

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

**Item 1. Name and Address of Company**

Vecima Networks Inc. (the “**Issuer**”)  
771 Vanalman Avenue  
Victoria, BC, Canada  
V8Z 3B8

**Item 2. Date of Material Change**

January 12, 2017.

**Item 3. News Release**

A news release announcing the material change referred to in this report was disseminated on January 12, 2017 and subsequently filed under the Issuer’s profile on SEDAR at [www.sedar.com](http://www.sedar.com). The announced change became effective January 12, 2017.

**Item 4. Summary of Material Change**

The Issuer effected its first closing of the sale of the assets of its YourLink business based in Saskatchewan to Xplornet Communications Inc.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

As per the Issuer’s news release dated January 9, 2017, the Issuer entered into a definitive agreement to sell the remaining assets of its YourLink business based in Saskatchewan to Xplornet Communications Inc. Proceeds from the all-cash deal are expected to be \$28.75 million subject to normal closing adjustments. The asset transaction is contemplated in two closings, the first of which is scheduled to occur by the end of this week for \$20 million. The final closing of \$8.75 million is expected to occur before the end of Q2 calendar 2017. The transaction is subject to customary closing conditions including the receipt of all requisite regulatory approvals, including the transfer of radio spectrum licenses.

**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**

No information has been omitted on the basis that it is confidential information.

**Item 8. Executive Officer**

For further information, please contact Peter Torn at (250) 881-1982

**Item 9. Date of Report**

January 23, 2017