



**Edgewater Wireless Systems Inc.**

Condensed Interim Consolidated Financial Statements

Three months ended July 31, 2017 and July 31, 2016

(Unaudited)

**Edgewater Wireless Systems Inc.**

Condensed Interim Consolidated Statements

(All amounts expressed in Canadian Dollars)

(Unaudited)

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**Responsibility for interim consolidated financial statements**

The accompanying unaudited condensed interim consolidated financial statements for Edgewater Wireless Systems Inc. have been prepared by management in accordance with International Financial Reporting Standards consistently applied. These interim consolidated financial statements are presented on the accrual basis of accounting; therefore, estimates and approximations have been made using careful judgement. Recognizing that the Company is responsible for both the integrity and objectivity of the interim consolidated financial statements, management is satisfied that these interim consolidated financial statements have been fairly presented.

**Auditor involvement**

The auditor of Edgewater Wireless Systems Inc. has not performed a review of the unaudited condensed interim consolidated financial statements for the three month periods ended July 31, 2017 and July 31, 2016.

**Edgewater Wireless Systems Inc.**

Condensed Interim Consolidated Statements

(All amounts expressed in Canadian Dollars)

(Unaudited)

**Condensed Interim Consolidated Statements of Financial Position**

|                                                   | July 31, 2017      | April 30, 2017    |
|---------------------------------------------------|--------------------|-------------------|
| <b>Assets</b>                                     |                    |                   |
| <b>Current</b>                                    |                    |                   |
| Cash and cash equivalents                         | \$ 537,494         | \$ 69,785         |
| Amounts receivable (note 4)                       | 294,377            | 383,070           |
| Inventories (note 5)                              | 190,865            | 217,728           |
| Prepaid expenses and deposits                     | 31,752             | 33,280            |
|                                                   | 1,054,488          | 703,863           |
| Property and equipment (note 6)                   | 26,269             | 25,498            |
| Intangible assets (note 7)                        | 136,367            | 269,831           |
|                                                   | <b>\$1,217,124</b> | <b>\$ 999,192</b> |
| <b>Liabilities</b>                                |                    |                   |
| <b>Current</b>                                    |                    |                   |
| Accounts payable and accrued liabilities (note 8) | \$1,193,007        | \$ 1,401,879      |
| Notes payable (note 9)                            | 206,169            | 286,859           |
| TOTAL Current liabilities                         | 1,399,176          | 1,688,738         |
| <b>Long-term</b>                                  |                    |                   |
| Notes payable (note 9)                            | 140,735            | 153,867           |
| Total liabilities                                 | 1,539,911          | 1,842,605         |
| <b>Shareholders' equity (deficiency)</b>          |                    |                   |
| Share capital (note 12)                           | 30,414,685         | 29,706,156        |
| Warrants (note 12)                                | 2,171,226          | 1,608,525         |
| Contributed surplus (note 13)                     | 4,076,809          | 3,915,528         |
| Deficit                                           | (36,985,507)       | (36,073,622)      |
|                                                   | (322,787)          | (843,413)         |
|                                                   | <b>\$1,217,124</b> | <b>\$ 999,192</b> |

**Going concern (note 1(b))****Approved by the Board:****(Signed) "Brian C. Imrie"**, Director**(Signed) "J. Lewis Dillman"**, Director**The accompanying notes are an integral part of these financial statements.**

**Edgewater Wireless Systems Inc.**

Condensed Interim Consolidated Statements

(All amounts expressed in Canadian Dollars)

(Unaudited)

