

## FORM 51-102F3 MATERIAL CHANGE REPORT

1. **NAME AND ADDRESS OF COMPANY**

Edgewater Wireless Systems Inc.  
1125 Innovation Drive  
Ottawa, Ontario K2K 3G6

2. **DATE OF MATERIAL CHANGE**

April 30, 2012

3. **NEWS RELEASE**

News release dated April 30, 2012 was disseminated via Stockwatch.

4. **SUMMARY OF MATERIAL CHANGE**

Edgewater Wireless Systems Inc. is pleased to announce the appointment of Mr. Sam Sgabellone as Chief Financial Officer of the Company.

5. **FULL DESCRIPTION OF MATERIAL CHANGE**

Edgewater Wireless Systems Inc. is pleased to announce the appointment of Mr. Sam Sgabellone as Chief Financial Officer of the Company.

An Ottawa native, Sam obtained his Bachelor of Commerce (Honours) from Carleton University in 1979 and his designation as a Chartered Accountant in 1981. Since leaving public practice in the fall of 1985, Sam has worked almost exclusively in senior financial roles with public and private technology-based companies in Ottawa including Canadian Astronautics Ltd., InfoGraphic Systems Inc., Systemhouse Ltd. and, most recently, with Semiconductor Insights Inc. Following the successful sale of Semiconductor Insights Inc. to United Business Media, of London, Sam left industry to teach for two years at Heritage College and Carleton University. Sam is the volunteer treasurer of The Viennese Opera Ball Inc. and West Ottawa Soccer Club Inc., the second largest soccer club in Canada. He has been married for almost 31 years and has a daughter.

The Company thanks Brian Kronick, who, as Edgewater Wireless' part-time, virtual CFO, provided outstanding support during the public venture financing of the Company and during the subsequent period of time he acted as Edgewater Wireless' CFO. Brian will be stepping down and Edgewater Wireless wishes him well in his future endeavors.

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

N/A

7. **OMITTED INFORMATION**

N/A

8. **EXECUTIVE OFFICER**

Andrew Skafel, President; Telephone: (613) 271-1101

9. **DATE OF REPORT**

May 1, 2012