FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

ICS Copper Systems Ltd.
202 Yale Court Plaza
2526 Yale Court Rd
Abbotsford, BC V2S 8G9

Item 2. Date of Material Change

September 30, 2009

Item 3. News Release

On September 30, 2009 a news release was forwarded for dissemination to CNW Newswire and was SEDAR filed.

Item 4. Summary of Material Change

1. The Company Secures Private Placement

Item 5. Full Description of Material Change

ICS announces that it has arranged a non-brokered private placement of 1,000,000 (One Million) units at a price of $0.10 per unit for gross proceeds of $100,000. Each unit will consist of one common share and one full warrant entitling the holder to purchase a common share at a price of $0.12 if exercised within a period of 12 months, $0.15 if exercised within a period of 24 months, $0.20 if exercised within a period of 36 months.

The warrants are subject to accelerated expiry if common shares trade at or above $0.35 in any 20 consecutive trading day periods ending after the date that is four months and a day after the closing.

The private placement is subject to acceptance for filing by the TSX Venture Exchange. All securities to be issued pursuant to the private placement will be subject to a four month hold.

Proceeds of the private placement will be used by the Company for general working capital.

Item 6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102
N/A

Item 7. Omitted Information

N/A

Item 8. Executive Officer

The following executive officer of the Company is knowledgeable about this report and the material change disclosed herein:

Graham Chisholm
President & CEO – Tel: 604-859-3007

Item 9. **Date of Report -** September 30, 2009