MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
SECOND QUARTER ENDED DECEMBER 31, 2010

February 22, 2011

INTRODUCTION

The Management Discussion and Analysis ("MD&A") provides a detailed analysis of the financial condition and results of operations of Sangoma Technologies Corporation (hereinafter referred to as "Sangoma" or the "Corporation"). The MD&A compares the second quarter interim financial results as of December 31, 2010, with those of the corresponding period of the previous year, those of the immediate prior quarter ending September 30 2010, and the financial condition as at the most recently completed financial year-end of June 30, 2010. The MD&A should be read in conjunction with Sangoma's financial statements and related notes for the quarter ended December 31, 2010 ("Financial Statements"), which have been prepared in accordance with generally accepted accounting principles in Canada. All amounts are in Canadian Dollars unless otherwise noted.

Additional information about Sangoma is available at www.sedar.com.

FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements, including statements regarding the future success of our business, development strategies and future opportunities.

Forward-looking statements include, but are not limited to, statements concerning estimates of expected expenditures, statements relating to expected future production and cash flows, and other statements which are not historical facts. When used in this document, the words such as "could", "plan", "estimate", "expect", "intend", "may", "potential", "should" and similar expressions indicate forward-looking statements.

Although Sangoma believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements. Forward-looking statements are based on the opinions and estimates of management at the date that the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in forward-looking statements. Sangoma undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change except as required by law.

Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and other events contemplated by the forward-looking statements will not occur. Although Sangoma believes that the expectations represented by such

forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct as these expectations are inherently subject to business, economic and competitive uncertainties and contingencies. Some of the risks and other factors which could cause results to differ materially from those expressed in the forward-looking statements contained in the management's discussion and analysis include, but are not limited to changes in exchange rate between the Canadian Dollar and other currencies, changes in technology, changes in the business climate, changes in the regulatory environment, the decline in the importance of the PSTN (see glossary below) and new competitive pressures. The forward-looking statements contained in the management's discussion and analysis are expressly qualified by this cautionary statement.

DESCRIPTION OF THE BUSINESS

General (please refer to the Glossary of Terms at the end of the document)

Sangoma's primary business is the manufacture of hardware and software that enables computing devices, mainly PC servers, to communicate with telephone networks and high speed Wide Area Networks. These products consist of hardware cards, software drivers, software applications and utilities. Figure 1 shows a typical Sangoma card, The A104 card. The A104 is capable of supporting up to 128 simultaneous telephone calls or providing up to 8Mbps of full duplex data bandwidth over T1 or E1 lines.
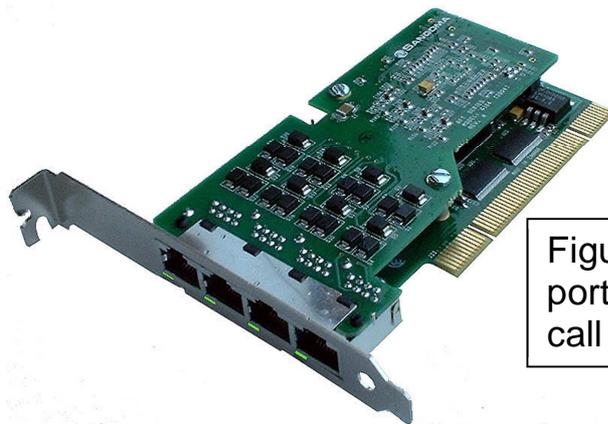

Figure 1: Sangoma 4 port T1/E1 card: 128 call capacity

While Sangoma continues to invest in the development and certification of new products supporting voice and data transport, the Corporation is also developing products that are not tied to the existing telephony infrastructure.

Wide Area Networks cards

Mass market switches and routers are purpose built devices that have either no expandability or use proprietary hardware interfaces that support only the supplier's hardware.

Where somewhat specialized functions are required, it is convenient to use standard PC-type hardware and readily available operating systems and toolkits to produce switches, routers and other connectivity devices in small and medium quantities. Sangoma's WANPIPE® internal routing solutions support these systems with standard telephony interfaces such as T3, E3, T1, E1, BRI, ADSL and 56kbps DDS, or industry standard serial interfaces such as RS232, V.35 and X.21. Typical customers for this technology include companies from a vast array of industry

segments, but a few examples would include clients who build switches and routers for rugged industrial environments, a number of companies building devices that interface to Air Traffic Control systems, firms who use the cards to monitor cell phone call data and large global telephony equipment manufacturers who use Sangoma cards for a specialized SS7 monitoring application.

This business is the original market that Sangoma products addressed from conception and it is still a very important component of the Corporation's business.

Open Source Telephony (OST)

Asterisk®
Asterisk is an Open Source telephony project based on the PC platform and was one of the first such OST products. It grew out of a small initiative in the late 1990s and has grown into a worldwide phenomenon. Over 12% of all new PBX installations in the US in 2008 were Asterisk-based[1]. Asterisk is Open Source which means that it is free to use and modify, but it is owned and copyrighted by Digium, Inc. which also market telephony cards similar to those provided by Sangoma.

In 2004 Sangoma began providing cards to this market and has been the most successful telephony card supplier in this space, except for Digium itself.

The original market for these products was to large numbers of small OEMs and integrators who hand built systems for themselves or clients. This has been changing into one of increasing scale and professionalism as the market consolidates.

Sangoma's successes in this market has largely been with larger, more professional OEM packagers of the basic Asterisk product, where requirements for product quality, low system loads and voice quality have steered customers to the Sangoma product line. Thus the increasing consolidation in the market has worked to Sangoma's advantage. The barriers to entry in the Asterisk market can be quite low (so several other companies have attempted to enter this market with generally modest success) and this market is a price sensitive one (so some entries from China are finding acceptance in the low end).

Other Open Source Markets
There exist several other OST projects apart from Asterisk. Such OST projects allow Sangoma to compete with other board suppliers on a level playing field compared to Asterisk, where Digium can be perceived to have somewhat of an advantage due to providing the software application as well as the hardware cards.