**Condensed Interim Consolidated Statement of Loss and Comprehensive Loss**

|                                                             | Three months ended<br>July 31,<br>2017 | Three months ended<br>July 31,<br>2016 |
|-------------------------------------------------------------|----------------------------------------|----------------------------------------|
| Revenues                                                    |                                        |                                        |
| Products                                                    | \$ 26,465                              | \$ 2,187                               |
| Services                                                    | 1,253                                  | -                                      |
|                                                             | 27,718                                 | 2,187                                  |
| Cost of Sales                                               | (27,078)                               | (1,674)                                |
| <b>Gross Margin</b>                                         | <b>640</b>                             | <b>513</b>                             |
| <b>Expenses</b>                                             |                                        |                                        |
| Sales and marketing                                         | 124,462                                | 75,798                                 |
| General and administrative                                  | 378,023                                | 250,888                                |
| Product development                                         | 440,149                                | 389,911                                |
| Operations                                                  | 27,897                                 | 16,575                                 |
|                                                             | 970,531                                | 733,172                                |
| Finance expense:                                            |                                        |                                        |
| Interest                                                    | 7,515                                  | 9,799                                  |
| Finance income                                              | (124)                                  | (718)                                  |
| Foreign exchange                                            | (65,397)                               | -                                      |
|                                                             | (58,006)                               | (9,081)                                |
| <b>Net loss and comprehensive loss</b>                      | <b>\$(911,885)</b>                     | <b>\$ (741,740)</b>                    |
| <b>Loss per common share</b>                                |                                        |                                        |
| Basic and diluted (note 14)                                 | \$(0.007)                              | \$(0.006)                              |
| <b>Weighted average number of common shares outstanding</b> |                                        |                                        |
| Basic and diluted                                           | 137,102,320                            | 127,377,402                            |

The accompanying notes are an integral part of these financial statements.

**Edgewater Wireless Systems Inc.**

Condensed Interim Consolidated Statements

(All amounts expressed in Canadian Dollars)

(Unaudited)

**Condensed Interim Consolidated Statement of Changes in Equity**

|                                                   | Share<br>capital    | Warrants           | Contributed<br>Surplus | Deficit               | Total              |
|---------------------------------------------------|---------------------|--------------------|------------------------|-----------------------|--------------------|
| <b>Balance, April 30, 2016</b>                    | \$28,208,324        | \$ 323,945         | \$ 3,220,062           | \$(31,800,509)        | \$(48,178)         |
| Share-based payments                              | -                   | -                  | 68,270                 | -                     | 68,270             |
| Options exercised                                 | 3,475               | -                  | (975)                  | -                     | 2,500              |
| Net Loss and comprehensive loss                   | -                   | -                  | -                      | (741,740)             | (741,740)          |
| <b>Balance, July 31, 2016</b>                     | \$28,211,799        | \$ 323,945         | \$ 3,287,357           | \$(32,542,249)        | \$(719,148)        |
| <b>Balance, April 30, 2017</b>                    | \$29,706,156        | \$1,608,525        | \$3,915,528            | \$(36,073,622)        | \$(843,413)        |
| Share-based payments                              | -                   | -                  | 161,281                | -                     | 161,281            |
| Shares and warrants issued                        | 799,370             | 634,845            | -                      | -                     | 1,434,215          |
| Share and warrant issue costs                     | (90,841)            | (72,144)           | -                      | -                     | (162,985)          |
| Net loss and comprehensive loss<br>for the period | -                   | -                  | -                      | (911,885)             | (911,885)          |
| <b>Balance, July 31, 2017</b>                     | <b>\$30,414,685</b> | <b>\$2,171,226</b> | <b>\$4,076,809</b>     | <b>\$(36,985,507)</b> | <b>\$(322,787)</b> |

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**Edgewater Wireless Systems Inc.**

Condensed Interim Consolidated Statements

(All amounts expressed in Canadian Dollars)

(Unaudited)

