

# EDGEWATER WIRELESS SYSTEMS INC.

## MANAGEMENT DISCUSSION AND ANALYSIS FOR THE QUARTER ENDING OCTOBER 31, 2023

(IN CANADIAN DOLLARS UNLESS OTHERWISE STATED)

*This Management Discussion and Analysis (“MD&A”) of Edgewater Wireless Systems Inc. should be read in conjunction with the Company’s audited consolidated financial statements and related notes for the years ended April 30, 2023, and April 30, 2022. These audited consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”). Unless otherwise noted, all dollar amounts included therein and in this MD&A are expressed in Canadian Dollars unless otherwise note. The information contained within this MD&A is current to December 23, 2023. Additional information about the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).*

### Forward-Looking Information

*Certain information contained herein, including (without limitation) financial and business prospects and financial outlooks, may constitute forward-looking information which reflects management’s current expectations regarding future events, conditions, plans and intentions, growth, results of operations, financial position, performance and business prospects and opportunities, future technological developments, future revenue generation, creation of new customer accounts, increased efficiency of our operations, our ability to take advantage of current market conditions, population trends, and predictions of future actions, plans or strategies. Words such as “may”, “will”, “should”, “could”, “anticipate”, “believe”, “expect,” “intend”, “plan”, “potential”, “continue” and similar expressions have been used to identify such forward-looking information. In connection with such forward-looking information, certain assumptions have been made about our business, the economy and other matters. By its nature, such information is subject to certain risks and uncertainties, known and unknown, including, without limitation:*

- *the availability of sufficient and appropriate financing;*
- *technological change;*
- *development of new products and availability of existing products;*
- *the impacts of unforeseen public health crises,*
- *the risks associated with credit;*
- *the exchange rate of the U.S. dollar and other currency fluctuations;*
- *changes in accounting policies and estimates;*
- *changes in consumer preferences, customer demand for our products and services and our ability to maintain customer relationships;*
- *disruption to manufacturing and distribution activities due to labour disruptions, bad weather, natural disasters and other unforeseen adverse events;*
- *the recruitment and retention of competent personnel; and*
- *the discontinuation by our suppliers of certain technologies or the exiting by one of our suppliers from the electronics market.*

*The above (and other) factors could cause our actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied in such forward-looking information. See also “Risks and Uncertainties” below. Should one or more of these risks or uncertainties materialize, or should the assumptions underlying our projections or forward-looking information prove incorrect, our actual results may vary materially. We do not intend and do not assume any obligation to update such forward-looking information, whether as a result of new information, plans, events or otherwise, unless required by law.*

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### **Corporate Overview**

Edgewater Wireless is an innovation-driven fabless semiconductor and IP licensing company dedicated to making Wi-Fi better for everyone.

The Company's head office is 11 Hines Road, Suite 202, Kanata, Ontario, Canada, and the Company maintains a presence in the USA. The Company's shares trade on the TSX Venture Exchange under the symbol YFI and on the OTC Pink under the symbol KPIFF.

### **Description of the Business**

We make Wi-Fi. Better.

Edgewater Wireless is the industry leader in innovative Spectrum Slicing technology for residential and commercial markets. We develop advanced Wi-Fi silicon solutions, Access Points, and IP licensing designed to meet the real-world needs of service providers and their customers. With over 26 granted patents, Edgewater's in-band multi-channel/link technology revolutionizes Wi-Fi, delivering next-generation Wi-Fi today.

Edgewater's physical layer Spectrum Slicing allows a frequency band to be divided, or sliced, to enable more radios to operate in a given area. Think of Spectrum Slicing like moving from a single-lane road to a multi-lane highway — regardless of Wi-Fi technology. The recently completed Proof of Concept (PoC) with a major Tier 1 Service Provider showed 7 to 18 times performance gains in 75% of homes surveyed. Most importantly, homes with the most devices saw the most significant improvements.

For more information, visit [www.edgewaterwireless.com](http://www.edgewaterwireless.com).

The results of operations for the annual period should not be relied upon as an indication of future performance.

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### Market Opportunity

With over 20 billion devices shipped<sup>1</sup> and annual shipments reaching 4.4 billion<sup>2</sup>, Wi-Fi is a ubiquitous technology connecting everything, including smartphones, tablets, and laptops, to countless other devices like cameras and thermostats. Further, according to the latest report from the Wi-Fi Alliance, the Wi-Fi industry is expected to reach almost \$4.9 trillion in economic value by 2025.

According to industry analysts, the Wi-Fi Chipset Market is projected to reach US\$26.5 billion in 2023 and is estimated to reach US\$51.81 billion by 2030, growing at a CAGR of 10.02%<sup>3</sup>.

Wi-Fi has become a critical element of our everyday lives.

Since 1999, when Wi-Fi was first envisioned by the Institute of Electrical and Electronics Engineers (IEEE<sup>4</sup>), chipset manufacturers, like Broadcom, Qualcomm and the like, have universally followed the same approach relying on a single-channel radio architecture. Like a single-lane road with a single vehicle, the single-channel radio approach works well for a few users in clean RF (radio frequency) environments. However, as the number of vehicles on the roads grows or congestion and interference increase, single-channel Wi-Fi struggles to provide the essential connectivity we rely on (IEEE paper<sup>5</sup>).

Our market opportunity has three distinct tracks:

The first track is supplying silicon solutions (chips) to the **\$12.9 billion Consumer (home) market**<sup>6</sup> where we've made progress with multiple major Tier 1 Service Providers including Liberty Global (NASDAQ: LBTYA) which we've progressed from Proof of Concept to Pilot and commercial engagement and our alliance with CableLabs.

The second is the **Enterprise Market**, which IDC valued at **\$3.35 billion in the fourth quarter 2022**<sup>7</sup>. We've successfully supplied Silicon solutions (chips & modules) or complete Access Points to Service Providers like the 5<sup>th</sup> largest cable operator, Mediacom and Fortune 500 companies like Kroger Corporation. Our in-band multi-

At Edgewater Wireless, we believe, and the marquee feature of the Wi-Fi7 standard further supports, the current physical layer single-channel architecture used by ALL today's Wi-Fi systems, up to and including Wi-Fi6E, has reached the end of its lifecycle. Edgewater's patented, physical layer multi-channel Spectrum Slicing represents the future of Wi-Fi.

<sup>1</sup> Source: <https://www.ekahau.com/blog/q-and-a-with-aruba-chuck-lukaszewski/>

<sup>2</sup> Sources: IDC, Telecom 2021 Study Advisory Services, Wi-Fi Alliance

<sup>3</sup> Source: Research and Markets Wi-Fi Chipset Market Research Report (<https://www.researchandmarkets.com/reports/5336316/wi-fi-chipset-market-research-report-by-mimo#product--methodology>)

<sup>4</sup> IEEE: the IEEE, the organization best known for developing standards in the computer and electronics industry, published a research paper detailing and supporting the improvements to spectrum utilization by using multiple, narrow channels vs wide channels in high-density applications.

<sup>5</sup> Daldoul, Yousri; Meddour, Djamal-Eddine and Ksentini, Adlen IEEE 802.11ac: Effect of Channel Bonding on Spectrum Utilization in Dense Environments (Source: <https://ieeexplore.ieee.org/document/7997013>)

<sup>7</sup> Source: IDC Worldwide Quarterly WLAN Tracker updates December 2, 2022 (<https://www.idc.com/getdoc.jsp?containerId=prUS49944522>)

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channel/link approach is disrupting the market.

And the third track is the licensing of our groundbreaking Wi-Fi Spectrum Slicing IP and trade secrets to major semiconductor companies.

#### **Industry Trends and Market Conditions**

##### *6 GHz Spectrum Allocation: Continued increase in Wi-Fi devices requires more physical capacity*

Since the early iterations of the Wi-Fi standard, the spectrum allocated to Wi-Fi was limited to the 2.4 GHz and 5 GHz bands. With the number of wireless devices forecasted to increase, several regulators have moved and are moving to allocate additional spectrum in the 6 GHz band. We are pleased to see the progress in granting more spectrum to unlicensed applications like Wi-Fi. More spectrum will be instrumental in the continued success of Wi-Fi and increases the Company's opportunities

##### *Accelerated shift to WiFi7: Embrace of multi-channel/multi-link architecture*

In a significant Wi-Fi market disruption, a major silicon vendor unexpectedly abandoned its WiFi6E market push and instead accelerated shipments of their pre-WiFi7 silicon. Other silicon vendors have been forced to expedite their WiFi7 product programs, and multiple residential Wi-Fi tenders are now focusing on WiFi7.

The critical narrative from Service Provider discussions at the Wireless Broadband Alliance Global Congress focused on the accelerated evolution of home Wi-Fi and the rapid shift to the new WiFi7 standard. Driving the accelerated transition to WiFi7 is its flagship feature, MLO, or Multi-Link Operation, an embrace of multi-channel/link architecture and an acknowledgement of the limited real-world benefits of WiFi6/WiFi6E. With MLO, a feature that builds on our CableLabs-backed Dual Channel Wi-Fi™ standard, the more links available, the more enhanced the feature becomes. Edgewater's Wi-Fi Spectrum Slicing increases the available links within the Wi-Fi spectrum by 8X or more.

##### *Growing Industry Acknowledgements: Legacy, single-channel architecture nearing end of lifecycle*

Globally, concerns of service providers, and enterprises, shifted from the pre-COVID narrative of increased burst rate speeds to providing lower latency and better quality of service for all customers. Surprisingly, several major equipment vendors have acknowledged the challenges facing Wi-Fi as device density grows. Specifically, most enterprise Wi-Fi connections are limited to 20 MHz and 40 MHz wide channels. Most residential Wi-Fi connections, as demonstrated in our PoC looking at 6 million devices in 750,000 homes, are limited to 20 MHz and 40 MHz wide channels — despite the support of 180 MHz wide channels in 802.11AC (WiFi5) since 2014<sup>8</sup>.

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<sup>8</sup> Source: [https://en.wikipedia.org/wiki/IEEE\\_802.11ac-2013](https://en.wikipedia.org/wiki/IEEE_802.11ac-2013)

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*“...we’ve been shipping equipment that can do 80 megahertz channels since 2014. And I’ve published data, Cisco has published data. For us, a little over 90% of our customers in North America are running 20 or 40 MHz channel widths.” — Chuck Lukaszewski, VP and Chief Wireless Technologist for Aruba, a Hewlett Packard Enterprise Company.*

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#### *Why is this important?*

When the real-world environment limits connections to narrower channels in most instances, legacy, single-channel architectures are forced to share a single-channel among an ever increasing number of devices. Enabling more narrower channels offer a proven, dramatic way to deliver better performance to add devices. With Spectrum Slicing, we remove the limits faced by legacy, single-channel Wi-Fi architectures. As we have maintained, the impacts of real-world contention and interference on the Wi-Fi protocol are amplified in legacy, single-channel architectures in the home and enterprise. In environments where wide channels are unavailable, we believe, and as shows in the webinar with Liberty Global<sup>9</sup>, the most effective way to improve performance is to increase channel density.