FreeSwitch™ is one such OST application that is generally considered architecturally superior to earlier solutions. It has begun to be used for switching and PBX applications commercially. Sangoma has supported the project virtually from its inception, and is currently involved in the development of the part of the system that provides connectivity to the PSTN. Sangoma's involvement in FreeSwitch provides Sangoma a competitive advantage as compared to other PSTN card manufacturers for FreeSwitch. The Sangoma implementation for FreeSwitch does not include Open Source telephony control and signalling modules (those are provided as closed source modules that only work with

---

[1] Open Source PBX: Market Size, Forecast and Analysis:
 Eastern Management Group , 2009

Sangoma hardware), and that adds a considerable barrier to entry for competitors in this space.

There are many other such OST solutions and Sangoma endeavours to work with these organizations and interface to these products whenever practical. Some examples of solutions based upon their own OST application/appliance or upon integrating others' OST products include YATE, Fonality, PBXnSIP, 3CX, Elastix, etc. many of which we already support and cooperate with. These offerings are all potential opportunities for Sangoma to sell its hardware and software into, or alongside.

Figure 2 below illustrates typical Sangoma support for an OST project. The OST PSTN interface, being Open Source, is what we integrate with. It is essentially an API that Sangoma has been able to use to integrate our low level driver, and hence Sangoma's hardware, into the system. The PSTN connection can be analog or digital T1, E1 or BRI.
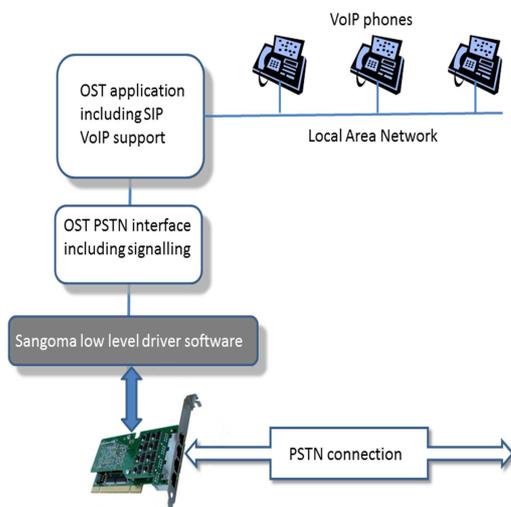

Figure 2: Sangoma support of OST applications

Non OST Telephony projects

The success of OST offerings coupled with growth in the concept of VoIP has fuelled a movement away from the use of proprietary hardware to the use of PC platforms for telephony applications, not only for OST but also for the larger, more general market of commercial applications. Thus companies that had traditionally used their own hardware for PBX and call center applications now are making available software that can be run under Windows or Linux on virtually any PC server that has enough computing power. These PC-based telephony applications are all VoIP based and concentrate on Unified Communications features. Connection to the PSTN is generally intended to be provided by third party gateways.

As virtually all telephony is moving to the PC platform there is an opportunity to provide the same integrated PSTN connectivity for commercial, non-OST (i.e. "closed source") telephony applications as we have done for the OST market. One of the more interesting applications in this market is the new version of Microsoft Office Communication Server (planned is to be released in late 2010), but there are many others that could prove very successful as well, including but not limited to applications by Avaya, Cisco, IBM and many others. All such solutions are potential opportunities for Sangoma.

For closed source applications, it is generally much more difficult to provide PSTN connectivity than with OST, because unless the developer provides a documented API it is not practical to integrate other programs.

So, in the case of closed source applications, Sangoma has had to find another standard interface, one that is supported by all commercial applications. Until a decade ago, such an interface did not exist. With the rise of VoIP, however, a standard has emerged for supporting VoIP traffic, and that standard is SIP. SIP is supported by all modern software-based telephony applications and it has the power and control required to allow a fully functioning PSTN support application to work properly. The opportunity for Sangoma therefore lies in being able to provide integrated Gateway functions (i.e. inside the PC that hosts the telephony application).

Sangoma has been investing heavily in R&D to address this market, and has now launched Gateway products accordingly. These relatively new products, including Net Border Express obtained via Sangoma's acquisition of Paraxip, are generating revenue for us.

Sangoma's product offering, including the software Gateway (Net Border Express or otherwise) and the hardware cards, allows us to support SIP interfaces and therefore acts as a built-in gateway for closed source packages as shown in Figure 3.
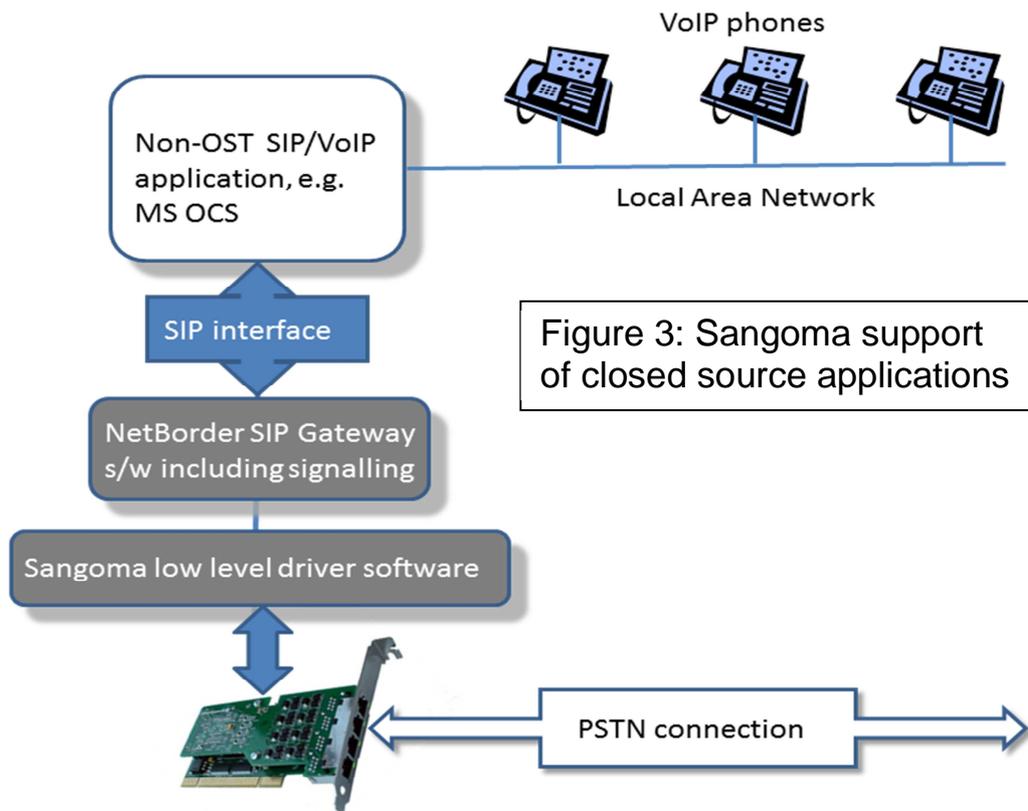

