TOPTENT INC.
MATERIAL CHANGE REPORT

1. Name and Address of Toptent Inc.

Toptent inc. («Toptent»), 2000 McGill College Avenue, Suite 2000, Montreal, Quebec, H3A 3H3.

2. Date of Material Change

October 27, 2008.

3. News Release

Toptent released through CNW a press release dated October 28, 2008 indicating the material change.

4. Summary of Material Change

Toptent announces the signature of an amendment to the agreement in principle dated August 21, 2008.

5. Full Description of Material Change

Toptent announces that it signed on October 27, 2008 an amendment to the agreement in principle entered into on August 21, 2008 (the "Amendment to the Agreement in Principle") between Mr. Paul-André Bouchard, Parabris, Limited Partnership ("PSEC") and Concept Orion Inc. (the "Target Company"), which Agreement in Principle had been previously announced by Toptent and whose principal terms where described in a press release dated August 21, 2008.

The Agreement in Principle provides for the acquisition by Toptent of shares, assets and Patents, should the case arise (as such term is defined in Toptent's press release dated August 21, 2008), which will constitute Toptent's qualifying transaction pursuant to the applicable regulations of the TSX Venture Exchange Inc. (the "Exchange"), hereinafter referred to as the "Proposed Qualifying Transaction".

Pursuant to the Amendment to the Agreement in Principal, the price for the acquisition of the shares, assets and Patents has been amended, such that the acquisition by Toptent of shares, assets and Patents, as the case may be, will be made for a total consideration of $1,490,000 (i) plus all the liabilities of PSEC and the Target Company, excluding (a) the amounts due by PSEC to the Target Company and vice-versa, (b) the deposit in the amount of $100,000 received from a client with which PSEC is in litigation (the "Litigation") and (c) any amount that PSEC or Orion may have to pay resulting from the Litigation (the "Liabilities") and, (ii) plus the loan in the amount of $1,000,000 granted by Fier Boreal 02, LP to PSEC dated October 19, 2007, as amended on January 18, 2008, and the loan in the capital amount of up to $1,000,000 granted by Fier Ville-Marie, LP to PSEC on May 9, 2008, the capital amount of which was of $700,000 as at September 30, 2008, plus the accrued interest (collectively, the "Loan"), said consideration being allocated as follows:

(i) the acquisition of all the issued and outstanding common shares of the Target Company, in consideration of a price of $690,000, payable as follows:

(a) the sum of $200,000, payable by the issuance by Toptent in favor of Mr. Paul-André Bouchard, on the closing date of the Proposed Qualifying Transaction, of

1,000,000 common shares of its share capital, at a price of $0.20 per share and of 500,000 warrants, each warrant allowing its holder to acquire a common share of the share capital of Toptent, at a price of $0.20 per share, for a period of three (3) years following its issuance;

(b) the sum of $200,000, payable by cheque to the order of Mr. Paul-André Bouchard, on the closing date of the Proposed Qualifying Transaction; and

(c) the sum of $290,000, payable by cheque to the order of Mr. Paul-André Bouchard in three (3) equal annual installments, the first installment being due on the first anniversary date of the closing of the Proposed Qualifying Transaction.

(ii) the acquisition of all the assets of PSEC, including, without limitation, approximately eight or nine tents, but excluding the 20 meter prototype tent that is the object of the Litigation (the "PSEC Assets") of PSEC, in consideration of a price equal to the aggregate of $800,000 plus the Liabilities and the Loan, payable by (i) the assumption by Toptent of the Liabilities, (ii) the issuance by Toptent of 4,000,000 common shares of its share capital, at a price of $0.20 per share, in favor of PSEC and of 2,000,000 warrants, each warrant allowing its holder to acquire a common share of the share capital of Toptent, at a price of $0.20 per share for a period of three (3) years following its issuance, in favor of PSEC and (iii) the assumption by Toptent of the Loan.

Furthermore, one of the conditions precedent to the completion of the Proposed Qualifying Transaction has been modified by providing that, at the date of closing of the Proposed Qualifying Transaction, Toptent shall have signed an employment agreement, to its satisfaction, with Mr. Paul-André Bouchard of a minimum term of three (3) years.

The Amendment to the Agreement in Principle also adds a condition precedent to the completion of the Proposed Qualifying Transaction, being that all the limited partners of PSEC having loaned funds to PSEC and another creditor shall convert their loans to PSEC into units of Toptent with a 25% premium, each unit being issued at a price of $0.20 and being composed of one share of Toptent and one half warrant, each warrant allowing its holder to acquire a common share of the share capital of Toptent, at a price of $0.20 per share for a period of three (3) years following its issuance.

Finally, the Amendment to the Agreement in Principle provides that Toptent undertakes to obtain release of Mr. Paul-André Bouchard's guarantees granted by the latter relating to the Liabilities assumed by Toptent or, if not possible, to indemnify Mr. Paul-André Bouchard from any damage which he could incur from said guarantees.

All the other terms and modalities provided in the press release of Toptent of August 21, 2008 remain unchanged.

Completion of the Proposed Qualifying Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements or securities laws, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release. The TSX Venture Exchange has neither approved nor accepts any responsibility with respect to the veracity or exactitude of this press release.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Non-applicable.

7. Omitted Information

Non-applicable.

8. Executive Officer

For further information regarding the material change mentioned herein, please contact Valier Boivin at 514-844-5468

9. Date of Report

Dated this November 5, 2008 in Montreal, Quebec.