

## 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

July 26, 2012

### 3. NEWS RELEASE

News release dated July 26, 2012 was disseminated via Stockwatch.

### 4. SUMMARY OF MATERIAL CHANGE

Edgewater Wireless Systems Inc. (TSX-V: YFI) announced that it has entered into a \$4.9 million CDN agreement with World Affinity Telecom to supply next-generation WiFi3 technology as part of phase 1 of a multi-phase program designed to deliver WiFi and WLAN coverage throughout several Western and Central African countries.

### 5. FULL DESCRIPTION OF MATERIAL CHANGE

Edgewater Wireless Systems Inc. announced that it has entered into a \$4.9 million CDN agreement with World Affinity Telecom to supply next-generation WiFi3 technology as part of phase 1 of a multi-phase program designed to deliver WiFi and WLAN coverage throughout several Western and Central African countries. The initial deployment will take place in Freetown, Sierra Leone in the fall of 2012.

Edgewater Wireless' WiFi3 technology will be used to deliver broadband services and applications over WiFi and WLAN (Wireless Local Area Network) networks – initially throughout Freetown, and extending the network across the country by the fall of 2013. Edgewater Wireless will work closely with World Affinity Telecom to define and design the network and associated product requirements for the Freetown deployment which will include government buildings, schools and hospitals.

World Affinity Telecom and its local subsidiary, Sierra WiFi, are leveraging a state-of-the-art fibre network within Sierra Leone to provide wireless broadband services. In addition to the national deployment of WiFi3 technology in Sierra Leone, World Affinity Telecom has secured licenses to deliver national WLAN coverage in a number of other Western African countries, including Guinea, where the company plans expansion of a WLAN network, backboned by WiFi3 technology, by the end of 2012.

“As a former Minister and Ambassador to Canada for Senegal, I am strongly committed to the growth and development of our continent through the advancement of technology,” said Amadou Tidiane Wone, Chairman of World Affinity Telecom. “Through our partnership with Edgewater Wireless, WiFi3 brings an innovative solution which will strengthen our communications and technology infrastructure in order to accelerate the development of our natural and human resources.”

“This agreement with World Affinity represents a huge market opportunity for Edgewater Wireless to deliver broadband wireless services to Western & Central Africa,” said Andrew Skafel, President of Edgewater Wireless. “We expect Africa to be one of the fastest-growing markets globally for WiFi over the next 5 to 10 years. The inherent advantages of Edgewater Wireless’ WiFi3 technology are a perfect fit for the large and rapidly emerging data access markets in Africa.”

**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: +1 (613) 271-3710 x 501

**9. DATE OF REPORT**

July 26, 2012