Figure 3: Sangoma support of closed source applications

An internal, largely software-based gateway has several advantages over an external, standalone gateway including:

a) An obvious cost saving as the internal gateway uses the host's spare CPU power, casing, power supply, memory, storage, operating system etc., all of which have to be built into an external gateway.
b) Particularly for OEMs, configuration of the gateway plus debugging and control interfaces can be seamlessly integrated with the management system for the telephony application itself, such that it becomes one seamless product. Because there are a large number of external gateways available, it is very difficult to achieve that kind of close coupling with an external device.
c) If an external gateway is purchased by the customer, and there usually is no revenue stream to the OEM from that purchase. An integrated, internal gateway becomes a normal part of the OEM's offering, with attendant sales, maintenance contracts etc.
d) For the customer, an integrated PC package means that there is no finger pointing if there are technical issues, no additional power or cooling requirements, no extra rack space for an external gateway, no requirement for a separate maintenance contract or gateway management course and lower initial and ongoing costs.
e) Remote management is far simpler for a well-integrated OEM package than for a system that includes a third party gateway.

Call Progress Analysis

This is a new product acquired as part of the Paraxip acquisition which has since been improved and enhanced. CPA is a software product, running under Windows or Linux, that is able to examine digitized telephone traffic and report whether a call has been answered by a human or answering machine/voicemail or has some other type of response such as an out of order message. CPA is a product that is purely VoIP-based. As such, it is a product that does not depend on the PSTN for its implementation, although most sales to date have also included gateways.

CPA is used in outbound call centers which are typically controlled by automatic diallers working from lists. Calls are only connected to agents once the call has been answered and verified to be a person (not an answering machine, etc.). Accurate CPA can have a very significant effect on the efficiency of the agents and hence the profitability of a call center. In addition, new regulations are coming into effect worldwide to reduce nuisance calls to subscribers, and these impose strict limits on the accuracy of determination of a human respondent as well as the time taken to make that determination.

Sangoma's CPA is based on a proprietary artificial intelligence model that is the subject of a patent application. It is currently considered the most accurate system available, having an accuracy of approximately 95% while most competing systems have an accuracy of about 80%.
Customers of CPA include many large companies and Fortune 500 firms. CPA is sold largely through recommendations by partners, the most important at this time being Genesys, a major supplier of call center applications. Work continues on streamlining the implementation of CPA, to simplify the task performed by these partners, and we are actively seeking new partners in the call center business to help market and implement the product.

Transcoding

Sangoma's D100 and D500 cards are now commercially available.

Transcoding means the translation of voice traffic encoding from one Codec to another, usually to save bandwidth, in which the 'translation' is a compression task. A standard digital voice channel consumes 64kbps in each direction, while one that is compressed using another Codec may only consume 8kbps. Especially in the "last mile" scenario where the link may have an upstream bandwidth of 700kbps or less, VoIP compression is very important, particularly if the link is shared with normal Internet traffic.

Transcoding to different Codecs can be done on a PC, but the number of sessions that a single PC can handle is severely limited. Also, many of the codecs are patented so that significant license fees are required for software-based transcoding.

Sangoma's transcoding cards can handle 480 simultaneous compression sessions on the D100 series and 2400 sessions on the D500 series.

The product is expected to be of interest to SIP based telephony providers of all types, as well as call centers and PBX manufacturers. Transcoding is another new area of business for Sangoma that is not dependent at all on the PSTN.

OVERALL PERFORMANCE

Financial

Sales for the second quarter of fiscal 2011 ended December 31, 2010 were $2.98 million. This compares with sales of $2.51M during the Corporation's immediately preceding first quarter of fiscal 2011, a 19% increase. Further, revenue from US market was $1.14 million this quarter, up substantially from the $0.88 million in the first quarter 2011. It was the US market in Q1 which was the principal contributor to sales decline that quarter, and Q2 shows significant improvement in that territory.

Sales of $2.98 million were very slightly above the $2.97 million from the same quarter last year, ended December 31, 2009.

Sangoma has commenced several important new marketing and sales initiatives but it is somewhat early for them to have had a significant impact. The improvement this quarter over the results of the prior fiscal quarter reflects the executive attention across our entire customer base and a partial recovery of sales levels in the United States as compared with the first fiscalquarter. While the second quarter improvement is very positive, it will be a few more quarters before a longer term trend can be identified.

Gross margins for the quarter were 77%, 4% above the Corporation's immediately preceding first quarter of fiscal 2011, and 3% higher than those of the quarter ended December 31, 2009. This is the result of a beneficial mix of orders weighted slightly more heavily towards software this quarter than is historically the case for Sangoma. Expenses for the quarter ended December 31, 2010 were $1.85 million, 7% higher than those of fiscal first quarter ended September 30, 2010, and 17% higher than those of the comparable quarter last year. This is mainly due to the increase in development cost amortization following the ramp in spending in 2010 and to the focus on Sales and Marketing adding some additional cost, for the expected benefit of higher sales in future quarters. Net income was $0.34 million ($0.011 per share fully diluted) compared to net income of $0.05 million last quarter and $0.37 million ($0.012 per share fully diluted) for the

quarter ended December 31, 2009. EBITDA for the quarter ended December 31, 2010 was $0.95 million, an increase from the $0.53 million last quarter, and in line with the same quarter one year ago.

