FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Axiotronl Corp. ("Vendome" or the "Corporation")
5650 Yonge Street, Suite 1500
Toronto, Ontario M2M 4G3

Item 2 Date of Material Change

August 26, 2008

Item 3 News Release

A news release was disseminated on August 26, 2008 via a Canadian news wire service. A copy of the press release has been filed on SEDAR and is attached hereto as Schedule "A".

Item 4 Summary of Material Change

Axiotron Corp. (the "**Corporation**") is announcing that it has completed the previously announced Qualifying Transcation with Axiotron, Inc. and in accordance with the TSX Venture Policy 2.4. In addition, the Corporation's listing will be transferred to TSX Venture from the NEX and the Company's Tier Classification will change from NEX to Tier 2, and the Filing and Service Office will change from NEX to Toronto.

Item 5 Full Description of Material Change

Please refer to Item 4 and Schedule "A" attached hereto.

Item 6 Reliance on subsection 7.1(2) or (3) 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

Claude Ayache, Chief Financial Officer
Telephone: 416-667-0909

Item 9 Date of Report

August 26, 2008

SCHEDULE "A"
PRESS RELEASE

AXIOTRON CORP.

FOR IMMEDIATE RELEASE **TSX Venture Exchange: AXO**

AXIOTRON COMPLETES EQUITY/DEBT FINANCINGS AND CLOSES QUALIFYING TRANSACTION

August 26, 2008 – Axiotron Corp. (TSXV: AXO) ("**Axiotron**"), formerly Vendome Capital Corp. ("**Vendome**") (TSXV: VCC-H), a capital pool company (the "**CPC**"), today announced that it has closed its previously announced planned acquisition of all of the voting common shares and 1,476,360 (28.14%) non-voting common shares of El Segundo, California-based, Axiotron, Inc. ("**Axiotron US**"). This acquisition constitutes Axiotron's capital pool qualifying transaction pursuant to the policies of the TSX Venture Exchange Inc. (the "**Exchange**"). Upon the Exchange's issuance of its final exchange bulletin approving the qualifying transaction (the "**Final Exchange Bulletin**"), Axiotron will cease to be a CPC, its trading symbol on the Exchange will change to "AXO" and Axiotron US will become a subsidiary of Axiotron.

Axiotron completed the acquisition of Axiotron US – an established high-tech solution hardware manufacturing company, an Apple Premier Developer and the maker of the Modbook, the one and only tablet Mac solution – through the issuance of 3,963,106 common shares and 10,121,436 class B shares from its treasury (at a deemed price of $0.54 per Axiotron common share and $0.0037 per class B share) in exchange for all of the voting shares and 1,476,360 non-voting common shares of Axiotron US. The previous shareholders of Axiotron US will retain 3,770,500 Axiotron US non-voting common shares, and will have the right to receive one Axiotron common share in exchange for one class B share of Axiotron and 0.37253 Axiotron US non-voting common shares. The total deemed value of the transaction is $7.6 million.

Axiotron also announced the closing of a concurrent equity private placement offering and a concurrent debt private placement offering (the "**Offerings**") with the issue of 4,481,951 units in the capital of Axiotron (the "**Equity Units**") at a price of $0.50 per Equity Unit for $2,240,976 and $2,218,663 of 12% secured convertible debentures (the "**Debentures**"), raising aggregate gross proceeds of $4,459,639. Each Equity Unit consists of one common share of Axiotron (an "**Axiotron Share**") and a warrant to acquire one Axiotron Share at a price of $0.60 during the 36-month period following the date of issuance of the Final Exchange Bulletin. The Debentures have a term of 13 months and are convertible into Axiotron Shares at the option of the holder at any time prior to maturity at a price of $0.60 per Axiotron Share. Each $1,000 principal amount of Debentures was accompanied by 583.33 warrants in the capital of Axiotron (the "**Debenture Warrants**"). Each Debenture Warrant entitles the holder thereof to acquire one Axiotron Share at a price of $0.60 for a period of 36 months following the date of issuance of the Final Exchange Bulletin.

