

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1 Name and Address of Company:

Legend Power Systems Inc.
1480 Frances Street
Vancouver, B.C., V5L 1Y9

ITEM 2 Date of Material Change:

October 15, 2019

ITEM 3 News Release:

A news release was distributed on October 15, 2019.

ITEM 4 Summary of Material Change:

Legend Power Systems Inc. (TSXV: LPS) ("**Legend Power**" or the "**Company**") announced that Mr. Jonathan Lansky has been appointed to the Board of Directors of the Company.

The Company also announced that it has granted stock options to acquire up to 735,000 common shares to certain directors of the Company. Each of the stock options is exercisable for a five-year term expiring on October 15, 2024 at a price of \$0.30 per common share.

ITEM 5 Full Description of Material Change:

5.1 – Full Description of Material Change:

Reference is made to the press release attached hereto.

5.2 – Disclosure for Restructuring Transactions:

Not applicable.

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:

Further information relating to this Material Change Report may be obtained from:

Steve Vanry, CFO, COO and Corporate Secretary

Telephone: (604) 671-9522

ITEM 9 Date of Report:

DATED as of October 15, 2019.



Legend Power® Announces Appointment of New Board Member

Vancouver, Canada, October 15, 2019 - Legend Power® Systems Inc. (TSXV: LPS) ("**Legend Power**" or the "**Company**"), a global leader in onsite power management technology, is pleased to announce that Mr. Jonathan Lansky has been appointed to the Board of Directors of the Company.

Mr. Lansky is an independent investor who completed his undergrad in business at Wilfrid Laurier University in Waterloo in 1993, Chartered Accountant designation in 1994 and Chartered Financial Analyst designation in 2000. Over Mr. Lansky's career he has worked in investment banking and equity sales for First Marathon, CIBC and most recently, Dundee Securities in Internal Investments. Mr. Lansky's appointment is subject to approval by the TSX Venture Exchange (the "**Exchange**").

Chairman of the Board, Mr. Cosimo La Porta, commented "I'm very happy to welcome Mr. Lansky to the Board. He is a significant shareholder and his background and experience will be a great asset for Legend Power."

The Board of Directors of the Company is now comprised of Messrs. Cosimo La Porta, Randy Buchamer, Michael Atkinson, Dave Guebert and Jonathan Lansky.

The Company also announces that it has granted stock options to acquire up to 735,000 common shares to certain directors of the Company. Each of the stock options is exercisable for a five-year term expiring on October 15, 2024 at a price of \$0.30 per common share. On October 11, 2019, the last day that the Company's common shares traded prior to the granting of the stock options, the closing trading price of the common shares on the Exchange was \$0.18. The options are subject to vesting provisions, with one-sixth vesting six months from the date of grant, and one-sixth vesting and becoming exercisable every six months thereafter. The stock options are non-transferable.

About Legend Power® Systems Inc.

Legend Power® Systems Inc. (www.legendpower.com) is a global leader in onsite power management technology. We help buildings overcome grid volatility challenges common to utilities around the world. Legend's industry-proven SmartGATE™ enables dynamic power management of an entire building. The proprietary and patented system reduces total energy consumption and power costs, while also maximizing the life of electrical equipment. Legend's unique solution is also a key contributor to both corporate sustainability efforts and the meeting of utility energy efficiency targets.

For further information, please contact:

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Neither the TSX Venture Exchange nor the Investment Industry Regulatory Organization of Canada accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Statements

This Press Release may contain statements which constitute "forward-looking information", including statements regarding the plans, intentions, beliefs and current expectations of the Company, its directors, or its officers with respect to the future business activities and operating performance of the Company. The words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company, or its management, are intended to identify such forward-looking statements. Investors are cautioned that any such forward-looking statements are not guarantees of future business activities or performance and involve risks and uncertainties, and that the Company's future business activities may differ materially from those in the forward-looking statements as a result of various factors. Such risks, uncertainties and factors are described in the periodic filings with the Canadian securities regulatory authorities, including the Company's quarterly and annual Management's Discussion & Analysis, which may be viewed on SEDAR at www.sedar.com. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although the Company has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results to not be as anticipated, estimated or intended. The Company does not intend, and does not assume any obligation, to update these forward-looking statements other than as may be required by applicable law.