On December 31, 2010 Sangoma had working capital of $10.90 million, as compared to $9.57 million on December 31, 2009. Working capital on December 31, 2010 included $7.68 million in cash and equivalents.

Sales and Net Income by Quarter
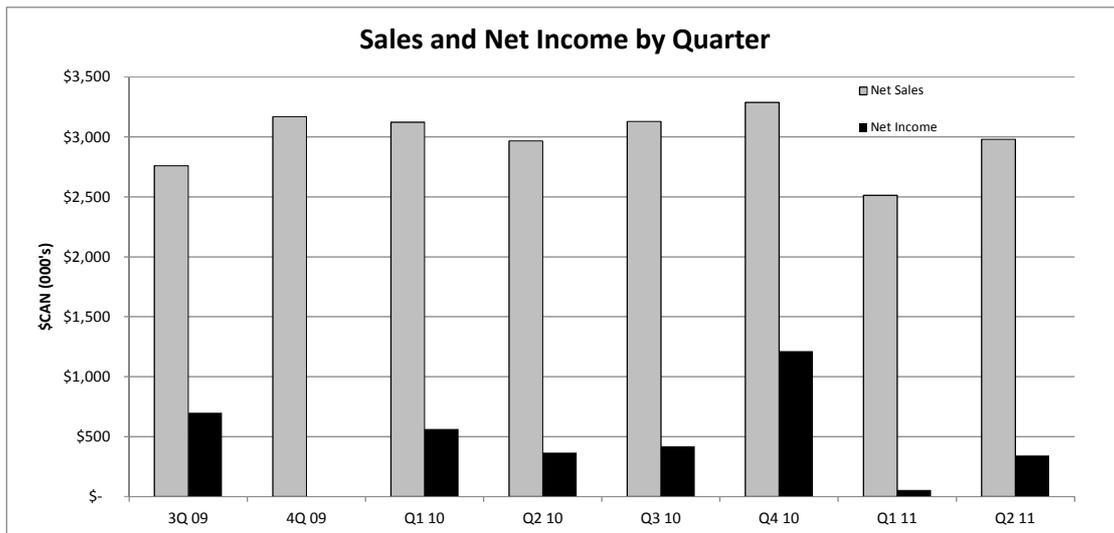
Operational

Sangoma has earned a reputation for quality, innovation and responsiveness as the supplier of key network connectivity components to the PC-based telephony and data transport markets.

The Corporation has been a strong player in the OST business for many years now, and is a respected contributor to open source telephony solutions and contributes back to the OST community regularly. Further, Sangoma's traditional OST business is well positioned to benefit from Digium's Asterisk project beginning to face a credible challenge from other OST offerings, including products such as FreeSwitch (supported by Barracuda Networks), which is increasingly being used for larger switching applications as well as for PBXs. Sangoma is heavily involved in the development and maintenance of the PSTN interface portion of FreeSwitch, giving the Corporation a significant competitive advantage in this market.

Sangoma has moved into the commercial, non-OST space through the introduction of our PSTN to SIP Gateway products and several other applications are using our Gateway products for PSTN connections.

Sangoma's opportunity is to aggressively exploit new products, market segments, and geographies, while maintaining and nurturing our existing lines of business. Sangoma is dramatically strengthening its executive team (its new CFO having joined the Corporation in October), its product offering, and its sales and marketing capabilities.

In October, Sangoma was awarded a coveted spot on Deloitte's Fast 500 list, and towards the end of this fiscal second quarter, Sangoma announced a Normal Course Issuer Bid.

Innovation

Sangoma invests in Research and Development to develop new products and to improve existing offerings. Sangoma has two teams of engineers, one based in Markham, Ontario and the other in Montreal, Quebec.

The Montreal team's primary focus over the last several quarters has been on enhancements to the NetBorder™ application, adding features, field testing and making it more specification-compliant. This work continues and in January 2011, subsequent to the end of our fiscal second quarter, version 4.0 of the product was released. This major new release added BRI, MFC/R2 signalling, INS 1500 and T.38 Fax over IP functionality. This will significantly expand the market reach of the product and enable simpler deployment and servicing, thereby reducing downtime, diagnostic headaches, and expensive visits to the field for our channel partners and our end users.

The Markham hardware group has historically developed new, lower cost and higher quality voice cards. The group developed the D500 cards that were released in the second quarter and for which new marketing programs commenced in November. The D500 provides the industry's highest density hardware-based compression for voice streams. Target markets for this technology include any organization concerned with VoIP including SIP trunking providers, call center operators, Telcos and cell phone operators. Transcoding is an entirely new application for Sangoma so that all revenues are accretive to our other WAN and PSTN-based income.

During the quarter, the Markham software team developed new Gateway functionality that will be released shortly as our SS7 Media Gateway and a new contribution to the open source community in the form of a FreeTDM API (furthering our standing and thought leadership in OST).

Finally, these groups are in the process of being strengthened and re-aligned, to bring what were formally separately operating departments together into one cohesive engineering team. This will be an essential step to enable Sangoma to focus the majority of its ongoing R&D spending on new product development, dramatically accelerating the pace at which the Corporation develops and introduces new products.

Sales and Marketing

Sangoma has a dual sales path to customers: Direct sales and support to large OEM partners, and two tier distribution to others.

OEM partners are companies that "design in" Sangoma products as a component of the OEMs solution. Two tier distribution involves Sangoma selling to a distributor, the distributor selling to resellers, and resellers selling to end users. Utilizing regional distributors to cultivate their own network of resellers supported by Sangoma sales and marketing efforts has proven very successful. The impact of lower margins from a two tier distribution model is offset by the net new growth of sales which distributors bring to Sangoma as well as reducing the cost of handling relatively small orders.