#### *What is Spectrum Slicing?*

Edgewater’s physical layer Spectrum Slicing allows a frequency band to be divided, or sliced, to enable more radios to operate within a given area. Using advanced signal processing techniques, Spectrum Slicing increase physical (PHY) channels/links in a given area to force multiply application layer features. For example, a packet scheduling feature on a single-channel improves Wi-Fi traffic only on a single channel. With Spectrum Slicing, the same packet scheduling feature would have multiple channels, or links, on which to run, force multiplying in the feature while reducing the impacts of contention and interference. Think of Spectrum Slicing like moving from a single-lane road to a multi-lane highway — regardless of Wi-Fi technology or application.

#### *What are the advantages of Spectrum Slicing?*

Our patented technology delivers the highest channel density in the market today and allows devices to utilize the available spectrum fully. More channels mean more available lanes for traffic, and like a multi-lane highway, it allows more devices to pass more traffic more efficiently — resulting in real-world higher aggregate throughput and dramatically lower latency for ALL devices regardless of Wi-Fi generation.

## **Our Products**

### *Silicon Solutions*

At our core, Edgewater is an innovation-driven, fabless semiconductor company developing ground breaking Wi-Fi silicon solutions for residential and enterprise applications.

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<sup>9</sup> Source: Edgewater Wireless webinar featuring Liberty Global, “Unlocking real-world performance in Home Wi-Fi” ([https://www.lightreading.com/webinar.asp?webinar\\_id=2209](https://www.lightreading.com/webinar.asp?webinar_id=2209))

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#### *IP Licensing and Technology Transfer*

Technology transfer and securing licenses to use our patented Spectrum Slicing approach is one of our key opportunities and -- depending on negotiations and volumes -- could result in a royalty for each device/module sold, an upfront fee for past R&D and annual support fees. Notably, the business investment is relatively low compared with hardware-based production businesses as it is confined mainly to OPEX for sales, partner management, tech support, and legal.

#### *Reference Designs and Access Point Solutions*

A revolutionary approach to Wi-Fi, Edgewater's Access Point reference designs and solutions deliver groundbreaking features and functionality engineered to deliver next-generation performance for service providers, large enterprises and OEMs/ODMs. The Access Points and reference designs are the first to offer in-band Wi-Fi Spectrum Slicing, powered by Edgewater's silicon solutions. They enable multiple concurrent transmit and receive channels from a single radio, offering more physical (PHY) capacity and industry leading interference mitigation.

To realize the fullest potential of our differentiated approach, capital will be required for investment in silicon development, production and business development for potential licensing deals.

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#### **Second Quarter 2024 Operating Results:**

- Revenue in Q2 2024 was \$Nil compared to \$1,795 in Q2 2023
- Net loss for Q2 2024 was \$338,354 compared to a net loss of \$266,028 for Q2 2023.

#### **Fiscal Year Q2 2024 and Recent Activities and Accomplishments:**

- On November 20, 2023, Edgewater was selected to participate in the Canadian Semiconductor Symposium 2023 which took place at the Fairmont Chateau Laurier, Ottawa on November 23-24, 2023. Presented by CMC Microsystems and BDC, the two-day symposium featured prominent voices from across Canada's semiconductor ecosystem, from business leaders and researchers to entrepreneurs, venture capitalists and government agencies. Attendees ranged from startups to established semiconductor companies and the event provided a platform for key technology leaders to connect and ignited synergies geared toward propelling the Canadian semiconductor ecosystem into the next generation of innovation.
  - Andrew Skafel, President and CEO of Edgewater commented: "We are delighted to have been selected to participate in one of Canada's most respected semiconductor gatherings. I look forward to engaging with the many industry leaders and technology visionaries on the latest trends and innovative solutions supporting Canada's burgeoning semiconductor ecosystem."
- On November 15, 2023, the Company launched a private placement and closed the first tranche of the placement on December 20, 2023. Pursuant to the first tranche closing of the offering, the Company issued 7.83 million units at a price of five cents per unit for gross proceeds of \$391,500. Each unit comprises of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional share at an exercise price of 10 cents per share for a period of 24 months from the closing of the offering.
- October 11, 2023, Edgewater received support from the MiQro Innovation Collaborative Centre (C2MI) for its Next-Generation WiFi7 Silicon solutions. Made possible in part through funding from the National Research Council of Canada Industrial Research Assistance Program (NRC-IRAP), the C2MI collaboration provided Edgewater with accelerated development, manufacturing, commercialization support and production process expertise for its next-generation silicon solutions. Dovetailing with Edgewater's on-shoring initiatives, the first phase of this work will tap C2MI's expertise to enhance the North American manufacturability of Edgewater's next-generation WiFi7 Spectrum Slicing solutions. By working with C2MI, Edgewater will have access to a world-class team in a state-of-the-art facility. The first phase of the multi-phase engagement will help de-risk the production of engineering samples for the global residential Wi-Fi market and is geared toward scaling to volume production using a trusted supply chain.