**Condensed Interim Consolidated Statement of Cash Flows**

|                                                            | Three months ended<br>July 31, 2017 | Three months ended<br>July 31, 2016 |
|------------------------------------------------------------|-------------------------------------|-------------------------------------|
| <b>Cash flows from operating activities</b>                |                                     |                                     |
| Net loss                                                   | \$ (911,885)                        | \$ (741,740)                        |
| Items not affecting cash:                                  |                                     |                                     |
| Share-based payments                                       | 161,281                             | 68,270                              |
| Amortization of intangible assets                          | 133,077                             | 133,077                             |
| Depreciation of property and equipment                     | 3,954                               | 3,075                               |
|                                                            | (613,573)                           | (537,318)                           |
| Changes in non-cash operating<br>working capital items:    |                                     |                                     |
| Inventories                                                | 26,864                              | (16,706)                            |
| Other receivables                                          | 88,693                              | 11,795                              |
| Prepaid expenses and deposits                              | 1,528                               | 2,947                               |
| Unrealized foreign exchange and<br>translation adjustments | 33,447                              | -                                   |
| Accounts payable and accrued liabilities                   | (208,874)                           | 22,080                              |
|                                                            | (125,236)                           | 20,116                              |
|                                                            | (738,809)                           | (517,202)                           |
| <b>Cash used in operating activities</b>                   |                                     |                                     |
| <b>Cash flows from financing activities</b>                |                                     |                                     |
| Issuance of Shares and Warrants                            | 1,333,414                           | -                                   |
| Share and warrant issue costs                              | 62,186                              | -                                   |
| Exercise of Options                                        | -                                   | 2,500                               |
| Repayment of Notes Payable                                 | (60,371)                            | (74,487)                            |
| Cash provided by financing activities                      | 1,210,857                           | (71,987)                            |
| <b>Cash flows from investing activities</b>                |                                     |                                     |
| Acquisition of capital assets                              | (4,339)                             | (3,520)                             |
| Cash provided by investing activities                      | (4,339)                             | (3,520)                             |
| <b>Increase (decrease) in cash</b>                         | 467,709                             | (592,709)                           |
| <b>Cash and cash equivalents,<br/>beginning of period</b>  | 69,785                              | 717,967                             |
| <b>Cash and cash equivalents,<br/>end of period</b>        | \$ 537,494                          | \$ 125,258                          |

The accompanying notes are an integral part of these financial statements.

# Edgewater Wireless Systems Inc.

## Notes to Condensed Interim Consolidated Statements

For the three months ended July 31, 2017

(Expressed in Canadian dollars)

(Unaudited)

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### 1. ORGANIZATION AND GOING CONCERN

#### (a) Organization

Edgewater Wireless Systems Inc. (the "Company") was incorporated on January 8, 1980 under the British Columbia Company Act and continued on January 22, 1987 under the Canada Business Corporations Act. The Company's main activity is developing and commercializing leading edge technologies and intellectual property for the communications market. The address of the Company's head office is 408 Churchill Avenue North, Ottawa, Ontario, Canada. The Company was formerly known as KIK Polymers Inc. and adopted its current name in January 2012.

#### (b) Going concern

These condensed interim consolidated financial statements have been prepared on a going concern basis in accordance with International Financial Reporting Standards. The going concern basis of presentation assumes that the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

The Company has not earned substantial revenue from the sale of its products and is, therefore, considered to be in the development stage. During the three months ended July 31, 2017, the Company incurred a net loss of \$911,885 and negative cash flow from operating activities of \$738,809. In addition, the Company has negative working capital of \$123,137 (July 31, 2016 a negative working capital of \$1,111,037) and an accrued deficit of \$36,985,507 (July 31, 2016, \$32,542,249). The continuation of the Company's product development and marketing activities is dependent upon the Company's ability to successfully fund its working capital requirements through either debt or equity financing.

There is significant doubt about the appropriateness of the use of the going concern basis of presentation because management has forecast that the Company's current level of cash and cash equivalents will only be sufficient to execute its current planned expenditures for 2 to 3 months. The Company is actively pursuing financing alternatives to provide additional funding. Management believes that it will complete one or more arrangements in sufficient time to complete its planned expenditures with minimal interruption; however, there can be no assurance that the capital will be available as necessary to meet these continuing expenditures or, if the capital is available, that it will be on terms acceptable to the Company. If the Company cannot secure additional financing on terms acceptable to it or generate product sales with upfront payments, the Company will have to consider additional strategic alternatives which may include, among other strategies, cost curtailments, exploring the monetization of certain intangible assets, seeking to out-license and/or divest assets, winding up, dissolution or liquidation of the Company. As a result, there is a significant doubt as to whether the Company will be able to continue as a going concern and realize its assets and pay its liabilities as they fall due. Additionally, the issuance of common shares by the Company could result in significant dilution in the equity interest of existing shareholders.