Sangoma participates as an exhibitor, provides a speaker for or attends as an active participant in a few trade shows of various types each quarter. Sangoma also presents at general trade shows and concentrates our efforts on specialized seminars run by our distribution channel and other

partners. These are more cost effective and bring us closer to our OEMs, distributors, resellers, and customers.

Customers tend to be long term successful participants in their given markets and to have longer term focus. It is important to reach these potential customers in the early days of any project to secure 'design wins' and to have sales and marketing programs that will ensure close intercompany collaboration during development and sales development cycles that may last as long as three years.

Sangoma's OST buyers are often smaller resellers which are well serviced through online resellers and distributors. Distribution channels require frequent attention to keep the Sangoma products top of mind in a crowded product marketplace. Sangoma has implemented several incentive programs with distributors and is defining marketing programs for each region. The development and support effort that the Markham software group have donated to OST projects help not only to support our own sales into these projects, but have kept Sangoma's brand and name prominent in the OST community.

Sangoma continues to invest in electronic marketing strategies as these are particularly cost effective advertising vectors. Electronic marketing also is able to provide quantitative measures of program effectiveness. Sophisticated web presence, social media and blogging are increasingly important and Sangoma has virtually abandoned traditional print media. The Sangoma partner portal is continuing to develop as a place where approved application partners, distributors and resellers of Sangoma can get access to product information, online pricing/purchasing, co-marketing material, sales tools and other privileged partner information. Sangoma's marketing team is putting together programs to further leverage this partner community and adopt a more "partner focused" marketing approach, especially in our international markets.

Sangoma is in the process of dramatically strengthening its marketing programs under the leadership of a new executive, hired in January just subsequent to the end of this fiscal quarter. Further, plans to strengthen the sales organization and locate staff in the regions close to customers were developed during Q2. Onboarding will take place in Q3 and Q4.

RESULTS OF OPERATIONS

The following table is a summary of the Corporation's selected unaudited quarterly consolidated financial results for each of the eight most recently completed quarters ended December 31, 2010 ($000's except per share data):

Sales and Net Income by Quarter

	Third quarter 2008-2009	Fourth quarter 2008-2009	First quarter 2009-2010	Second quarter 2009-2010	Third quarter 2009-2010	Fourth quarter 2009-2010	First quarter 2010-2011	Second quarter 2010-2011
Net Sales	$ 2,759	$ 3,170	$ 3,123	$ 2,968	$ 3,130	$ 3,288	$ 2,515	$ 2,980
Net Income	$ 698	$ 0	$ 562	$ 367	$ 419	$ 1,213	$ 55	$ 343
Net Earnings per Share								
non-diluted basis	$0.024	$0.000	$0.019	$0.012	$0.014	$0.041	$0.002	$ 0.011
fully diluted basis	$0.022	$0.000	$0.019	$0.012	$0.014	$0.040	$0.002	$ 0.011

Sales

Sales for the second quarter of fiscal 2011 ended December 31, 2010 were $2.98 million.

This compares with sales of $2.51 million during the Corporation's immediately preceding first quarter of fiscal 2011, a 19% increase. Further, revenue from the US market was $1.14 million this quarter, up substantially from the $0.88 million in the first quarter 2011. It was the US market in Q1 which was the principal contributor to sales decline that quarter, and Q2 shows significant improvement in that territory.

Sales of $2.98 million were very slightly above the $2.97 million from the same quarter last year, ended December 31, 2009.

Cost of Sales and Gross Profit

The cost of sales for the quarter ended December 31, 2010 was $0.68 million (23% of sales, gross profit margin of 77%), as compared to $0.69 million for the immediately preceding first quarter and $0.76 million (26% of sales, gross profit margin of 74%) for the quarter ended December 31, 2009.

Gross profit for the quarter ended December 31, 2010 was $2.30 million, as compared to $1.82 million in fiscal first quarter and $2.21 million for the quarter ended December 31, 2009, an increase of 4%. The higher gross margin is the result of a beneficial mix of orders weighted slightly more heavily towards software this quarter than is historically the case for Sangoma.

Expenses

Administration Expenses
Administration expenses were $0.67 million for the quarter ended December 31, 2010 a negligible increase from $0.66 million in first quarter and an increase of 6% over those for the second quarter ended December 31, 2009 ($0.63 million), and are fairly consistent with the recent run-rate for the past few quarters. This increase reflects the addition of staff back in 2009 to handle the ramp in business and the introduction of a bonus program to strengthen employee retention/satisfaction.

Development Costs
Continuous product development is crucial to maintaining Sangoma's competitive position in the fast-moving data communications and voice market. Certain development costs are amortized on a straight-line basis over three years (see Note 2 to the Notes to Consolidated Financial Statements). Actual cash expenditure on development was $0.66 million for the quarter ended December 31, 2010, as compared to $0.47 million for the quarter ended December 31, 2009, an increase of 40%. The increase is attributable to additional development staff and investment in some engineering tools/cores added in 2010, in order to bring new products to market, and is not expected to increase further in the near term.

Sangoma is entitled to investment tax credits of $0.09 million for the quarter ended December 31, 2010 ($0.09 million in the quarter ended December 31, 2009). These amounts are included in the net deferred development costs of $2.60 million ($1.37 million for the quarter ended December 31, 2009), an increase of 90%. While Sangoma

is not planning to increase development cost spending, the balance of the deferred development costs will continue to rise for a few more quarters before stabilizing.

The development costs amortized during the quarter ended December 31, 2010 were $0.35 million ($0.18 million for the quarter ended December 31, 2009), reflecting the ramp in new product development and the commencement of amortization of the software development tools purchased in the quarter ended June 30, 2010. As a result, the amortization of Development Costs will continue to increase for a few more quarters.

Amortization - property, plant and equipment
Amortization of property, plant and equipment increased to $0.05 million for the quarter ended December 31, 2010 from $0.04 million in the quarter ended December 31, 2009. The increase was due equipment purchases during fiscal 2010 and leasehold improvements associated with the change in the location of the Markham office.

Amortization - intangibles
Intangible assets include copyright to software and patent rights acquired as part of the Paraxip purchase. This expense is a non-cash item.