In advance of government programs incentivizing on-shore silicon development, Edgewater initiated strategic steps to on-shore silicon development and commercialization of next-generation Wi-Fi Spectrum Slicing silicon. The strategic initiative offers the Company more direct control of its silicon process and supply line, including critical design and quality assurance efforts. It provides closer access to North American foundries and gives the Company more direct control over silicon supply lines, including design and quality assurance. On-shoring the design and verification process will effectively allow complete domestic development in preparation for prototype manufacturing and lab validation of full-duplex Wi-Fi ASICs.
- On August 21, 2023, Edgewater confirmed strong and growing demand from multiple Tier 1 service providers and OEMs supported by requests for engineering samples of Edgewater's cutting-edge MLX 488 WiFi7 Spectrum Slicing platform. Edgewater is currently undertaking focused engineering efforts and is targeting delivery in Q2 2024. Edgewater's MLX 488 WiFi7 platform is the world's first silicon solution to couple the performance of WiFi7 with the proven robustness and flexibility of Wi-Fi Spectrum Slicing.

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Highly differentiated features include:

- Patent-pending AI-enabled, dynamic channel width selection supporting up to 28 concurrent links/channels,
  - Multi-flex MLO: the first high-performance Multi-Link Operation (MLO) solution engineered to support multiple, concurrent MLO connections,
  - Intelligent Channel Association (ICA™) optimizes device and application layer performance,
  - Plus, standard WiFi7 features such as 320 MHz wide channel support, basic MLO and 4K QAM.
- August 10, 2023, Edgewater appointed a seasoned telco executive Nicolas Fortineau to accelerate its Spectrum Slicing Wi-Fi7 Go-to-market Strategy. The appointment marks a significant milestone in the Company's growth journey as we scale commercial capabilities supporting its next generation of Spectrum Slicing powered Wi-Fi7 silicon solutions. As the new VP Marketing, Mr. Fortineau will oversee Edgewater's service provider go-to-market efforts and strategy.

As the commercial engagement with the major Tier 1 Service Provider progresses beyond the resource-heavy technical evaluations of the PoC and Pilot, we are broadening our customer prospects to include select OEMs and vendors. Like most major Tier 1's, after specifying the technical and design requirements, the major Tier 1 Service Provider outsources the building of their residential gateways to global OEMs. With the support of the Service Provider and industry advocates, Edgewater will work directly with the OEMs to broaden our funnel (OEMs work with several customers, from service providers to branded gear manufacturers like Cisco). Edgewater is establishing a framework to include its products in gateways, mesh nodes, access points and Wi-Fi software solution vendors in the market today.

#### **Corporate Developments**

On August 10, 2023, the Company announced the appointment of a experienced telco executive, Nicolas Fortineau, to accelerate its Spectrum Slicing WiFi7 Go-to-Market strategy. The appointment marks a significant milestone in the Company's growth journey as it scales its commercial capabilities supporting the next generation of Spectrum Slicing powered WiFi7 silicon solutions. As the new VP of Marketing, Nicolas Fortineau will spearhead Edgewater's global go-to-market strategy and expansion initiatives, ensuring the Company capitalizes on its recent successes to reach its next milestone.

Before joining Edgewater, was EVP CMO for Airties, a private equity-backed global leader of managed Wi-Fi solutions for broadband providers. Previously, his tenure at Liberty Global spanned more than a decade. Most recently, he oversaw group product development efforts for connectivity across seven countries for Liberty Global's residential and SoHo customers while serving as Product Director of Connectivity Platforms. In this role, he spearheaded development efforts across networks, CPE, cloud services and data insight disciplines — leveraging the best technology, such as Wi-Fi, 5G, cloud computing, and Artificial Intelligence (AI), to improve consumers' digital lives. Nicolas is the founder of Polaris Lab, a consultancy helping companies to accelerate their growth.

This appointment comes in the broader context of growth for Edgewater Wireless, to be supported by an anticipated blend of traditional and non-dilutive growth capital, newly formed strategic alliances and government programs anchoring silicon production in North America, and further market penetration of Edgewater's recently launched next generation Wi-Fi 7 product line.

#### **Press, Industry and Media Coverage:**

For the reporting period, press, industry analysts, and media coverage highlighted the Company's differentiated

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Spectrum Slicing approach. It bolstered the Company's reputation as a thought leader in Wi-Fi evolution and detailed the Company's go-forward strategy. Highlights included:

1. November 20, 2023: [Edgewater Wireless Selected to Participate in the Canadian Semiconductor Symposium 2023](#)
2. November 17, 2023: [Edgewater Wireless Confirms Terms of Private Placement Financing](#)
3. November 15, 2023: [Edgewater Wireless Announces Private Placement Financing](#)
4. October 11, 2023: [Edgewater Wireless Receives Support from MiQro Innovation Collaborative Centre \(C2MI\) for its Next-Generation WiFi7 Silicon Solutions](#)
5. October 4, 2023: [Edgewater Wireless Announces Payment of Debenture Interest](#)
6. September 29, 2023: [Edgewater Wireless Announces First Quarter Fiscal 2024 Financial Results](#)
7. September 8, 2023: [Edgewater Wireless Announces Year End 2023 Financial Results](#)
8. August 21, 2023: [Edgewater Wireless Announces Multiple Requests for Engineering Samples of Breakthrough MLX 488 WiFi7 Platform](#)
9. August 10, 2023: [Edgewater Wireless Appoints Seasoned Telco Executive Nicolas Fortineau to Accelerate its Spectrum Slicing Wi-Fi7 Go-to-market Strategy](#)

Additional press and media coverage can be found at [www.edgewaterwireless.com/](http://www.edgewaterwireless.com/).

**Our Vision is to make Wi-Fi better. For everyone and every device.**

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#### **Review of Results – Quarter ended October 31, 2023 (“Q2 2024”) compared to the Quarter ended October 31, 2022 (“Q2 2023”)**

The Company recorded a net loss of \$338,534 in Q2 FY2024 compared to \$266,028 in Q2 FY2023. The increase in the loss can be attributed to the following:

Revenue in Q2 FY2024 was \$Nil compared to \$1,795 in Q2FY2023.

