

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Enablence Technologies Inc.
1 St. Clair Avenue East, Suite 504
Toronto, Ontario M4T 2V7

2. Date of Material Change

April 19, 2011 and April 28, 2011

3. News Release

Attached as Schedule A and Schedule B, respectively, are copies of the news release issued by Enablence Technologies Inc. (the "Corporation") on April 19, 2011 and April 27, 2011, respectively, via Marketwire in Canada.

4. Summary of Material Change

On April 19, 2011, the Corporation announced the resignation of Mr. Stephan Guerin and Mr. Nishith Goel from its Board of Directors effective immediately. Until such time as suitable replacements have been selected, the Board will continue with four directors.

On April 28, 2011, the Corporation announced preliminary financial results for the quarter ending March 31, 2011. Total preliminary revenue for the quarter was approximately \$14.7 million. Cash and cash equivalents on hand at March 31, 2011 amounted to approximately \$8.5 million, a decrease of approximately \$9 million from the December 31, 2010 cash balance as a result of reduced revenues.

Systems Division

Revenue from the Systems Division in the quarter continued to be unpredictable. Contracts that the Corporation expected would be booked in the recently completed quarter have been deferred into subsequent quarters. The significant decrease in revenue in both the North American and International regions of the Systems Division compared to the quarter ended December 31, 2010, has resulted in increased losses and cash consumption. The Corporation does not believe it is currently able to accurately predict future revenue trends in the Systems Division.

As a result, the Corporation announced the immediate separation of its two business divisions. The focus of the Corporation's ongoing operations will be its Components Division. A concurrent initiative to explore all strategic alternatives for the most value-enhancing and efficient divestiture of the Systems Division has commenced. Management is endeavouring to complete this process as quickly as possible.

Financing

The Corporation also announced a non-brokered private placement financing of up to 45,500,000 common shares (“Offered Shares”) at a price of \$0.22 per Offered Share for total gross proceeds of up to \$10,010,000 (the “Offering”). The Offered Shares have been subscribed for by several institutional investors and by Paradigm Capital Inc. The Offering is expected to close on or about May 4, 2011. Closing of the Offering is subject to approval of TSX Venture Exchange and other typical closing conditions. The Offered Shares will be subject to a four month hold period.

Having made provision for potential costs associated with the divestiture of the Systems Division, the Corporation will use the proceeds from the Offering primarily towards the growth and expansion of the Components Division, including the funding of the joint venture with SUNSEA Telecommunications Co Ltd. of China (the “Joint Venture”).

5. Full Description of Material Change

On April 19, 2011, the Corporation announced the resignation of Mr. Stephan Guerin and Mr. Nishith Goel from its Board of Directors effective immediately. Until such time as suitable replacements have been selected, the Board will continue with four directors.

Mr. Guerin tendered his resignation to focus on his primary business interests in Asia and Mr. Goel tendered his resignation to focus on his primary business interests in North America.

On April 28, 2011, the Corporation announced preliminary financial results for the quarter ending March 31, 2011. Total preliminary revenue for the quarter was approximately \$14.7 million comprising \$8.2 million from the Optical Components and Subsystems Division (“Components Division”); and \$6.5 million from the Systems Division (“Systems Division”).

Cash and cash equivalents on hand at March 31, 2011 amounted to approximately \$8.5 million, a decrease of approximately \$9 million from the December 31, 2010 cash balance as a result of reduced revenues.

Systems Division

Revenue from the Systems Division in the quarter continued to be unpredictable. Contracts that the Corporation expected would be booked in the recently completed quarter have been deferred into subsequent quarters. The significant decrease in revenue in both the North American and International regions of the Systems Division compared to the quarter ended December 31, 2010, has resulted in increased losses and cash consumption. The Corporation does not believe it is currently able to accurately predict future revenue trends in the Systems Division.

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Having made provision for potential costs associated with the divestiture of the Systems Division, the Corporation will use the proceeds from the Offering primarily towards the growth and expansion of the Components Division, including the funding of the joint venture with SUNSEA Telecommunications Co Ltd. of China (the “Joint Venture”).

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

David Toews
Chief Financial Officer
Enablence Technologies Inc.
1 St. Clair Avenue East, Suite 504
Toronto, Ontario M4T 2V7
Telephone: (647) 729-1605

9. Date of Report

May 2, 2011.