Foreign Exchange
Sangoma experiences foreign exchange losses or gains based on the rate of change of the Canadian/US Dollar exchange rate largely due to the fact that the foreign exchange rate can fluctuate between the time a receivable is created (at the point of a sale transaction) and the time a client actually pays, and because much of the Corporation's cash is held in US dollars. For the quarter ended December 31, 2010, the foreign exchange loss was $0.18 million, the same as that in the quarter ended December 31, 2009.

Stock Based Compensation
During the quarter ended December 31, 2010 the Corporation issued stock options to two executives as described in more detail in the Information Circular available at www.sedar.com. Stock Option expense this quarter was $16,244.

Selling and Marketing Expenses
Selling and marketing expenses were $0.51 million for the for the quarter ended December 31, 2010, up modestly as compared with $0.48 million in fiscal Q1, and $0.45 million for the quarter ended December 31, 2009, an increase of 14%. Sangoma is putting increased emphasis on sales and marketing and in January 2011 the Corporation hired a new Director of Marketing to lead this activity.

Investment income
Investment income was negligible for the quarters ended December 31, 2010 as interest rates remain at historical lows.

Total Expenses

Total expenses were $1.85 million for the quarter ended December 31, 2010 as compared to $1.72 million in fiscal Q1, an increase of 7%, and $1.58 million for the quarter ended December 31, 2009, an increase of 17%. Management continues to believe that the focus should be on rebuilding revenue and not on reducing costs to drive short term profit. Sangoma is investing in our people, research and development, and sales and marketing to drive revenue growth.

Net Earnings

Income before income taxes was $0.45 million for the quarter ended December 31, 2010, as compared to $0.11 million in fiscal first quarter and to $0.63 million in the second quarter of fiscal 2010, a decrease of 16%. After taking into account current and future income taxes, the net income was $0.34 million ($0.011 per share fully diluted) for quarter ended December 31, 2010 as compared to net income after tax of $0.37 million ($0.013 per share fully diluted) for the quarter ended December 31, 2009.

Year to Date – First half of Fiscal 2010-2011

Sales

Sales for the first half of fiscal 2011 ended December 31, 2010 were $5.49 million as compared with $6.09 million for the first half of 2010 ended December 31, 2009. The 10% sales shortfall year over year was entirely due to the weak first quarter revenues, most notably in the United States.

Cost of Sales and Gross Profit

The cost of sales for the half year ended December 31, 2010 was $1.37 million (25% of sales, gross profit margin of 75%), as compared to $1.51 million (25% of sales, gross profit margin of 75%) for the first half of 2010 ended December 31, 2009. Gross profit for the half year ended December 31, 2010 was $4.13 million, as compared to $4.58 million for the same period ending December 31, 2009, a decrease of 10%.

Expenses

> Administration Expenses
> Administration expenses were $1.33 million for the half year ended December 31, 2010 an increase of 22% over those for the same period ended December 31, 2009 ($1.09 million) and remain in line with the run-rate for the past few quarters.

> Development Costs
> Continuous product development is crucial to maintaining Sangoma's competitive position in the fast-moving data communications and voice market. Certain development costs are amortized on a straight-line basis over three years (see Note 2 to the Notes to Consolidated Financial Statements). Actual cash expenditure on development was $1.27 million for the half year ended December 31, 2010, as compared to $0.87 million for the half year ended December 31, 2009, an increase of 46%. The increase is attributable to additional development staff and investment in some engineering tools/cores added in 2010, in order to bring new products to market, and is not expected to increase further in the near term.

> The development costs amortized during the half year ended December 31, 2010 were $0.66 million ($0.36 million for the half year ended December 31, 2009), reflecting the ramp in new product development and the commencement of amortization of the software development tools purchased in the quarter ended June 30, 2010.

Amortization - property, plant and equipment
Amortization of property, plant and equipment was $.83 million for the half year ended December 31, 2010, up from $0.77 million in the half year ended December 31, 2009. The increase was due to equipment purchases during fiscal 2010 and leasehold improvements associated with the change in the location of the Markham office.

Amortization - intangibles
Intangible assets include copyright to software and patent rights acquired as part of the Paraxip purchase. This expense is a non-cash item.

Foreign Exchange
For the half year ended December 31, 2010, the foreign exchange loss was $0.33 million versus $0.55m in the first half ended December 31, 2009.

Selling and Marketing Expenses
Selling and marketing expenses were $0.98 million for the first half ended December 31, 2010 as compared with $0.81 million for the half year ended December 31, 2009, an increase of 17%.

Investment income
Investment income was negligible for the half years ended December 31, 2010 and December 31, 2009 as interest rates remain at historical lows.

Total Expenses

Total expenses were $3.57 million for the first half ended December 31, 2010 as compared to $3.07 million for the half year ended December 31, 2009, an increase of 16%. Management remains focused on re-building revenue back above $3 million per quarter (and then beyond that level in the mid-term) not on reducing costs to drive short term profit.

Net Earnings

Income before income taxes was $0.55 million for the first half ended December 31, 2010, as compared to $1.52 million for the half year ended December 31, 2009, a decrease of 64%. After taking into account current and future income taxes, the net income was $0.40 million ($0.013 per share fully diluted) for the first half ended December 31, 2010 as compared to net income after tax of $0.93 million ($0.031 per share fully diluted) for the half year ended December 31, 2009.

LIQUIDITY

The Corporation completed the financial quarter ended December 31, 2010 with current assets of $12.40 million and current liabilities of $1.49 million, resulting in working capital of $10.90 million, as compared to $10.92 million at June 30, 2010

Cash and equivalents at December 31, 2010 were $7.68 million as compared to $7.74 million at June 30, 2010

The average collection period for receivables is less than 50 days, based on the second quarter sales and accounts receivable at December 31, 2010, down from the 54 days at the end of the fiscal year 2010.