The changes in the balance sheet in Q2 2024 from Q1 2024 are identified in the following areas. Current assets decrease by \$16,043 with the cash balance representing \$16,824 of the decrease, amounts receivable saw an increase of \$21,200 related to government receivable and prepaid expenses saw a decrease of \$15,805. The decrease in the Right of Use Asset reflect the amortization of the property lease. The Company's current liabilities increased by \$318,843 of which all the increase can be attributed accounts payable and accrued liabilities with minor changes to other line items. The change in the fair value valuation of the convertible debenture say a decrease in the liability from \$305,515 to \$284,824 a decrease of \$20,691. The valuation methodology is identified in Note 12 of the current financial statements. Share capital increased by \$18,048 mainly due to shares issued for interest payments from the convertible debenture. There was increase in contributed surplus of \$195,380 as \$185,067 of warrants expired and \$10,313 is attributed to stock compensation expense.

General and administrative expenses increased by \$79,795 to \$270,867 in Q2 FY2024 compared to \$191,072 in Q2FY2023. Stock-based compensation was \$10,313 in Q2 2024 compared to \$14,730 in Q2 2023. Salaries and consulting services were \$71,781 in Q2 2024, a decrease of \$22,975 from \$94,756 in Q2 2023. Professional fees in Q2 2024 were \$141,839 compared to \$31,690 in Q2 2023. The increase reflects an increase in the scope of work during the year-end audit requiring a separate valuation of the convertible debenture by a different accounting firm. The fees recorded in Q2 reflect the additional cost of completing the FY 2023 audit as well as an accrual in the period for the FY2024 audit. Public and investor relations in Q2 2024 were \$36,245 compared to \$38,750 in Q2 2023. Office expense in Q2 2024 were \$3,245 compared to \$2,483 in Q2 2023. Insurance expense was \$7,336 in Q2 2024 compared to \$1,391 in Q2 2023. The additional costs reflect the increase premiums paid for D&O insurance. Travel expenses were \$108 in Q2 2024 compared to \$7,272 in Q2 2023.

Product development expenses of \$4,303 were related to salaries of in Q2 FY 2024, and depreciation expenses of \$18. In Q2 2023 expenses of \$6,412 expenses were incurred of which \$4,547 were for salaries along with \$1,838 for consulting and \$27 of depreciation.

Operations expenses increased to \$12,834 in Q2 2024 as compared to \$9,900 in Q2 2023. These expenses represent costs at the beginning of the second year on a lease obligation along with a short term rental for equipment storage.

The Convertible Debentures issued on September 1, 2022, are hybrid financial instruments and were elected to be recognized at fair value through profit and loss. Since the Convertible Debentures were entered into with non-arm's length related parties, the difference between the fair value at inception and the proceeds received from the Convertible Debentures was recognized as a capital contribution and included in contributed surplus. The fair value recognition in the financial statements for Q2 2024 is an income of \$2,644, year-to-date the inclusion into income is \$38,394.

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Interest expenses were \$1,256 in Q2 2024 compared to \$14,000 in Q2 2023. The \$1,256 reflects in the interest expense on the property lease while the \$14,000 in Q2 represent interest on the convertible debt and the lease obligation. The convertible debt interest charge not part of the calculation due to the fair market valuation being calculated on the debenture each fiscal period. The decline in cash balances resulted in no interest income for the quarter.

The foreign exchange loss for Q2 2024 was \$26,072 compared to a loss of \$32,544 in Q2 2023. The Company carries approximately \$385,000 in US payables. The swing in exchange rates can quickly create a gain or loss. At the end of April 2023, the exchange rate was \$1.3552, on July 31, 2023, it was \$1.3177 and on October 31, 2023 the rate was \$1.3871. The Company does not do any hedging and purchases exchange as required to fulfill obligations.

#### **Common Shares Outstanding**

On October 31, 2023, there were 188,261,875 common shares issued and outstanding, 186,963,263 issued and outstanding as of July 31, 2022. On October 31, 2023, a total of 14,395,001 stock options were outstanding, which entitled the holders to acquire the same number of common shares at exercise prices from \$0.05 to \$0.31 per share. As at October 31, 2023, 12,880,197 stock options were exercisable due to vesting provisions (October 31, 2022 - 12,664,994). As of October 31, 2023, there are 17,224,633 warrants outstanding with strike prices that ranged from \$0.23 and to \$0.24 (October 31, 2022 – 29,780,881).

#### **Review of Results for the Q2 FY2024 ending October 31, 2023**

- The company reported no revenues in the quarter.
- Overall loss for the quarter was \$338,534.
- The company issued a second tranche of 360,939 shares for interest payment, of \$18,047, on the outstanding debenture.

