

FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1 Name and Address of Company:

Astrix Networks Inc. (the "Company")
3425 Harvester Road, Suite 200
Burlington, ON L7N 3N1

ITEM 2 Date of Material Change:

December 11, 2014

ITEM 3 News Release:

News release describing the material change was issued on December 11, 2014 via Marketwired.

ITEM 4 Summary of Material Change:

Astrix Networks Inc., operating as Memex Automation announced it has closed a non-brokered private placement totaling \$348,000. A total of 2,900,000 Units were issued at a price of \$0.12 each ("Units"). Each Unit is comprised of one common share in the capital of the Company (a "Common Share") and one-half of one common share purchase warrant (a "Warrant"). Each whole Warrant entitles the holder to purchase one Common Share at a price of \$0.16 at any time prior to 4:00 p.m. (Eastern Time) on December 12, 2016.

ITEM 5 Full Description of Material Change:

Astrix Networks Inc., operating as Memex Automation announced it has closed a non-brokered private placement totaling \$348,000. A total of 2,900,000 Units were issued at a price of \$0.12 each. Each Unit is comprised of one Common Share and one-half of one common share purchase warrant. Each whole Warrant entitles the holder to purchase one Common Share at a price of \$0.16 at any time prior to 4:00 p.m. (Eastern Time) on December 12, 2016.

In connection with the private placement the Company paid a finder's fee on certain subscriptions of 6% of the proceeds raised via brokers and issued broker warrants (the "Broker Warrants") equal to 6% of the number of Units sold. The total fees paid were \$9,744 in cash and 81,201 Broker Warrants. Each Broker Warrant entitles the holder to purchase one Common Share at a price of \$0.16 at any time prior to 4:00 p.m. (Eastern time) on December 12, 2016. All securities issued are subject to a hold period, which will expire on April 12, 2015. The closing is subject to receipt of final approval from the TSX Venture Exchange.

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:

The name and business telephone number of an executive officer of the reporting issuer who is knowledgeable about the material change and the report is as follows:

David R. McPhail, President and Chief Executive Officer

Tel: 905-635-1536

ITEM 9 Date of Report:

Dated December 11, 2014.