

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

1. NAME AND ADDRESS OF COMPANY

Edgewater Wireless Systems Inc.
408 Churchill Avenue North
Ottawa, ON K1Z 5C6

2. DATE OF MATERIAL CHANGE

November 30, 2020

3. NEWS RELEASE

News release dated December 2, 2020 was disseminated through the facilities of Stockwatch and Market News Publishing Inc.

4. SUMMARY OF MATERIAL CHANGE

Edgewater Wireless Systems Inc. announced new funding and organizational changes.

5. FULL DESCRIPTION OF MATERIAL CHANGE

Edgewater Wireless Systems Inc. (the “**Company**”) secured a loan facility with significant insider participation from the President and CEO, Andrew Skafel, and announces organizational changes.

Effective immediately, Robert Harper has resigned as Chief Financial Officer of the Company. Also, the Board of Directors is now five (5) members following the departures of Chris McGillivray and Jane Barratt.

The loan facility arranged by the Company and will provide funds required to complete the audit of the Company’s financial statements for the year ended April 30, 2020, and contribute to working capital for ongoing operations.

6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

7. OMITTED INFORMATION

Not applicable.

8. EXECUTIVE OFFICER

Andrew Skafel, President and CEO
Telephone: +1 (613) 271-3710

9. DATE OF REPORT

December 3, 2020