Schedule A



Enablence Technologies announces the Resignation of Directors

TORONTO, ONTARIO—April 19, 2011 — Enablence Technologies Inc. (“Enablence” or the “Company”) (TSX VENTURE:ENA), a global innovator in fiber-to-the-home (FTTH) multi-service access platforms for triple-play residential and business services and optical components and subsystems for access, metro and long-haul markets, today announced the resignation of Mr. Stephan Guerin and Mr. Nishith Goel from its Board of Directors effective immediately. Until such time as suitable replacements have been selected, the Board will continue with four directors.

Mr. Guerin tendered his resignation to focus on his primary business interests in Asia and Mr. Goel tendered his resignation to focus on his primary business interests in North America.

Enablence’s management team and Board of Directors would like to thank Mr. Guerin and Mr. Goel for their service and guidance and wish them well in their future endeavours.

About Enablence Technologies Inc.

Enablence Technologies Inc. (“the Company” or “Enablence”) is a publicly traded company that designs, manufactures and sells fiber-to-the-home (FTTH) equipment and multi-service access platforms for triple-play residential and business services and optical components and subsystems for access, metro and long-haul markets to a global customer base. Enablence delivers a key portion of the infrastructure for next-generation telecommunication systems. The Company’s product lines address all three segments of optical networks: Access, connecting homes and businesses to the network; Metro, communication rings within large cities; and Long-haul, linking cities and continents. The Company’s Access solutions enable voice, data, video, and Internet communications across both copper and fiber-based network infrastructures.

For more information, visit www.enablence.com or follow Enablence on Twitter at <http://www.Twitter.com/Enablence>.

Forward-looking Statements

This press release may contain forward-looking statements that are made as of the date hereof and are based on current expectations, forecasts and assumptions which involve risks and uncertainties associated with our business and the economic environment in which the business operates. All such statements are made pursuant to the ‘safe harbour’ provisions of, and are intended to be forward-looking statements under, applicable Canadian securities legislation. Any statements contained herein that are statements of historical facts may be deemed to be forward-looking statements. By their nature, forward-looking statements require us to make assumptions and are subject to inherent risks and uncertainties. We caution our readers of this press release not to place undue reliance on our forward looking statements as a number of factors could cause actual results or conditions to differ materially from current expectations. Please refer to the risks set forth in the Company’s continuous disclosure documents that can be found on SEDAR www.sedar.com. Enablence does not intend, and disclaims any obligation,

except as required by law, to update or revise any forward looking statements whether as a result of new information, future events or otherwise.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

FOR FURTHER INFORMATION PLEASE CONTACT:

Tim Thorsteinson
Chief Executive Officer
Enablence Technologies Inc.
(647) 729-1605

Schedule B



Enablence Technologies Announces Preliminary Quarterly Results; Repositioning of Business Divisions; Equity Financing; and Ongoing Focus on Components Division

Toronto, Canada – APRIL 28, 2011 – Enablence Technologies Inc. (“Enablence” or the “Company”), a leading supplier of fiber-to-the-home (“FTTH”) equipment and multi-services access platform for triple-play residential and business services and optical components and subsystems for access, metro and long-haul markets, today announces preliminary financial results for the quarter ending March 31, 2011.

Total preliminary revenue for the quarter was approximately of \$14.7 million, comprising:

- \$8.2 million from the Optical Components and Subsystems Division (“Components Division”); and
- \$6.5 million from the Systems Division (“Systems Division”).

Cash and cash equivalents on hand at March 31, 2011 amounted to approximately \$8.5 million, a decrease of approximately \$9 million from the December 31, 2010 cash balance as a result of reduced revenues.

Repositioning of Business Divisions

Revenue from the Systems Division in the quarter continued to be unpredictable. Contracts that the Company expected would be booked in the recently completed quarter have been deferred into subsequent quarters. The significant decrease in revenue in both the North American and International regions of the Systems Division compared to the quarter ended December 31, 2010, has resulted in increased losses and cash consumption. The Company does not believe it is currently able to accurately predict future revenue trends in the Systems Division.

As a result, Enablence announces the immediate separation of its two business divisions. The focus of Enablence’s ongoing operations will be its Components Division. A concurrent initiative to explore all strategic alternatives for the most value-enhancing and efficient divestiture of the Systems Division has commenced. Management is endeavouring to complete this process as quickly as possible.

