Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

MetroBridge Networks International Inc.
Suite 918 – 1030 West Georgia Street
Vancouver, BC
V6E 2Y3

Tel: (888) 628-1240

(the "Issuer")

Item 2 Date of Material Change

February 5, 2008

Item 3 News Release

A press release announcing the material change referred to in this report was issued on February 5, 2008, and distributed by Canada Newswire and Filing Services Canada.

Item 4 Summary of Material Change

On February 5, 2008 the Issuer announced that it has completed the acquisition of the assets of Utah Broadband, LLC, a Salt Lake City-based company with operations in six counties including the Salt Lake City, Provo, and Park City metropolitan areas. The purchase price of US$5.5 million is comprised of US$4.1 million in cash, and 3,119,082 in MetroBridge shares priced at $0.449 per share. The shares issued will be escrowed for a minimum of 12 and a maximum of 15 months.

Item 5.1 Full Description of Material Change

Please see the Issuer's news release attached as Schedule "A" for a full description of the material changes.

Item 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

For further information, contact Christopher Morris, Chief Financial Officer at (888) 628-1240.

Item 9 Date of Report

February 15, 2008

"Schedule A"

METROBRIDGE NETWORKS INTERNATIONAL INC.
918-1030 West Georgia Street
Vancouver, B.C.
V6E 2Y3
Tel. No. (888) 628-1240 ♦ Fax No. (888) 628-2650

News Release

MetroBridge Completes Acquisition of Utah Broadband

VANCOUVER, B.C. February 5, 2008 - MetroBridge Networks International Inc. (TSX-V: MEB), announced today that it has completed the acquisition of the assets of Utah Broadband, LLC, a Salt Lake City-based company with operations in six counties including the Salt Lake City, Provo, and Park City metropolitan areas. The purchase price of US$5.5 million is comprised of US$4.1 million in cash, and 3,119,082 in MetroBridge shares priced at $0.449 per share. The shares issued will be escrowed for a minimum of 12 and a maximum of 15 months.

"This is an exciting, high-quality transaction for our Company, and in addition to growing our US revenue base, will be immediately accretive to EBITDA," said Dorian Banks, President and Co-Founder of MetroBridge. "Utah Broadband is a successful customer-focused business that has achieved strong network growth, excellent subscriber penetration and attractive EBITDA, and we welcome to MetroBridge a successful and talented team."

"Joining MetroBridge enables us to expand our network and capabilities, bringing the first high-capacity commercial WiMAX internet solution to the Greater Salt Lake business community," said Steven McGhie, CEO of Utah Broadband. "Utah Broadband's financial strength and local market knowledge coupled with MetroBridge's expertise in providing high capacity commercial bandwidth solutions and value-added products and services for the business community will enable us to greatly expand our reach into the commercial marketplace and significantly increase ARPU."

RBC Daniels, L.P., a subsidiary of RBC Capital Markets, served as financial advisor to Utah Broadband.

About Utah Broadband, LLC

Utah Broadband has been delivering broadband wireless access to customers in six counties along the Wasatch Front, including the Salt Lake City, Provo, and Park City metropolitan areas for nearly six years. Using advanced wireless technologies, the company has built a highly reliable fixed wireless network in the Utah market. Utah Broadband is one of the leading Internet service providers for the residential and business community in Utah.

About MetroBridge Networks International Inc.

MetroBridge, a leading international fixed wireless provider, delivers broadband wireless access using pre-WiMAX and other advanced wireless technologies. Its highly redundant mission critical network provides connections up to 2500Mbps in Canada and the United States. MetroBridge's aggressive growth strategy contemplates acquisitions throughout North America and additional complementary products and services. The Company operates in all market segments including police and 911 services, the financial industry, retailers and businesses of all sizes. MetroBridge was the first Canadian carrier selected to join the WiMAX Forum™ to assist the industry in establishing equipment interoperability.
Please visit the Company's website at www.metrobridge.com.

For further information please contact:
Samantha Singh, MetroBridge Investor Relations
Toll Free: (888) 628-1240
Direct: (604) 628-5627
Fax: (888) 628-2650
ssingh@metrobridge.com

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.

This press release contains certain forward-looking statements that reflect the current views and/or expectations of MetroBridge Networks International Inc. with respect to performance, business and future events. Such statements are subject to a number of risks, uncertainties and assumptions. Actual results and events may vary significantly from those disclosed herein. Investors are cautioned not to rely on these forward-looking statements. MetroBridge Networks International Inc. does not undertake to update these forward-looking statements.