The condensed interim consolidated financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern basis of presentation were not appropriate for these consolidated financial statements, then adjustments would be necessary in the carrying value of the assets and liabilities, the reported revenue and expenses and the statement of financial position classifications used.

# Edgewater Wireless Systems Inc.

## Notes to Condensed Interim Consolidated Statements

For the three months ended July 31, 2017  
(Expressed in Canadian dollars)  
(Unaudited)

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### 2. BASIS OF PRESENTATION

#### Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting (IAS 34) as issued by the International Accounting Standards Board ("IASB"). Condensed interim consolidated financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the annual consolidated financial statements of the Company for the year ended April 30, 2017. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Company's financial position and performance since the last annual consolidated financial statements as at and for the year ended April 30, 2017.

The significant accounting policies applied in these consolidated financial statements are presented in Note 3 and are based on the International Financial Reporting Standards (IFRS) issued and effective as of April 30, 2017.

### 3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied in these unaudited condensed consolidated interim financial statements are the same as those applied in the Company's consolidated financial statements as at and for the year ended April 30, 2017.

#### New standards and interpretations in issue not yet adopted

The IASB has issued the following new and revised standards and amendments, which were not yet effective at April 30, 2017:

##### (i) IFRS 9, Financial Instruments ("IFRS 9")

In July 2014, the IASB issued the final version of IFRS 9, bringing together the classification and measurement, impairment and hedge accounting phases of the project to replace IAS 39, Financial Instruments: Recognition and Measurement. This standard simplifies the classification of a financial asset as either at amortized cost or at fair value as opposed to the multiple classifications which were permitted under IAS 39. This standard also requires the use of a single impairment method as opposed to the multiple methods in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets.

The standard also adds guidance on the classification and measurement of financial liabilities. IFRS 9 is to be applied retrospectively for annual periods beginning on or after January 1, 2018. Early application is permitted. The Company does not intend to adopt this standard early and is currently evaluating the impact of adopting this standard on the consolidated financial statements.

## Edgewater Wireless Systems Inc.

### Notes to Condensed Interim Consolidated Statements

For the three months ended July 31, 2017

(Expressed in Canadian dollars)

(Unaudited)

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### (ii) IFRS 15, Revenue from Contracts with Customers ("IFRS 15")

In May 2014, the International Accounting Standards Board issued IFRS 15, Revenue from Contracts with Customers, which provides a single, principles-based five-step model for revenue recognition to be applied to all customer contracts, and requires enhanced disclosures. On July 22, 2015, the IASB unanimously affirmed its proposal to defer the effective date of IFRS 15 to January 1, 2018 to accommodate the complexities of integrated service revenue and contract modifications which they had not previously addressed comprehensively. Earlier application of IFRS 15 continues to be permitted. The Company does not intend to adopt this standard in fiscal 2018 and is currently evaluating the impact of adopting this standard on the consolidated financial statements.

The Company continues its implementation plan for IFRS 15. The project plan includes developing the necessary accounting policies, estimates and judgements required to adopt IFRS 15 as well as any changes required to business processes, systems and internal controls to implement the policies and disclosures required upon adoption of IFRS 15

#### (iii) IFRS 16, Leases ("IFRS 16")

In January 2016, the IASB issued IFRS 16, which specifies how to recognize, measure, present and disclose leases. The standard provides a single lease accounting model, requiring leases to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Consistent with its predecessor, IAS 17, the new lease standard continues to require lessors to classify leases as operating or finance. IFRS 16 is to be applied retrospectively for annual periods beginning on or after January 1, 2019. Early application is permitted if IFRS 15 has also been applied. The Company does not intend to adopt this standard early. The Company is currently evaluating the impact of adopting this standard.