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#### Summary of Quarterly Results

(Amounts are presented in thousands of Canadian dollars except loss per share figures)

Quarter ended	Oct 31/23	July 31/23	Apr 30/23	Jan 31/23 (adjusted)	Oct 31/22 (adjusted)	July 31/22	April 30/22	Jan 31/22
Revenues	\$(0.0)	\$13.4	\$7.6	\$(0.0)	\$1.8	\$(0.0)	\$11.4	\$(0.0)
Revenue percentage increase (decrease) relative to preceding quarter	0.0%	76.3%	100%	(100%)	100%	(100%)	100%	0.0%
Gross margin	-	\$12.3	\$7.0	-	\$1.8	-	\$10.2	-
as a percentage	0.0%	91.8%	92.1%	0.0%	100%	0.0%	89.8%	0.0%
Net Loss <sup>1</sup>	\$(338.5)	\$(89.8)	\$(153.6)	\$(341.9)	\$(122.7)	\$(181.2)	\$(210.5)	\$(280.0)
Loss per share -basic and diluted	\$(0.002)	\$(0.0005)	\$(0.001)	\$(0.001)	\$(0.001)	\$(0.001)	\$(0.001)	\$(0.001)
Weighted Average number of common shares Outstanding	187,979,401	187,762,640	187,409,605	187,111,815	186,693,263	186,693,263	186,693,263	186,693,263

#### (1) Adjustment to previously issued interim financial information

On September 1, 2022 the Company issued convertible debentures which are a hybrid financial instrument, were elected to be recognized at fair value through profit and loss. Due to the requirements to

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account for the revaluation of the convertible debentures adjustments were made to the net loss for the Q2 and Q3 fiscal periods. For Q2 FY 2023, the net loss decreased from \$226,000 to \$122,700 a change of \$103,300. In Q3 FY 2023 the net loss was increased to \$341,900 from \$288,100, an increase of \$53,800.

#### **Related party transactions**

In the current quarter, the Company issued shares for interest payment under Convertible Debentures financing with related parties including certain directors and shareholders. See Note 12 for details of the Convertible Debentures.

#### **Transactions with key management personnel and directors**

The Company's compensation program provides total compensation for senior management may include a combination of base salary, objective-based incentives and the same health and insurance benefit programs as provided to all other employees. All directors and officers are eligible to receive stock options. In November 2022, 1,540,000 options were granted to directors, employees and consultants.

#### **Liquidity**

The Company is still considered to be in the development stage as it has not earned substantial revenue from the sale of its products. During the quarter ended October 31, 2023, the Company incurred a loss for the fiscal year of \$338,534, for Q2 FY 2024 there was a negative cash flow from operating activities of \$14,903. To accommodate interest payments on the convertible debenture, the Company has elected to pay interest in shares. There are material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern. The continuation of the Company's operations, including product development and marketing activities, depends on the Company's ability to fund its working capital requirements through either debt or equity financing.

#### **Subsequent events**

Further review by our team resulted in the re-categorization of the 2022 Convertible Debentures. The additional review delayed filing until September 8, 2023, resulting in the Ontario Securities Commission (OSC) suspending trading. The TSX-V lifted the Cease Trade Order (CTO) on September 22, 2023

#### **Financial Instruments and Other Instruments**

Refer to Note 23 of the Consolidated Financial Statements for the year ended April 30, 2023.

#### **Risk and Uncertainties**

##### **Global Health Crisis**

Unforeseen global health crises, such as COVID-19, could impact the global economy and financial markets, negatively affecting the Company's ability to raise capital and would affect the global silicon supply lines. The Company will continue to take action to minimize the potential impacts of such disruptions, particularly by taking

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efforts to on-shore silicon supply lines.

#### **Market Risk**

There are several influences on the market. The economic situation either in specific countries or globally, including government expenditures, monetary policy, capital availability, consumer confidence, or economic activity levels, could worsen, leading to a potential slowdown or reduction in spending on infrastructure equipment. Management also recognizes the need for prudent cash flow management and the need to target qualified sales and marketing activities representing low risk and high return.

Market risk also includes political risk and the uncertainty associated with unstable or changing governments due to political or socio-economic upheaval. The Company is dealing primarily with countries that have demonstrated a high degree of stability and, in most cases, better than typical economic strength.

Competition and competing technologies lead to competitive risks as new technologies and products are developed. Management recognizes the need to invest in research and development to add high-value, differentiated capabilities to expand both the depth and the breadth of the product offering. Management is looking at various acquisition strategies that would enhance the Company's position in product breadth and product features based on market drivers. Management recognizes the need to ensure customer satisfaction through all phases of the sales cycle. Management also intends to invest in competitive intelligence and analysis relating to the market dynamics, trends in technology, and competing products as they are introduced into the market.

#### **Operational Risk**

Several circumstances could affect a supplier's ability to supply a component, such as financial, political, technical, natural disaster, or just a business decision to no longer supply the particular component. Should this happen and, depending on the nature of the component, the resulting impact could range from identifying a substitute component with little to no redesign effort to the system or subsystem to affecting a redesign of a system or subsystem to accommodate a potential part change.

Additional capital will be required to complete silicon development, replenish inventory and licensing of Intellectual Property (IP).

The Company endeavours to use components that are available from more than one supplier whenever possible. The Company has experience managing obsolescence issues. The Company also has four custom components that are unique and available only to the Company. They are fabricated by a large, multi-national semiconductor company that has multiple fabrication facilities around the world. In this case, these components may only be available from a single supplier at a single location, and lead times for fabrication may vary. Lastly, the Company has engaged with a contract manufacturer responsible for the assembly and distribution of the Company's products. As part of the criteria for selecting a contract manufacturer, the Company made it a requirement for the manufacturer to have more than one site and have operations in more than one country to mitigate the risk of that supplier being unable to manufacture and distribute its products as needed.

Although the Company will endeavour to have suppliers with operations in multiple countries where the

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Company's product could be built in order to obviate issues related to political and socio-economic changes, failure to develop multiple key suppliers will put the Company at risk that the business failure of a single-source supplier will disrupt its business.

Revenues were impacted by the lack of availability of the Company's silicon solutions. The time to design, develop, produce, and test silicon is a key factor in the monetization for the Company's products. Investment is required to complete these activities.

