

MATERIAL CHANGE REPORT

(Form 51-102F3)

1. **Name and Address of the Issuer**

Sangoma Technologies Corporation (the “Company”)
100 Renfrew Drive, Suite 100
Markham, ON L3R 9R6

2. **Date of Material Change**

August 23, 2018.

3. **News Release**

On August 24, 2018, a news release in respect of the material change was issued and disseminated through the facilities of Marketwire and subsequently filed on the System for Electronic Document Analysis and Retrieval (SEDAR).

4. **Summary of Material Change**

On August 24, 2018, the Company announced that it entered into a definitive agreement on August 23, 2018 to acquire all of the outstanding shares of Digium, Inc., on a debt-free and cash-free basis, for an aggregate purchase price of US\$28 million, subject to customary working capital adjustments. The purchase price consists of US\$24.3 million in cash and 3,943,025 Sangoma common shares (representing US\$3.7 million based on a ten (10) day volume weighted average price of \$1.2214 per common share prior to the announcement).

5. **Full Description of Material Change**

On August 24, 2018, the Company announced that it entered into a definitive agreement on August 23, 2018 to acquire all of the outstanding shares of Digium, Inc., on a debt-free and cash-free basis, for an aggregate purchase price of US\$28 million, subject to customary working capital adjustments. The purchase price consists of US\$24.3 million in cash and 3,943,025 Sangoma common shares (representing US\$3.7 million based on a ten (10) day volume weighted average price of \$1.2214 per common share prior to the announcement).

The cash portion of the consideration will be funded through a combination of cash on hand and, in order to minimize dilution, a new credit facility of approximately \$21 million from Sangoma’s existing Canadian Tier 1 bank, bringing Sangoma’s total credit facilities to about \$28 million, of which approximately \$25 million will be outstanding at closing. The new credit facility will be drawn in US dollars, be repaid over 7 years and is expected to have an interest rate of 6.0% to 6.5% per annum at closing

Digium generated approximately US\$30 million in revenue in its fiscal year ended December 31, 2017, with consolidated assets (net of cash) of approximately US\$11 million, no debt and a net loss of approximately US\$4 million. Further, for the most recently completed quarter ending June 30, 2018, Digium is operating at about EBITDA breakeven.

The transaction is expected to close in the Company's Q1-2019 reporting period (which ends on September 30, 2018) subject to customary closing conditions.

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

David Moore
Chief Financial Officer
Telephone: (905) 474-1990, extension 4107

9. Date of Report

August 31, 2018.