### 4. AMOUNTS RECEIVABLE

The composition of amounts receivable was as follows:

|                               | July 31, 2017    | April 30, 2017   |
|-------------------------------|------------------|------------------|
| Trade receivables (net)       | \$36,660         | \$171,099        |
| Ontario Investment Tax Credit | 53,190           | 53,190           |
| HST receivable                | 204,527          | 158,781          |
|                               | <b>\$294,377</b> | <b>\$383,070</b> |

**Edgewater Wireless Systems Inc.**

## Notes to Condensed Interim Consolidated Statements

For the three months ended July 31, 2017  
(Expressed in Canadian dollars)  
(Unaudited)

**5. INVENTORIES**

The composition of inventories was as follows:

|                                | <b>July 31, 2017</b> | <b>April 30, 2017</b> |
|--------------------------------|----------------------|-----------------------|
| Finished Goods - access points | <b>\$ 174,291</b>    | \$ 202,452            |
| Finished Goods - accessories   | <b>15,708</b>        | 14,410                |
| Raw materials                  | <b>866</b>           | 886                   |
|                                | <b>\$190,865</b>     | \$ 217,728            |

**6. PROPERTY AND EQUIPMENT**

| <b>Cost</b>                      | <b>Laboratory equipment</b> | <b>Computer hardware</b> | <b>Furniture and fixtures</b> | <b>Total</b>     |
|----------------------------------|-----------------------------|--------------------------|-------------------------------|------------------|
| Balance at April 30, 2016        | \$ 166,409                  | \$ 75,375                | \$ 10,799                     | \$ 252,580       |
| Additions                        | -                           | 3,520                    | -                             | 3,520            |
| Balance at July 31, 2016         | \$ 166,409                  | \$ 78,892                | \$ 10,799                     | \$ 256,100       |
| Balance at April 30, 2017        | \$ 166,409                  | \$ 84,421                | \$ 10,799                     | \$ 261,629       |
| Additions                        | 2,211                       | 2,127                    | -                             | 4,338            |
| <b>Balance at July 31, 2017</b>  | <b>\$168,620</b>            | <b>\$86,548</b>          | <b>\$10,799</b>               | <b>\$265,967</b> |
| <b>Accumulated Depreciation</b>  | <b>Laboratory equipment</b> | <b>Computer hardware</b> | <b>Furniture and fixtures</b> | <b>Total</b>     |
| Balance at April 30, 2016        | \$166,409                   | \$47,276                 | \$10,000                      | \$223,685        |
| Depreciation                     | -                           | 2,774                    | 73                            | 2,847            |
| Balance at July 31, 2016         | \$ 166,409                  | \$ 50,050                | \$ 10,073                     | \$ 226,532       |
| <b>Balance at April 30, 2017</b> | <b>\$166,409</b>            | <b>\$59,432</b>          | <b>\$10,290</b>               | <b>\$236,131</b> |
| Depreciation                     | 61                          | 3,434                    | 72                            | 3,567            |
| <b>Balance at July 31, 2017</b>  | <b>\$ 166,470</b>           | <b>\$ 62,866</b>         | <b>\$ 10,362</b>              | <b>\$232,765</b> |
| <b>Carrying Value</b>            | <b>Laboratory equipment</b> | <b>Computer hardware</b> | <b>Furniture and fixtures</b> | <b>Total</b>     |
| July 31, 2016                    | \$ -                        | \$ 28,842                | \$ 726                        | \$ 29,568        |
| July 31, 2017                    | 2,150                       | 23,682                   | 437                           | 26,269           |

**Edgewater Wireless Systems Inc.**

## Notes to Condensed Interim Consolidated Statements

For the three months ended July 31, 2017

(Expressed in Canadian dollars)

(Unaudited)

**7. INTANGIBLE ASSETS**

| <b>Cost</b>                             | <b>Patents</b>     | <b>Computer software</b> | <b>Total</b>       |
|-----------------------------------------|--------------------|--------------------------|--------------------|
| Balance at April 30, 2016               | \$9,137,626        | \$ 45,508                | \$9,183,134        |
| Disposals during the period             | -                  | -                        | -                  |
| Balance at July 31, 2016                | \$9,137,626        | \$ 45,508                | \$9,180,394        |
| Balance at April 30, 2017               | \$9,137,626        | \$47,412                 | \$9,185,038        |
| Additions during the period             | -                  | -                        | -                  |
| <b>Balance at July 31, 2017</b>         | <b>\$9,137,626</b> | <b>\$ 47,712</b>         | <b>\$9,185,038</b> |
| <b>Accumulated Amortization</b>         | <b>Patents</b>     | <b>Computer Software</b> | <b>Total</b>       |
| Balance at April 30, 2016               | \$8,339,166        | \$ 42,768                | \$8,381,934        |
| Amortization for the three month period | 133,077            | 228                      | 133,305            |
| Balance at July 31, 2016                | \$ 8,472,243       | \$ 42,996                | \$8,515,239        |
| Balance at April 30, 2017               | \$8,871,473        | \$43,734                 | \$8,915,207        |
| Amortization for the three month period | 133,077            | 387                      | 133,464            |
| <b>Balance at July 31, 2017</b>         | <b>\$9,004,550</b> | <b>\$ 44,121</b>         | <b>\$9,048,671</b> |
| <b>Carrying Value</b>                   | <b>Patents</b>     | <b>Computer Software</b> | <b>Total</b>       |
| July 31, 2016                           | \$665,383          | \$ 2,512                 | \$667,895          |
| July 31, 2017                           | 133,076            | 3,591                    | 136,367            |

Amortization expense of \$133,464 in the three months ended July 31, 2017 was recorded in the consolidated statement of loss and comprehensive loss. Amortization of patents was recorded entirely as product development expense whereas amortization of computer software was allocated among the four functional areas presented in the consolidated statement of loss and comprehensive loss.

## Edgewater Wireless Systems Inc.

### Notes to Condensed Interim Consolidated Statements

For the three months ended July 31, 2017  
(Expressed in Canadian dollars)  
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#### 8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

The composition of accounts payable and accrued liabilities was as follows:

|                                     | July 31, 2017      | April 30, 2017     |
|-------------------------------------|--------------------|--------------------|
| Trade accounts payable and accruals | \$1,001,400        | \$1,215,338        |
| Accrued vacation pay                | 67,486             | 61,070             |
| Accrued salaries and commissions    | 98,470             | 99,820             |
| Deferred Revenue                    | 25,651             | 25,651             |
|                                     | <u>\$1,193,007</u> | <u>\$1,401,879</u> |

Deferred Revenue represents primarily billings to customers in advance of completion of a final service to be rendered at the customer's location, but also includes prepayment for goods to be delivered at a later date.

#### 9. NOTES PAYABLE

|                                                                                                                                                                                                | 31-Jul-17         | 30-Apr-17        |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|------------------|
| Notes payable issued August 2015                                                                                                                                                               |                   |                  |
| bearing interest at 6.0% per annum payable monthly,<br>payable by monthly principal payments of \$6,775 (USD<br>5,427), maturing July 2019                                                     | \$ 169,403        | \$207,437        |
| Notes payable issued Sept 2015                                                                                                                                                                 |                   |                  |
| non-interest bearing, effective rate of 6.0% per annum,<br>payable in one payment of \$12,017 (Euro 8,502)<br>followed by quarterly payments of \$3,127 (Euro 2,125)<br>maturing December 2017 | \$ 12,017         | \$12,161         |
| Note payable issued August 2015,<br>non-interest bearing, effective rate of 6.0% per annum,<br>payable by monthly principal payments of \$13,154 (USD<br>10,536), maturing July 2018           | \$ 165,484        | \$221,128        |
|                                                                                                                                                                                                | \$ 346,904        | \$440,726        |
| Less: current portion                                                                                                                                                                          | \$ 206,169        | \$286,859        |
|                                                                                                                                                                                                | <u>\$ 140,735</u> | <u>\$153,867</u> |