Inventory levels were $2.00 million on December 31, 2010, 23% higher than on June 30, 2010. The turnover rate was approximately 1.4 times per year for the quarter ended December 31, 2010 as compared to 2.0 times per year during the year ended June 30, 2010. The increase in inventory in the quarter resulted from the completion of modules for new products and some additional finished goods to further accelerate customer order fill times.

The Corporation continues to be profitable with positive cash flow from operations. There are no existing or anticipated defaults or arrears on lease payments, or interest. Management of the Corporation believes that the current working capital and funds generated from operations will be sufficient to meet the operating and planned capital expenditures of the Corporation for the foreseeable future.

Cash flow from operations before non-cash working capital balances was positive $0.85 million for the quarter ended December 31, 2010 as compared to positive $0.69 million in the quarter ended December 31, 2009. After taking into account non-cash working capital balances related to operations, cash flow from operations was positive $0.70 million as compared to positive $0.53 million for the quarter ended December 31, 2009.

CAPITAL RESOURCES

There are no planned commitments for unusual capital expenditures at this time, nor are there any sources of financing that have been arranged but not yet used.

OFF-BALANCE SHEET ARRANGEMENTS

There are no material off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of Sangoma.

TRANSACTIONS WITH RELATED PARTIES

The corporation is not party to any material transactions with related parties.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Sangoma has determined the estimated fair value of its financial assets and liabilities based on generally accepted valuation methods.

Short-term financial instruments

Cash and equivalents, accounts receivable, investment tax credits, accounts payable and accrued liabilities and term loan are short-term financial instruments whose fair value approximates their carrying amount on the balance sheet due to their near-term maturities. The Corporation does not otherwise rely on financial instruments to satisfy its capital requirements.

NEW ACCOUNTING POLICIES (NOT YET ADOPTED)

International Financial Reporting Standards

In February 2009, the CICA Accounting Standards Board ("AcSB") confirmed that the changeover to International Financial Reporting Standards ("IFRS") from Canadian Generally Accepted Accounting Principles ("GAAP") will be required for both interim and annual financial statements for all publicly traded companies, effective for fiscal years beginning on or after January 1, 2011. For the Corporation, these new standards will be effective for the interim and annual financial statements commencing on July 1, 2011, with retrospective presentation of the comparative fiscal 2011 results. The Corporation's first financial statements to be reported under IFRS will be for the quarter ending September 30, 2011, with restatement of comparative periods.

The Corporation's IFRS conversion project is in progress with the following primary phases:

1.   Scoping and diagnostic phase - complete.

2.   Impact analysis, evaluation and design phase - in progress through end Fiscal Q4 2011. In this phase, each area identified from the scoping and diagnostic phase is being addressed by performing an in depth analysis of Canadian GAAP/IFRS differences, evaluation and selection of available accounting policies, quantification of impacts and development of draft IFRS financial statement contents. This phase also includes the identification of operational impacts such as information technology, process and internal control changes.

3.   Implementation phase – commencing Fiscal Q1 2012
This phase will integrate our new accounting policies and resulting operational impacts into the Corporation's underlying information systems, business processes and internal controls.

The Corporation is currently working on phase two of the project, with potential areas of impact being assessed with consideration to complexity, scope of operational impact, potential magnitude of impact, expected changes to IFRS standards and other matters. Along with many other transitioning companies we are planning to apply certain exemptions to reduce the complexity of the conversion to IFRS 1, where the cost to convert would far outweigh the benefit to users of our financial information. Based on IFRS standards currently in effect, the key potential areas being assessed are:

- functional currency
- impairment of assets, specifically under IFRS the Corporation must recognize impairment when the carrying value of an asset or cash generating unit ("CGU") exceeds its recoverable amount.
- Share based payments
- Income Taxes
- Provisions and Contingent Liabilities

These areas should not be regarded as a complete list of changes that will result from the transition to IFRS, as both Canadian GAAP and IFRS continue to change, and may therefore impact this ongoing assessment.

The progress towards IFRS implementation has been reviewed by our Audit Committee and we are on track to finalize the types of adjustments in fiscal third quarter 2011, the magnitude of the

adjustments in fiscal fourth quarter 2011 and be ready to implement on schedule in fiscal first quarter 2012. As we proceed with our IFRS transition we are using this opportunity to review Sangoma's internal controls and accounting policies with management, our Audit Committee and our external auditors.

Business combinations

In January 2010, the CICA issued Handbook Section 1582, "Business combinations," which replaces the existing standards. This section establishes the standards for the accounting of business combinations, and states that all assets and liabilities of an acquired business will be recorded at fair value. Obligations for contingent considerations and contingencies will also be recorded at fair value at the acquisition date. The standard also states that acquisition-related costs will be expensed as incurred and that restructuring charges will be expensed in the periods after the acquisition date. This standard is equivalent to the International Financial Reporting Standards on business combinations. This standard is applied prospectively to business combinations with acquisition dates on or after January 1, 2011. Earlier adoption is permitted. Management is currently evaluating the impact of adopting this standard on the Corporation's consolidated financial statements.

Non-controlling interests

In January 2010, the CICA issued Handbook Section 1602, "Non-controlling interests," which establishes standards for the accounting of non-controlling interests of a subsidiary in the preparation of consolidated financial statements subsequent to a business combination. This standard is equivalent to the International Financial Reporting Standards on consolidated and separate financial statements. This standard is effective for 2011. Earlier adoption is permitted. Management is currently evaluating the impact of adopting this standard on the Corporation's consolidated financial statements.

Consolidated financial statements

In January 2010, the CICA issued Handbook Section 1601, "Consolidated financial statements," which replaces the existing standards. This section establishes the standards for preparing consolidated financial statements and is effective for 2011. Earlier adoption is permitted. Management is currently evaluating the impact of adopting this standard on the Corporation's consolidated financial statements.

In addition, the Corporation plans the amalgamation of its two wholly owned subsidiaries (Sangoma Technologies Inc. and Paraxip Technologies Inc.), into a single subsidiary under the name Sangoma Technologies Inc. This amalgamation is not expected to impact the business of Sangoma, as the Paraxip brand and product portfolio have already been integrated into Sangoma's operations, but the Corporation expects to realize some tax benefits post amalgamation. While the business operations are already fully aligned, the amalgamation is planned for June 30, 2011, the same day of the Corporation's fiscal year end in order to save the expense of an interim tax filing.