Management also recognizes that contractual risks may create adverse issues in running the business. Management has engaged experienced contracts experts to help mitigate contractual risk with key customers. The prudent use of export insurance through organizations such as Export Development Canada ("EDC") will help to mitigate contractual and payment risks with key customers.

Particularly in its early years, the Company's revenues will occasionally be derived from a few large customers engaged in network deployments scheduled over extended periods. With such a concentration of revenues, the Company's operating results will depend on its performance and those customers' performance to execute against their deployment plans.

#### **Staffing and Human Resources Risk**

Management has built a core team of professionals experienced in telecommunications and network technology, product development, manufacturing, sales and marketing. The Company has a stock option program, which it believes will provide long-term incentives for key employees, consultants and directors. The Company has also established a compensation committee to ensure that key employees are fairly compensated. The Company is headquartered in Ottawa, Ontario, where there is a substantial high-tech community; however, there is a risk that qualified personnel will not be available or, if available, will be prohibitively expensive. See "Reliance on Key Personnel" below.

Funding is required to recruit, pay and retain key employees.

#### **Reliance on Key Personnel**

The Company's success depends in large measure on certain key personnel. The loss of the services of such key personnel could have a material adverse effect on the Company. The Company does not anticipate that the Company will have key person insurance in effect for management in the near term. The contributions of these individuals to the immediate operations of the Company are of central importance. In addition, the competition for qualified personnel in the communications industry is intense. There can be no assurance that the Company will be able to continue attracting and retaining all personnel necessary for the development and operation of its business. The ability to raise capital is important to retaining and recruiting personnel. Investors must rely upon the ability, expertise, judgment, discretion, integrity and good faith of the management of the Company.

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#### **Financial Risk**

Following conservative cash management principles, the Company's standard business terms and conditions make provisions for advance payments on product orders. In cases where extended payment terms are required, shipments are backed by credit insurance facilities from agencies such as the Export Development Corporation whenever possible. Export credit risk insurance is used where appropriate.

#### **Reliance on Strategic Relationships**

In conducting its business, the Company relies on continuing existing strategic relationships and forming new ones with other wireless technology industry entities, such as joint venture parties and partners, regulatory agencies, and governmental departments. While the Company has no reason to believe otherwise, there can be no assurance its existing relationships will continue to be maintained or that new relationships will be built. The Company could be materially and adversely affected by changes to such relationships or difficulties forming new ones.

#### **International Risk**

The Company continues to pursue international opportunities. Foreign opportunities face additional specific local risks, which may adversely affect the Company. Changes in legal and regulatory requirements (including tariffs and other trade barriers); less favourable intellectual property laws; any loss of key sales personnel could result in a significant loss of sales in that foreign country; changes in local tax rates and other potentially adverse tax consequences (including the cost of repatriation of earnings); collectability of accounts in foreign jurisdictions; and burdens of complying with a wide variety of foreign laws, including changing import and export regulations.

Future growth depends in large part on the ability to increase business in international markets. The development of new markets will require significant management attention and financial resources, including capital, to hire additional personnel.

#### **Protection of the Company's Intellectual Property**

The Company's success will depend, in part, on its ability to protect its rights in its intellectual property. The Company will rely on various intellectual property protections, including patents, copyright, trademark and trade secret laws and contractual provisions, to preserve its intellectual property rights. Despite these precautions, it may be possible for third parties to obtain and use its intellectual property without authorization. Policing unauthorized use of intellectual property is difficult, and some foreign laws do not protect proprietary rights to the same extent as Canada and the United States laws. Furthermore, many key aspects of networking technology are governed by industry-wide standards, freely available to all market entrants. To protect its intellectual property, the Company may become involved in litigation, which could result in substantial expenses, divert the attention of its management, cause significant delays and materially disrupt the conduct of its business.

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#### **Product Defects and Liability Claims**

The Company is subject to proceedings and claims that may arise in the business's ordinary conduct, which could include product and service warranty claims, which could be substantial. The Company's products are highly complex and sophisticated and could contain design defects or software errors that are difficult to detect and correct. The Company provides product warranties. If its products fail to perform as warranted and fail to resolve product quality or performance issues promptly, sales may be lost and forced to pay damages. Also, because its products are sold and marketed in different countries, the products must meet many different environments' requirements and be compatible with other systems.

Any failure to meet customer requirements could materially affect its business, operating results and financial condition.

The occurrence of product defects and the inability to correct errors could result in the delay or loss of market acceptance of its products, material warranty expense, diversion of engineering and other resources from its product development efforts, and the loss of credibility with its customers, manufacturer's representatives, distributors, value-added resellers, systems integrators, original equipment manufacturers and end-users, any of which could have a material adverse effect on the Company's business, operating results and financial condition.

#### **Substantial Capital Requirements**

It is expected that the Company will make substantial capital expenditures in product development, SG&A, production of silicon solutions, marketing and ongoing operations. It may have limited ability to obtain the capital necessary to undertake or complete future research programs. There can be no assurance that debt or equity financing, or cash generated by operations, will be available or sufficient to meet these requirements or for other corporate purposes. If debt or equity financing is available, it will be on terms acceptable to the Company. Moreover, future activities may require the Company to alter its capitalization significantly. The Company's inability to access sufficient capital for its operations could have a material adverse effect on the Company's financial condition, operating results or prospects.

#### **Additional Requirement for Capital**

The Company is likely to remain cash flow negative for some time. There can be no certainty that the Company will sustain profitability or positive cash flow from its operating activities. The future of the Company is dependent upon its ability to raise the required funding. There is no assurance that additional financing will be available on terms acceptable to the Company. Failure to obtain additional financing on a timely basis could cause the Company to reduce or terminate its operations. Any additional equity financing may be dilutive to shareholders, and debt financing, if available, may involve restrictions on the financing and operating activities.