These notes payable are due as follows and have been valued in Canadian dollars:

|                               |                   |
|-------------------------------|-------------------|
| 2018 (balance of Fiscal Year) | \$ 206,169        |
| 2019                          | \$ 120,407        |
| 2020                          | \$ 20,328         |
|                               | <u>\$ 346,904</u> |

## Edgewater Wireless Systems Inc.

### Notes to Condensed Interim Consolidated Statements

For the three months ended July 31, 2017  
(Expressed in Canadian dollars)  
(Unaudited)

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#### 10. LEASES

The Company leases its current premises. The lease obligations by fiscal years are:

| <u>Fiscal year</u> |          |
|--------------------|----------|
| 2018               | \$74,630 |
| 2019               | \$97,194 |

#### 11. RELATED PARTY TRANSACTIONS

##### (a) Transactions with related entities

During the three months ended July 31, 2017, amounts totaling \$Nil (three months ended July 31, 2016, \$3,863) were invoiced to or accrued by the Company on account with Edgewater Computer Systems, Inc. ("ECSI") under the terms of a shared services agreement. Under the terms of the agreement, ECSI has provided, on a part-time basis, the services of certain administrative and senior technical staff that the Company has not required on a full-time basis. ECSI also has sub-leased office and laboratory space to the Company. ECSI remains a significant shareholder of the Company. Included in accounts payable and accrued liabilities at July 31, 2017 was \$24,627 (July 31, 2016 - \$57,769) due to ECSI.

##### (b) Transactions with key management personnel

During the three months ended July 31, 2017, the Company paid no amounts to Directors or senior management of the Company other than as remuneration in their capacity as employees or reimbursement of expenses incurred in the performance of their duties. The Company's compensation program provides that total compensation for senior management may include a combination of base salary, and objective-based incentives as well as the same health and insurance benefit programs as provided to all other employees. All Directors and officers are eligible to receive stock options (see note 12(e)).

Senior management personnel are not entitled to any post-employment benefits other than those available to all employees. Severance to be paid upon the involuntary termination of a member of senior management is equivalent to three month's salary on or before completion of two years of their employment and six month's salary thereafter.

#### 12. SHARE CAPITAL

##### (a) Authorized

Unlimited number of common shares of no par value  
1,600,000 convertible preferred shares Series 1  
Unlimited number of convertible voting preferred shares Series 2

## Edgewater Wireless Systems Inc.

### Notes to Condensed Interim Consolidated Statements

For the three months ended July 31, 2017  
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#### 12. SHARE CAPITAL (continued)

##### (b) Issued and outstanding shares

| <b>Common Shares</b>                 | <b>Number</b>      | <b>Amount</b>        |
|--------------------------------------|--------------------|----------------------|
| Balance, April 30, 2016              | 127,354,395        | \$28,208,324         |
| Options exercised                    | 49,999             | 3,475                |
| <b>Balance, July 31, 2016</b>        | <b>127,404,394</b> | <b>28,211,799</b>    |
| Balance, April 30, 2017              | 135,106,891        | \$29,706,156         |
| Issued on private placement for cash | 5,736,858          | 799,370              |
| Share issue costs                    |                    | (90,841)             |
| <b>Balance, July 31, 2017</b>        | <b>140,843,749</b> | <b>\$ 30,414,685</b> |

**Preferred Shares** -- There were no preferred shares of either series issued and outstanding at the dates of the statements of financial position presented. The provisions of both series of preferred shares preclude any further issuances without an amendment to the Company by-laws.

##### (c) Share capital transactions

For the three months ending July 31, 2017 the Company raised \$1,297,714 net of costs and finder fees through a private subscription of 5,736,858 units comprising one share and one-half warrant. These units had a deemed value of \$ 0.25 per unit for a deemed expense of \$162,986 which has been treated as Share Issue and Warrant Issue Expense and charged to the Share Capital and Warrant account. Each warrant entitles the holder to purchase an additions share in the common stock of the Company at the price of \$0.375 per share until the end of June 2019.

