

Form 51-102F3
Material Change Report

Item 1. Name and Address of Company

Aastra Technologies Limited
155 Snow Boulevard
Concord, Ontario L4K 4N9

Item 2. Date of Material Change

April 17, 2007

Item 3. News Release

A news release was issued through CCN Matthews on April 17, 2007.

Item 4. Summary of Material Change

On April 17, 2007, Aastra Technologies Limited (“Aastra” or the “Corporation”) announced the implementation of a Shareholder Rights Plan (the “Rights Plan”). Aastra has no knowledge of any take-over bid, or any intended take-over bid, from any person and the Rights Plan does not in any way alter the financial condition of Aastra or its current business plans.

The Rights Plan is designed to ensure fair treatment of the shareholders of Aastra in any transaction involving a take-over bid, and its primary objective is to provide the Board of Directors of Aastra sufficient time to explore and develop alternatives for maximizing shareholder value if a take-over bid is made to the Corporation and to provide every shareholder an equal opportunity to participate in such a bid.

The Rights Plan is effective immediately subject to approval by the Corporation’s shareholders at the annual and special meeting to be held on May 24, 2007 (the “2006 Annual Meeting”). The Rights Plan will terminate in accordance with its terms unless it is approved by the Corporation’s shareholders at the 2006 Annual Meeting. The Toronto Stock Exchange has consented to the Rights Plan.

Item 5. Full Description of Material Change

See the press release attached hereto as Schedule A.

For the full text of the Shareholder Rights Plan, please visit the website maintained by the Canadian Securities Administrators at www.sedar.com where such plan is filed as a material contract and as Schedule B to the Management Information Circular for the 2006 Annual and Special Meeting of the shareholders of the Corporation.

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

Not applicable.

Item 7. Omitted Information

No significant facts remain confidential in, and no information has been omitted from this report.

Item 8. Executive Officer

Allan Brett, Vice-President, Finance and Chief Financial Officer
Phone: (905) 760-4160
investors@aastra.com

Item 9. Date of Report

Dated at Concord, Ontario, this 20th day of April, 2007.

SCHEDULE A

PRESS RELEASE

For Immediate Release

Aastra Implements Shareholder Rights Plan

TORONTO, ONTARIO (April 17, 2007) -- Aastra Technologies Limited - (TSX: "AAH") ("Aastra" or the "Corporation") today announced the implementation of a Shareholder Rights Plan (the "Rights Plan"). Aastra has no knowledge of any take-over bid, or any intended take-over bid, from any person and the Rights Plan does not in any way alter the financial condition of Aastra or its current business plans.

The Rights Plan is designed to ensure fair treatment of the shareholders of Aastra in any transaction involving a take-over bid, and its primary objective is to provide the Board of Directors of Aastra sufficient time to explore and develop alternatives for maximizing shareholder value if a take-over bid is made to the Corporation and to provide every shareholder an equal opportunity to participate in such a bid.

The Rights Plan is effective immediately subject to approval by the Corporation's shareholders at the annual and special meeting to be held on May 24, 2007 (the "2006 Annual Meeting"). The Rights Plan will terminate in accordance with its terms unless it is approved by the Corporation's shareholders at the 2006 Annual Meeting. The Toronto Stock Exchange has consented to the Rights Plan.

Under the Rights Plan, one right will be issued and attached to each outstanding common share, as well as those subsequently issued subject to the limitations in the Rights Plan. Until a specific event occurs, the rights will trade along with Aastra's common shares and be represented by certificates representing such common shares.

The rights become exercisable only when a person or a company, acting solely or jointly with others, acquires, or announces its intention to acquire 20% or more of the outstanding common shares (as more fully defined in the Rights Plan, an "Acquiring Person") without complying with the permitted bid provisions of the Rights Plan. Should such a non-permitted bid be launched, each right would entitle each shareholder (other than the Acquiring Person) to purchase additional common shares of the Corporation at a 50% discount to the market price at the time of such event.

Under the Rights Plan, a permitted bid is made by a take-over bid circular to all shareholders (other than the offeror) and must be open for at least 60 days. At the expiry of such time frame, if at least 50% of the outstanding common shares have been tendered by those shareholders who are independent from the offeror, then the offeror may take up and pay for the tendered shares only if the bid is extended for an additional 10 days to allow all other shareholders to tender to the bid.

A more detailed summary of the Rights Plan, including a full copy of the text, is contained in the Corporation's Management Information Circular for the 2006 Annual Meeting, which will be

distributed shortly to the Corporation's shareholders and will be available on the website maintained by the Canadian Securities Administrators at www.sedar.com.

About Aastra Technologies Limited

Aastra Technologies Limited (TSX: "AAH"), headquartered in Concord, Ontario, Canada, develops and markets products and systems for accessing communication networks. Aastra's products include a full range of residential and business telephone terminals, Enterprise Private Branch Exchanges (PBX) and network access servers. Aastra serves the majority of telephone companies in North America and Europe, with a growing presence in South America and Asia. For more information on Aastra, visit our web site at <http://www.aastra.com>.

For further information contact:

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