venture Exchange under the symbol "GSN".

The TSX Venture Exchange has not reviewed and does not accept responsibility
for the adequacy of this news release.

INVESTOR RELATIONS:
Mark Pasquale, Executive Director
Tel: 1.604.6821223 x6405