“While we are pleased with the continued growth in revenues from our Components Business,” said CEO Tim Thorsteinson, “the low revenues generated by our Systems Division have driven us to consider strategic options available to us. We will continue to invest for growth in the Components Division, and will aim to optimize shareholder value in respect of our Systems Division.”

Equity Financing

The Company also announced a non-brokered private placement financing of up to 45,500,000 common shares (“Offered Shares”) at a price of \$0.22 per Offered Share for total gross proceeds of up to

\$10,010,000 (the “Offering”). The Offered Shares have been subscribed for by several institutional investors and by Paradigm Capital Inc. The Offering is expected to close on or about May 4, 2011. Closing of the Offering is subject to approval of TSX Venture Exchange and other typical closing conditions. The Offered Shares will be subject to a four month hold period.

Having made provision for potential costs associated with the divestiture of the Systems Division, the Company will use the proceeds from the Offering primarily towards the growth and expansion of the Components Division, including the funding of the joint venture with SUNSEA Telecommunications Co Ltd. of China (the “Joint Venture”).

Focus on Components Division

A comprehensive and growing portfolio of proprietary industry leading PLC-based products from the Enablence Components Division is currently sold to over 120 customers worldwide including major telecommunications network providers. These products are present through the telecommunications network from the central office to the home in cities and communities around the world. Optical integration of dozens of Enablence components on PLC chips through automated manufacturing offers customers – from Tier 1 to smaller operators – a path to cost reduction and improved performance and reliability. The global market for these products continues to grow at a rapid pace as demand for bandwidth increases and networks evolve from current speeds to next generation 40GB and 100GB devices. The rapid growth of Enablence’s Components Division continues to reflect this pattern of growing demand. In the quarter ended March 31, 2011, the Components Division expects to report revenue of approximately \$8.2 million and gross margin of approximately 33%. This compares to sales of \$6 million and a gross margin of 21% in the quarter ending January 31, 2010 and sales of \$4 million and a gross margin of less than 10% in the quarter ending January 31, 2009.

Enablence believes the following opportunities exist for growth of the Components Division:

1. Expansion of the sales force to exploit growing worldwide demand for Enablence components. In turn, capacity utilization will be enhanced in the Company’s facilities in Fremont, CA and Zurich, Switzerland;
2. Expanded product innovation contracts from the proven Ottawa Design Facility from international Tier 1 telecommunications companies. Design contracts migrate to new component products that are sold to a range of customers beyond the original design contract customer;
3. Accelerated development of product sales opportunities in markets outside of telecommunications where demand for high-performance optical components continues to grow; and
4. Revenue and margin expansion from its Chinese Joint Venture.

The Joint Venture will give Enablence access to low cost manufacturing in China and will give the Company a platform to rapidly expand the Company’s presence in the Chinese and other Asian markets. Joint Venture operations are expected to commence in July 2011 and are expected to generate positive cash flow in its first year of operations.

The Enablence management team will continue to consist of Tim Thorsteinson as CEO, David Toews as CFO and Jacob Sun as President of the Components Division.

The Company will host a conference call on Thursday, April 28, 2011 starting at 9:00 a.m. EDT. Interested parties should call 1 416-340-8530 / 1 877-240-9772. Management will respond to questions from analysts on this call.

About Enablence Technologies Inc.

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For more information, visit www.enablence.com.

Forward-looking Statements

This press release may contain forward-looking statements, in particular with respect to the revenues for the quarter ending March 31, 2011, the current and future revenue from the Systems Division, the strategic alternatives and divestiture of the Systems Division, the completion of the financing, the use of proceeds of the financing, the funding of the joint venture in China and the revenue, margins, profitability and future growth of the Components Division (including the joint venture) that are made as of the date hereof and are based on current expectations, forecasts and assumptions which involve risks and uncertainties associated with our business and the economic environment in which the business operates. All such statements are made pursuant to the ‘safe harbour’ provisions of, and are intended to be forward-looking statements under, applicable Canadian securities legislation. Any statements contained herein that are statements of historical facts may be deemed to be forward-looking statements. By their nature, forward-looking statements require us to make assumptions and are subject to inherent risks and uncertainties. We caution our readers of this press release not to place undue reliance on our forward looking statements as a number of factors could cause actual results or conditions to differ materially from current expectations. Please refer to the risks set forth in the Company’s continuous disclosure documents that can be found on SEDAR www.sedar.com. Enablence does not intend, and disclaims any obligation, except as required by law, to update or revise any forward looking statements whether as a result of new information, future events or otherwise.

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