

Edgewater Wireless Announces Non-Brokered Private Placement and Cancels Brokered Financing

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES. ANY FAILURE TO COMPLY WITH THIS RESTRICTION MAY CONSTITUTE A VIOLATION OF U.S. SECURITIES LAWS.

June 19, 2017 – Ottawa, Ontario – Edgewater Wireless Systems Inc. (TSX-V: YFI) (the “Company”) announces that it is opening a non-brokered Private Placement and is cancelling a previously announced brokered financing with Canaccord Genuity Corp. Canaccord and Edgewater Wireless have mutually agreed to terminate an engagement letter whereby the Company agreed to engage Canaccord to act as agent in respect of a brokered private placement. The Company will instead proceed with the private placement on a non-brokered basis. The private placement will consist of up to 4,800,000 units of the Company (each a “Unit”) at a price of \$0.25 per Unit for gross proceeds of up to \$1,200,000 (the “Offering”).

Each Unit will consist of one common share of the Company and one-half of one common share purchase warrant. Each whole warrant will entitle the holder to acquire one additional common share of the Company at a price of \$0.375 per share for a period of 2 years following the closing date of the Offering. The Offering is not subject to any minimum aggregate subscription.

The Company will make the Offering available to subscribers in all provinces of Canada and in the United States by way of private placement to selected accredited investors and/or to qualified institutional investors and outside of Canada and the United States on a private placement or equivalent basis.

“We have the majority of the Private Placement spoken-for and expect to close within a week”, said Andrew Skafel, President and CEO of Edgewater Wireless

The closing of the Offering is subject to receipt of all necessary approvals including the approval of the TSX Venture Exchange. All securities issuable in connection with the Offering are subject to a four-month hold period from the date of issuance, in accordance with applicable securities laws.

The Offering will be available to existing shareholders of the Company, who, as of the close of business on June 15, 2017, held securities of the Company (and who continue to hold such securities as of the closing date), pursuant to the prospectus exemption set out in Section 2.9 of OSC Rule 45-501 - *Distributions to Existing Security Holders* and in similar instruments in other jurisdictions in Canada (the “**Existing Shareholder Exemption**”). The Existing Shareholder Exemption limits a shareholder to a maximum investment of CAD\$15,000 in a 12-month period unless the shareholder has obtained advice regarding the suitability of the investment and, if the shareholder is resident in a jurisdiction of Canada, that advice has been obtained from a person that is registered as an investment dealer in the jurisdiction. If the Company receives subscriptions from investors relying on the Existing Shareholder Exemption exceeding the maximum Offering, the Company may adjust the subscriptions received on a pro-rata basis. The Company will also make the Offering available to subscribers under other available prospectus exemptions. Finder’s fees of 7% in cash and 7% in units (the “**Finder’s Unit**”) may be payable in accordance with the policies of the TSXV. The Finder’s Unit will consist of one common share of the

Company and one common share purchase warrant (the “**Finder’s Warrant**”). The Finder’s Warrant will have the same terms as the Unit Warrants.

It is intended that the proceeds from the Offering will be used for Sales and Marketing Expenses (40%) Engineering and Product Development (30%), Working Capital (20%) and Operating Expenses (10%). The Company may reallocate the proceeds from the Offering as may be required depending upon the development of the Company’s business.

###

Edgewater Wireless Contact:

For additional information, please contact:

Andrew Skafel, President
Edgewater Wireless Systems Inc.
Tel: (613) 271-3710

Matt Massey
VP, Marketing
T: +1 613-797-9628

E: mattm@edgewaterwireless.com
W: www.edgewaterwireless.com

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

The securities offered have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or applicable exemption from the registration requirements. This news release does not constitute an offer to sell or the solicitation of any offer to buy nor will there be any sale of these securities in any province, state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such province, state or jurisdiction.

This document contains certain forward-looking information and forward-looking statements within the meaning of applicable securities legislation (collectively “forward-looking statements”). The use of the word “will”, “intended” and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Such forward-looking statements should not be unduly relied upon. This document contains forward-looking statements and assumptions pertaining to the following: the Offering; the completion of the Offering; and the use of proceeds from the Offering. Actual results achieved may vary from the information provided herein as a result of numerous known and unknown risks and uncertainties and other factors. The Company believes the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct.