FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Vecima Networks Inc.
4210 Commerce Circle,
Victoria, BC, Canada V8Z 6N6

Item 2. Date of Material Change

April 19, 2011

Item 3. News Release

The news release was disseminated through Marketwire on April 19, 2011.

Item 4. Summary of Material Change

The Company announced that it is taking steps to implement a cost-saving initiative to facilitate the Company's return to operational profitability.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company is taking steps to implement a cost-saving initiative to facilitate the Company's return to operational profitability. As a result, the Company expects to reduce expenses by approximately $6 million in fiscal 2012. The savings will be primarily derived from an 18% reduction in personnel effective immediately.

A strong Canadian dollar, continued weak economic conditions in the U.S., reduced demand for legacy solutions and slower than anticipated sales growth of new products have created a challenging environment for the Company to remain profitable at current sales levels. The Company believes that this ongoing cost-saving program together with continued strategic focus on new-product market development will lead the Company to profitability through the current economic environment. The Company is prioritizing its resources and focusing its efforts on sales growth of new products. The reduced cost structure aims to deliver profitability within the current conditions and to capitalize on growth of new products as they mature. The Company continues to see evidence that the markets for these new products remain strong based on indications from customers although sales increases have clearly been affected by the timing of ramp up.

Forward-Looking Statements

Certain statements in this material change report may constitute forward-looking statements within the meaning of applicable securities laws. All statements other than statements of historical fact are forward-looking statements. These statements include but are not limited to statements regarding management's intentions, belief or current expectations with respect to market and general economic conditions, future costs and operating performance. These statements are not guarantees of future performance and involve risks and uncertainties that are difficult to predict, and/or are beyond our control. A number of important factors could cause actual outcomes and results to differ materially from those expressed in these forward-looking statements. These factors include, but are not limited to, the current significant general economic uncertainty and credit and financial market volatility and the distinctive characteristics of the Company's operations and industry that may have a material impact on, or constitute risk factors in respect of the Company's future financial performance, as set forth under the heading "Risk Factors" in the Company's Annual Information Form dated September 28, 2010, a copy of which is available at www.sedar.com. In addition, although the forward-looking statements in this material change report are based on what management believes are reasonable assumptions, such assumptions may prove to be incorrect. Consequently, readers should not place undue reliance on such forward-looking statements. In addition, these forward-looking statements relate to the date on which they are made. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

For further information please contact Sumit Kumar, Executive Vice President of the Company, telephone: (250) 881-1982.

Item 9. Date of Report

April 19, 2011

VECIMA NETWORKS INC.

Per: *(signed) "Sumit Kumar"*
Sumit Kumar,
Executive Vice President