

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, 2014

3. **NEWS RELEASE**

News release dated April 30, 2014 was disseminated via Stockwatch.

4. **SUMMARY OF MATERIAL CHANGE**

Edgewater Wireless Systems Inc. (TSX-V: YFI) ("Edgewater" or the "Company") announced the appointment of its Chief Technology Officer and that it has engaged the services of Ubika Communications.

5. **FULL DESCRIPTION OF MATERIAL CHANGE**

Edgewater Wireless announced that Duane Anderson is stepping into the role of Chief Technology Officer. The newly created CTO role will allow Edgewater to leverage Mr. Anderson's decades of military technology expertise.

Mr. Anderson will retain his position of Chairman of the company. As a result of Duane Anderson moving to the technology side of the Company's operations, current President, Andrew Skafel, will be moving into the role of Chief Executive Officer.

Edgewater also announced that the Company has engaged, subject to TSX Venture Exchange Approval, Ubika Communications, a division of Ubika Corporation, to raise the profile of Edgewater in the capital markets. Ubika offers comprehensive capital markets exposure services via their flagship website portal, www.smallcappower.com, which is featured on the Financial Post website. Compensation for Ubika services will be \$4,900 per month.

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

9. **DATE OF REPORT**

April 30, 2014