The Equity Units financing was completed via Axiotron Canada Inc., which will be a wholly-owned subsidiary of Axiotron.

The banking syndicate group (the "**Agent**") – comprised of Fraser Mackenzie Limited, D&D Securities Inc. and M Partners Inc., with Fraser Mackenzie as lead agent for the Offerings – was paid a cash commission of $265,374 and granted 510,747 broker warrants. Each broker warrant entitles the holder to purchase one additional common share of Axiotron for a period of two years from the date of issuance of the Final Exchange Bulletin at a price of $0.50 per common share ("**Broker Warrants**"). Concurrent with closing, the Agent subscribed for 510,747 Equity Units at a price of $0.50 per Equity Unit, representing an investment in Axiotron of $255,373. Other fiscal agents were paid a cash commission of $39,712 and granted 79,424 Broker Warrants.

In addition, Leede Financial Markets Inc., who acted as financial advisors to Vendome, will receive 300,000 warrants with an exercise price of $0.54. Of the warrants, 250,000 will expire six months from the date of the issuance of the Final Exchange Bulletin and 50,000 will expire 18 months from that date.

Axiotron will also be granting a total of 709,250 incentive stock options to directors, officers and employees, where the holder of each option will be entitled to purchase one common share of Axiotron at an exercise price of $0.54 for a period of five years.

Axiotron will use the net proceeds from the Offerings primarily to further its business objectives, namely to finance the production of the Modbook and for other general working capital purposes, as well as for the development and acquisition of new products and technologies.

With the completion of the qualifying transaction the management of Axiotron will be comprised of: Andreas Haas, co-founder, President & Chief Executive Officer, and a director of Axiotron US, who assumes the position of CEO of Axiotron, succeeding James Turner, who held the position of CEO of the capital pool company (CPC); Claude Ayache, formerly the President & Chief Financial Officer of the CPC, who becomes the CFO of both Axiotron and Axiotron US; and Dr. Kumiko Haas, co-founder and former Chairman of the Board and a former director of Axiotron US, who will serve as the Corporate Secretary of Axiotron.

Axiotron's Board of Directors now comprises: Mark Lawrence, who will serve as Chairman; Messrs. Ayache, Haas and Turner; and Takahiro Tomiki. The Board of Directors would like to thank Mr. Anthony Roodenberg – who has resigned his position on Axiotron's Board of Directors – for his ongoing dedication to this transaction.

"The Exchange's CPC program has proved to be advantageous in achieving our financing objectives," said Mr. Haas. "With Axiotron on a solid financial footing, the company can focus on meeting production targets and on our product development efforts."

"Completing this transaction in a time of market turbulence is an indication of the quality of the team involved in our transaction and the exceptional support we've had from the investment bankers," said Mr. Ayache. "This is an exciting project to be a part of."

Upon the issuance of the Final Exchange Bulletin Axiotron share capital will be comprised of the following:

- 11,743,682 common shares and 10,121,436 class B shares issued and outstanding, for a total of 21,865,118 equivalent common shares;
- 11,215,737 warrants; and
- 1,138,303 incentive stock options.

In addition, there will be 1,409,300 incentive stock options outstanding at the Axiotron US level, which upon exercise will be converted automatically into common shares of Axiotron.

Additional information concerning the qualifying transaction may be found in Vendome's Filing Statement dated May 30, 2008, on SEDAR at http://www.sedar.com.

About Axiotron

A high-tech solution hardware manufacturing company and an Apple Premier Developer, Axiotron (http://www.axiotron.com) is the maker of the Modbook™, the one and only tablet Mac solution. Following its unique vision of Customizing Your World™, Axiotron is dedicated to becoming a leading high-tech innovator through the conception and development of intriguing digital lifestyle products. In addition, Axiotron offers its product development expertise to companies in need of custom hardware solutions. Founded in January 2005, Axiotron is a publicly traded company listed on the Toronto TSX Venture Exchange (TSXV: AXO) with headquarters in El Segundo, California.

The TSX Venture Exchange has in no way passed upon the merits of the transaction and has neither approved nor disapproved the contents of this release.

For more information, please contact:

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