#### **Issuance of Debt**

From time to time, the Company may enter into transactions to acquire assets or the shares of other corporations. These transactions may be financed partially or wholly with debt, which may increase the Company's debt levels

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above industry standards. Depending on future product development plans, the Company will require additional equity and/or debt financing that may not be available or, if available, may not be available on favourable terms. The Company's articles will not limit the amount of indebtedness that the Company may incur. The level of the Company's indebtedness from time to time could impair the Company's ability to obtain additional financing in the future on a timely basis to take advantage of business opportunities that may arise.

#### **Dilution**

The Company may make future acquisitions or enter into financings or other transactions involving the issuance of securities of the Company, which may be dilutive to current Shareholders.

#### **Third-Party Credit Risk**

The Company may be exposed to third-party credit risk through contractual arrangements with joint venture partners, distributors of its products and other parties. In the event such entities fail to meet their contractual obligations to the Company such failures could have a material adverse effect on the Company and its cash flow from operations. The Company takes every reasonable action to mitigate this risk, including, where appropriate, seeking export insurance.

#### **Income Taxes**

The Company will file all required income tax returns and believes that it will be in full compliance with the provisions of the Income Tax Act (Canada) and all applicable provincial tax legislation as well as the tax laws of such other countries as the Company may establish operations in; however, such returns are always subject to reassessment by the applicable taxation authority. A successful reassessment of the Company may have an impact on current and future taxes payable.

#### **Governmental and Regulatory Requirements**

Certain components of the Company's products may be subject to current or future regulation, including relating to environmental protection; for example, lead solder and wireless solutions. Regulatory agencies may make rulings or adopt new standards with which its solutions may need to be compliant. The timing and nature of these rulings or adoption of new standards may impact future sales to its customers, its ability to conform its solutions and/or to retain its market position. In addition, in the future, the Company may be required to comply with substance bans and product/component take-back requirements that would make the Company responsible for recycling and disposing of certain of its products/components that it has sold.

#### **Rapid Technological Change**

The markets for the Company's products are characterized by rapidly changing technology, evolving industry standards and increasingly sophisticated customer requirements. The introduction by competitors of products embodying new technology and the emergence of new industry standards can render existing products obsolete

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and unmarketable and can exert price pressures on existing products. It is critical to the Company's success that it be able to anticipate and react quickly to changes in technology or in industry standards and successfully develop and introduce new, enhanced and competitive products on a timely basis. The Company cannot give assurance that it will successfully develop new products or enhance and improve its existing products, that new products and enhanced and improved existing products will achieve market acceptance or that the introduction of new products or enhanced existing products by others will not render the Company's products obsolete. The process of developing new technology is complex and uncertain, and, if the Company fails to accurately predict customers' changing needs and emerging technological trends, its business could be harmed. The Company must commit significant resources to developing new products before knowing whether its investments will result in products the market will accept. To remain competitive, the Company may be required to invest significantly greater resources than currently anticipated in product development and enhancement efforts and result in increased operating expenses.

#### **Influence of Management**

As of October 31, 2023, the directors, officers and advisors to the Company owned or controlled approximately 2.5% of the outstanding common shares of the Company. These shareholders may influence the outcome of most corporate actions requiring shareholder approval, including the election of directors of the Company and the approval of certain corporate transactions.

#### **Competition**

The markets in which the Company competes are characterized by rapid change, converging technologies, and a migration to networking and communications solutions that offer relative advantages. These market factors represent a competitive threat. The Company competes with numerous vendors in each product category. The overall number of competitors providing niche product solutions may increase. Also, the identity and composition of competitors may change as activity increases in the advanced technology markets and market adjacencies. As the Company continues to expand globally, it may be subject to new competition in different geographic regions, in particular, from experienced, price-focused competitors in Asia, especially from China. It is anticipated this competition will continue in the future.

Some competitors compete across many of the same product lines, while others are primarily focused in a specific product area. Barriers to entry are relatively low, and new ventures to create products that do or could compete with the Company's products are regularly formed. In addition, some competitors may have greater resources, including financial, technical and engineering resources. As the Company expands into new markets, it will face competition not only from our existing competitors but also from other competitors, including existing companies with strong technological, marketing, and sales positions in those markets. The Company will also sometimes face competition from resellers and distributors of its own products. Further, companies with whom the Company will have strategic alliances in some areas may be competitors in other areas.

#### **Dividend Policy**

Payment of any future dividends will be at the discretion of the Board of Directors after taking into account many

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factors, including the Company's operating results, financial condition and current and anticipated cash needs. There is currently no intention to pay dividends in the near term.

#### **Conflicts of Interest**

Certain of the directors and officers of the Company also serve as directors, officers, advisors and/or consultants of other companies involved in the telecommunications sector. To the extent that such other companies may participate in ventures which the Company may participate, there exists the possibility for such directors and officers could be in a position of conflict. Such directors and officers have duties and obligations under the laws of Canada to act honestly and in good faith with a view to the best interests of the Company and its shareholders. Accordingly, such directors and officers must declare and abstain from voting on any matter in which such director and/or officer may have a conflict of interest.

#### **Resale of Shares**

The continued operation of the Company will be dependent upon its ability to generate operating revenues. There can be no assurance that any such revenues can be generated. If the Company is unable to generate such revenues or obtain such additional financing, any investment in the Company may be lost. In such event, the probability of resale of the shares of the Company would be diminished.