

FORM 51-102F3 - MATERIAL CHANGE REPORT

1. **NAME AND ADDRESS OF COMPANY**

Edgewater Wireless Systems Inc.
11 Hines Road, Suite 202
Kanata, ON K2K 2X1

2. **DATE OF MATERIAL CHANGE**

December 14, 2022

3. **NEWS RELEASE**

News release dated December 16, 2022 was disseminated via Stockwatch and filed on SEDAR

4. **SUMMARY OF MATERIAL CHANGE**

Edgewater Wireless announces completion of payment of debenture interest.

5. **FULL DESCRIPTION OF MATERIAL CHANGE**

Edgewater Wireless Systems Inc. (the "Company" or "Edgewater Wireless") announces that it has settled its obligation to pay an aggregate of \$17,850.96 in interest as of December 1, 2022 to the holders of its unsecured debentures issued September 1, 2022 (the "Debentures") through the issuance of an aggregate of 278,914 common shares of the Company at a deemed price of \$0.064 per share (the "Shares"). The Shares are issued in full satisfaction of the December 1st interest payment obligation in accordance with the terms of the Debentures. The debt settlement has been approved by the TSX Venture Exchange and the Shares are subject to a four month hold period, which will expire on January 2, 2023.

Certain directors of the Company received an aggregate of 53,756 Shares and therefore the share issuance constitutes a "related party transaction" as that term is defined in Multilateral Instrument 61-101: *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company will rely on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 as neither the fair market value of the Shares nor the debt exceeds 25% of the Company's market capitalization.

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

Not applicable.

7. **OMITTED INFORMATION**

Not applicable.

8. **EXECUTIVE OFFICER**

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9. **DATE OF REPORT**

December 16, 2022