

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

December 8, 2008

Item 3 News Release

A press release announcing the material change referred to in this report was issued on December 8, 2008, and distributed by Filing Services Canada and Stockwatch.

Item 4 Summary of Material Change

On December 8, 2008 the Issuer announced that Martin Bajic has been appointed as Chief Financial Officer. Mr. Bajic replaces Ms. Connie Yip who was Acting Chief Financial Officer for an interim period.

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 Dorian Banks, CEO at (888) 628-1240.

Item 9 Date of Report

December 16, 2008



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 Appoints Chief Financial Officer

VANCOUVER, B.C. December 8, 2008 - MetroBridge Networks International Inc. (TSX-V: MEB) today announced that Martin Bajic has been appointed as Chief Financial Officer. Mr. Bajic replaces Ms. Connie Yip who was Acting Chief Financial Officer for an interim period.

Mr. Bajic is a Chartered Accountant with solid finance and management experience. He has held senior financial positions at a venture capital firm providing accounting and consulting services to both private and public companies. Mr. Bajic was previously supervisor at a medium-sized accounting firm in British Columbia from 1999 through to 2007. He is also a director of MetroBridge Networks International Inc., Syracuse Capital Corp. and Providence Capital Corp.

"The Company is fortunate to have the talent and depth of experience held by Martin," said Dorian Banks, CEO and Co-Founder of MetroBridge. "Martin's leadership and solid background in finance strengthens our management team."

About MetroBridge Networks International Inc.

MetroBridge, a leading international fixed wireless provider, delivers broadband wireless access using 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:
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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.