OUTSTANDING SHARE DATA

As at the date hereof, there are 30,342,809 issued and outstanding common shares of Sangoma and 3,852,660 outstanding options to acquire common shares. Each option converts to one common share.

Normal Course Issuer Bid

Effective December 10, 2010, the Corporation received approval from the TSXV exchange to purchase its own common shares up to a maximum of 5% of the issued and outstanding common shares being 1,517,140 of the 30,342,809 shares outstanding. The Corporation did not purchase any shares under the bid in the quarter ended December 31, 2010.

ADDITIONAL INFORMATION

All relevant information relating to the Corporation is filed electronically on SEDAR at www.sedar.com.

Glossary of terms

Analog
Analog telephony is the telephone system that dates back to the original experiments by Alexander Graham Bell. The voice signal is picked up by a microphone and transmitted to the central office. Voice signals from the central office consist of voltages that drive a headset to produce sound. Analog means that the voice pressure signals are represented by voltages levels on the line.

API
Application Program Interface: An API is a purpose-built interface that allows third party software to interact with a particular application. A typical API is the user interface for Windows that allow programmers to write programs for Windows that use all its built-in utilities. APIs do not depend on revealing source code, in general. They are usually well documented and include sample programs that make development easy.

Codec
In the telephony context a codec is a mechanism of digitally encoding voice. On the PSTN a voice channel takes up 64kbps in a codec standard called G.711. Cell phones use a codec called GSM that compress the voice further so that a GSM call consumes about 24kbps. Other compressed codecs are used in VoIP to conserve bandwidth. These include standards such as G.729, G.723. Most audio codecs are lossy, in that some of the voice quality is degraded by the compression. On the other hand, as bandwidth becomes cheaper, VoIP allows one to use other codecs that in fact use more bandwidth than the PSTN, the so-called broadband codecs that have DVD-like voice quality.

Digital telephony
In the modern PSTN only the "last mile" line to the customer is still analog, all other internal parts of the network are digital. Digital in this case means that at the central office the analog signal from the subscriber's telephone is sampled digitally, converting the line voltages to a series of numbers that can be easily transmitted error free over long distances. See T1, E1 below.

Gateway
In the telephony context this is typically a separate unit with its own case and power supply that provides VoIP-to-PSTN services for a VoIP network. Almost all gateway devices use SIP interfaces to the VoIP system over Ethernet and have analog or digital telephony interfaces that connect to the PSTN. VoIP gateways are available from many manufacturers including Audiocodes, Cisco, Grandstream, Patton Electronics and many others.

ISDN
Integrated Services Digital Network (ISDN) is a set of communications standards for simultaneous digital transmission of voice, video, data, and other network services over the traditional circuits of the public switched telephone network. Of the many variations of ISDN, Sangoma supports BRI (Basic Rate Interface) which is essentially an all-digital replacement for ordinary analog lines and PRI (Primary Rate Interface) which is used over T1 and E1 lines. BRI is very popular outside of North America. PRI is used worldwide.

IVR
Interactive Voice Response: IVR systems use the phone to navigate a menu, for example those used by banks to allow access to customer's account information. IVR systems have typically been driven by dial tones as the buttons on your phone are pressed, but increasingly they are using voice recognition for navigation.

Open Source
Open Source software is distributed free subject to certain conditions. Open Source licenses usually stipulate that source code must always be distributed or made available, and any improvements in the code have to be donated back to the community. It is possible to have dual licensing: Open Source to the community and also a closed, commercial license of the same or similar software.

NetBorder
This is the trade name of a Sangoma SIP to PSTN gateway product. It includes several other functions in addition to the PSTN gateway function. The mass marketed version is known as NetBorder Express or NBE.

PSTN
Public Switched Telephone Network: This is the standard telephone network that has been in operation for many decades. A telephone or FAX or PBX or other telephony device is generally connected to an analog line at a wall plug, which is connected by "last mile" cabling to the central office. The analog signal from the device is converted to a digital signal at the Telco central office and is multiplexed, 24 simultaneous voice channels per line (in North America) onto a T1 for onward transmission. At the other end of the line the digital channel is reconverted to analog for transmission over the "last mile" to the receiving phone or other device.

Signalling
Call setup and tear down is remarkably complicated, involving such things as responding to the different tones as well as generating them, caller identification and handling the different features like hook-flash and voicemail properly. There are different signalling mechanisms for different types of circuits. Analog circuits use tones such as out-of-order, busy, ringing as well as the dialling tones. T1 lines often use a data protocol called ISDN PRI, where packets of control data are exchanged on a separate data channel. ISDN PRI is a simplification of the general signalling protocol used internally by the telecommunications networks known as SS7. In all cases signalling has to be exactly compatible with what the Telco expects, so interoperability and standards are important.

SIP
Session Initiation Protocol: SIP is the emerging standard signalling protocol for VoIP, though it has much broader applications. SIP is responsible for setting up and teardown of two party and multiparty calls, as well as a host of management features. To a great and increasing extent, VoIP calls are SIP based.

T1, E1
A T1 line is a circuit that carries 24 digital telephone calls simultaneously. At higher densities, 28 T1s are aggregated into a T3 line carrying 672 calls. Larger offices can also connect to the central office via T1 directly, so as to have only one circuit for up to 24 calls. T1 is standard in North America and Japan while E1 is the standard in the rest of the world. E1 carries 30 channels of digitized voice per line.

Unified Communications
Unified communications is a concept in which voice, email, messaging, video and any other type of communication are all considered forms of data that can be combined, manipulated and used in intelligent applications in a seamless way.

VoIP
Voice over IP: The transfer of voice traffic over the Internet Protocol (IP). IP is used universally for all networking including local area networks and private networks, not just the Internet. So VoIP is not necessarily voice over the Internet, but voice over general data networks.