

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**1. Name and Address of Company**

Enablence Technologies Inc.  
390 March Road, Suite 119  
Ottawa, Ontario K2K 0G7

**2. Date of Material Change**

October 5, 2015

**3. News Release**

Attached as Schedule A is a copy of the news release issued by Enablence Technologies Inc. (the "Company" or "Enablence") on October 5, 2015 via Marketwired in Canada.

**4. Summary of Material Change**

On October 5, 2015, Enablence closed the last tranche of a non-brokered private placement financing (the "Financing") for \$3,175,000 at a price of \$0.05 per unit ("Unit). Each Unit is comprised of one common share and one half of one common share purchase warrant ("Warrants"). Each Warrant is exercisable for a period of 18 months at an exercise price of \$0.06 per Warrant. As a result 63,500,000 common shares and 31,750,000 Warrants were issued. The shares and Warrants are subject to a four month hold period expiring February 6, 2015. In total, this Financing raised \$4,000,000.

**5. Full Description of Material Change**

On October 5, 2015, Enablence closed the last tranche of a non-brokered private placement financing announced on August 21, 2015 (the "Financing") for \$3,175,000 at a price of \$0.05 per unit ("Unit). Each Unit is comprised of one common share and one half of one common share purchase warrant ("Warrants"). Each Warrant is exercisable for a period of 18 months at an exercise price of \$0.06 per Warrant. As a result 63,500,000 common shares and 31,750,000 Warrants were issued. The shares and Warrants are subject to a four month hold period expiring February 6, 2015. In total, this Financing raised \$4,000,000.

This Financing achieves one of the conditions that was set by a senior, investment grade lender for the provision of a loan facility of up to \$3,000,000 (the "Loan Facility"). This condition was part of a "non-binding indication" letter. The Loan Facility is designed to finance purchase orders from ZTE Corporation to Enablence.

The proceeds from the Financing, as previously announced, will be used to help fund the Company's growth, including the ability to meet increasing volume requirements from key customers and the ongoing research and development work and also to continue the process of debt reduction by repayment of certain unsecured short term loans and certain secured loan arrangements.

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

Not applicable.

**7. Omitted Information**

Not applicable.

**8. Executive Officer**

Evan Chen  
Chief Executive Officer  
Enablence Technologies Inc.  
390 March Road, Suite 119  
Ottawa, Ontario K2K 0G7

Telephone: 613 656-2850 ext. 0

**9. Date of Report**

October 7, 2015

## Schedule A



### **Enablence Technologies Announces Completion of \$4,000,000 Equity Financing**

**Ottawa, Canada – October 5, 2015** - Enablence Technologies Inc. (“Enablence” or the “Company”) (TSXV: ENA), a leading supplier of optical components and subsystems for access, metro and long-haul markets, today announced the closing of the last tranche of the financing announced on August 21, 2015 (the “Financing”), in the amount of \$3,175,000 at a price of \$0.05 per unit (“Unit”). Each Unit is comprised of one common share and one half of one common share purchase warrant (“Warrants”). Each full Warrant is exercisable for a period of 18 months at an exercise price of \$0.06 per Warrant. As a result, 63,500,000 shares and 31,750,000 Warrants were issued. The shares and Warrants are subject to a four month hold period expiring on February 6, 2016. In total, this Financing raised \$4,000,000.

This Financing achieves one of the conditions that was set by a senior, investment grade lender for the provision of a loan facility of up to \$3,000,000 (the “Loan Facility”). This condition was part of a “non-binding indication” letter. The Loan Facility is designed to finance purchase orders from ZTE Corporation to Enablence.

The proceeds from the Financing, as previously announced, will be used to help fund the Company’s growth, including the ability to meet increasing volume requirements from key customers and the ongoing research and development work and also to continue the process of debt reduction by repayment of certain unsecured short term loans and certain secured loan arrangements.

#### **About Enablence Technologies Inc.**

Enablence is a publicly traded company that designs, manufactures and sells optical components and subsystems to a global customer base. It utilizes its patented

technologies, including planar lightwave circuit (“PLC”) intellectual property, in the production of an array of photonic components and broadband subsystems that deliver a key portion of the infrastructure for current and 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. For more information, visit [www.enablence.com](http://www.enablence.com).

### **Forward-looking Statements**

This press release may contain forward-looking statements regarding potential future financing transactions, future sales and orders, funding of ongoing operations 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](http://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.

### **For further information contact:**

Enablence Technologies Inc.

Evan Chen

CEO

+1 613 656-2850 ext. 0

*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.*