

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

1. Name and Address of Company

Tundra Semiconductor Corporation (“**Tundra**”)
603 March Road
Kanata, ON K2K 2M5

2. Date of Material Change

April 16, 2009

3. News Release

The news release was disseminated on April 17, 2009 through Canadian Corporate News and subsequently filed on SEDAR.

4. Summary of Material Change

Tundra announced that it has amended the terms of the previously announced arrangement agreement with Gennum Corporation (“**Gennum**”).

5. Full Description of Material Change

On April 16, 2009, Tundra and Gennum amended the terms of their previously announced arrangement agreement, entered into on March 19, 2009 (the “**March 19 Arrangement Agreement**”), providing for the acquisition by Gennum of all of the issued and outstanding common shares of Tundra (“**Tundra Shares**”) by way of plan of arrangement (the “**Arrangement**”).

Pursuant to the amendment, the consideration payable by Gennum for each Tundra Share will be, at the election of the holder, Cdn.\$5.81 in cash or 1.1679 common shares of Gennum (“**Gennum Shares**”) or a combination thereof, subject to pro ration. Previously, Tundra shareholders could elect to receive for each Tundra Share Cdn.\$4.43 in cash or 1.1575 Gennum Shares or a combination thereof, subject to pro ration.

Based on 19,326,053 Tundra Shares currently outstanding, in aggregate a total of Cdn.\$60 million in cash (which represents an increase of Cdn.\$5 million to the amount payable under the March 19 Arrangement Agreement) and 10.5 million Gennum Shares (which represents an increase of 2.5 million Gennum Shares to the number of Gennum Shares issuable under the March 19 Arrangement Agreement) will be issued to holders of Tundra Shares.

The Tundra Board of Directors (Mr. Shlapak, a member of the board of directors of each of Tundra and Gennum, did not participate in the decision), acting on the unanimous recommendation of the Special Committee of the Tundra Board of Directors (comprised of independent directors), has unanimously approved the Arrangement, as amended, and confirmed its determination that the increased purchase price payable to Tundra shareholders is fair and that the Arrangement, as amended, is in the best interests of Tundra, and continues to recommend that Tundra shareholders vote in favour of the Arrangement, as amended.

In the event that holders of Tundra Shares elect, in the aggregate, to receive more than the maximum total number of Gennum Shares, the number of Gennum Shares to be received by each holder of Tundra Shares who has elected to receive Gennum Shares will be reduced pro rata, with the balance of the purchase price for such Tundra Shares being paid in cash. In the event that holders of Tundra Shares elect, in the aggregate, to receive more than the maximum total amount of cash, the amount of cash to be received by each holder of Tundra Shares who has elected to receive cash will be reduced pro rata, with the balance of the purchase price for such Tundra Shares being paid in Gennum Shares. Assuming full pro ration, the result would be a purchase price payable by Gennum of Cdn.\$3.10 in cash and 0.5433 of a Gennum Share for each Tundra Share.

The Arrangement, as amended, will remain structured as an arrangement under the *Canada Business Corporations Act*. The amended Arrangement continues to be subject to satisfaction of a number of closing conditions, including the receipt of required regulatory approvals (including of the Toronto Stock Exchange) and Court approvals and the approval of shareholders of Tundra holding at least two-thirds of the Tundra Shares represented at a special meeting of shareholders of Tundra to be held on May 8, 2009.

At the special meeting, Tundra shareholders of record as of 5:00 p.m. (EST) on April 8, 2009 will be entitled to vote in person or by proxy. The date of the special meeting, and those Tundra Shareholders entitled to vote thereat, has not been changed. As announced on April 16, 2009, Tundra has mailed to its shareholders a management proxy circular and other materials in connection with the special meeting, a copy of which is available under Tundra's profile at www.sedar.com.

If all necessary approvals are obtained and the conditions contained in the Arrangement Agreement, as amended, are satisfied, Tundra and Gennum continue to expect that the Arrangement, as amended, will close on or about June 1, 2009.

After closing of the amended Arrangement and assuming the issuance of an aggregate of 10.5 million Gennum Shares in consideration of its acquisition of the Tundra Shares, Gennum is expected to have approximately 45.9 million Gennum Shares issued and outstanding, with current Gennum shareholders owning approximately 77% and current Tundra shareholders owning approximately 23% of such issued and outstanding Gennum Shares. In addition, Gennum Shares continue to be issuable pursuant to the assumption by Gennum of stock options granted under the Tundra stock option plans.

The increase in the consideration payable by Gennum to acquire the Tundra Shares under the amended Arrangement results in corresponding amendments to the provisions of the March 19 Arrangement Agreement, and the plan of arrangement which is a schedule thereto, relating to Tundra RSUs, in-the-money stock options, out-of-the-money stock options and Gennum's assumption of Tundra stock options. Also, Gennum and Tundra have agreed to increase to Cdn.\$5.0 million the termination fee payable by Tundra to Gennum in certain circumstances if the amended Arrangement is not completed. A copy of the amending agreement to the March 19 Arrangement Agreement will be available under Tundra's profile at www.sedar.com.

Forward Looking Statements

Certain statements in this material change report regarding the proposed Arrangement between Tundra and Gennum, the expected timetable for completing the Arrangement, and any other statements regarding Tundra's and Gennum's future expectations, beliefs, goals or prospects

constitute forward-looking information within the meaning of applicable securities legislation (collectively “forward-looking statements”). Any statements that are not statements of historical fact (including statements containing the words “believes,” “plans,” “anticipates,” “expects,” “estimates” and similar expressions) should also be considered forward-looking statements. A number of important factors could cause actual results or events to differ materially from those indicated or implied by such forward-looking statements, including without limitation: the parties’ ability to consummate the Arrangement; the conditions to the completion of the Arrangement, including that the receipt of shareholder approval, court approval or the regulatory approvals required for the Arrangement may not be obtained on the terms expected or on the anticipated schedule and the parties’ ability to meet expectations regarding the timing, completion and accounting and tax treatments of the Arrangement.

The statements in this material change report concerning anticipated dates for the holding of the Tundra shareholders’ meeting and the anticipated closing date for the Arrangement are based on certain assumptions of Tundra and Gennum, including assumptions as to the timing of receipt of the necessary regulatory and court approvals and the time necessary to satisfy the conditions set out in the March 19 Arrangement Agreement, as amended.

Tundra and Gennum assume no obligation to update the information in this communication, except as otherwise required by law. Additional information identifying risks and uncertainties is contained in the management information circular mailed to Tundra shareholders on April 15, 2009 and Tundra’s and Gennum’s respective filings with the various provincial securities commissions which are all available online at www.sedar.com. Forward-looking statements are provided for the purpose of providing information about the current expectations, beliefs and plans of the management of each of Tundra and Gennum relating to the future. Readers are cautioned that such statements may not be appropriate for other purposes. Readers are also cautioned not to place undue reliance on these forward-looking statements, that speak only as of the date hereof.

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

For further information, contact:

David Long, Chief Financial Officer, (613) 592-0714

9. Date of Report

April 22, 2009