##### (d) Warrants

Using the Black-Scholes option pricing model each one-half warrant was estimated to have a value of \$0.1092 based on a risk free interest rate of 1.05%, expected dividend yield of 0%, and an expected volatility of 190%. Volatility was estimated by reviewing the most recent trading activity on the TSX-V; from this review and taking into consideration additional factors unique to the Company, an estimated volatility of 190% was established. Based upon this calculation, \$634,845 of the proceeds was allocated to the warrants. Cash finders' fees and legal costs totaling \$162,985 were incurred in closing the sale of the Units. These costs were allocated to Share Capital and Warrants on a pro-rata basis pursuant to the allocation of the proceeds from the sale of the Units.

# Edgewater Wireless Systems Inc.

## Notes to Condensed Interim Consolidated Statements

For the three months ended July 31, 2017  
(Expressed in Canadian dollars)  
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### 12. (d) Warrants (continued)

|                                | Number            | Amount             | Price   | Expiry date   |
|--------------------------------|-------------------|--------------------|---------|---------------|
| <b>Balance, April 30, 2016</b> | 6,096,240         | \$ 323,945         |         |               |
| Balance, July 31, 2016         | 6,096,240         | \$ 323,945         |         |               |
| Balance, April 30, 2017        | 15,798,318        | \$ 1,608,525       |         |               |
| Issued on private placement    | 2,868,429         | 634,845            | \$0.375 | June 30, 2019 |
| Issue costs                    |                   | (72,144)           |         |               |
| <b>Balance, July 31, 2017</b>  | <b>18,666,747</b> | <b>\$2,171,226</b> |         |               |

### (e) Stock Options

The Company's stock option plan provides that total options outstanding be limited to a maximum of 10% of the issued and outstanding common shares, calculated at the time of each grant. Options may be granted to Directors, employees or consultants at the discretion of the Board. The plan further provides that vesting requirements, pricing and term are all established, at the discretion of the Board of Directors, at the time of each grant, subject to a maximum term of 10 years and any regulatory restrictions.

The composition of stock options outstanding at July 31, 2017 and changes during the three month ending on July 31, 2017 were as follows.

|                               | Options outstanding | Weighted average exercise price | Years to expiry | Options exercisable | Weighted average exercise price | Years to expiry |
|-------------------------------|---------------------|---------------------------------|-----------------|---------------------|---------------------------------|-----------------|
| Balance, April 30, 2016       | 11,683,106          | \$0.1872                        | 4.47            | 6,083,100           | \$0.2183                        | 4.36            |
| Granted                       | -                   | -                               | -               | -                   | -                               | -               |
| Vested, granted previously    |                     |                                 |                 | -                   | -                               | -               |
| Exercised                     | (49,999)            | 0.050                           |                 | (49,999)            | 0.050                           | 8.38            |
| <b>Balance, July 31, 2016</b> | <b>11,633,107</b>   | <b>\$0.1877</b>                 | <b>6.31</b>     | <b>6,033,101</b>    | <b>0.2197</b>                   | <b>4.05</b>     |
| Balance, April 30, 2017       | 11,325,001          | \$0.1823                        | 8.27            | 6,124,980           | \$0.1409                        | 7.75            |
| Granted                       | -                   | -                               | -               | -                   | -                               | -               |
| Vested, previously granted    | -                   | -                               | -               | -                   | -                               | -               |
| Exercised                     | -                   | -                               | -               | -                   | -                               | -               |
| <b>Balance, July 31, 2017</b> | <b>11,325,001</b>   | <b>\$0.1823</b>                 | <b>8.27</b>     | <b>6,124,980</b>    | <b>\$0.1409</b>                 | <b>7.75</b>     |

**Edgewater Wireless Systems Inc.**

Notes to Condensed Interim Consolidated Statements

For the three months ended July 31, 2017  
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**(e) Stock Options (continued)**

The following table summarizes information about stock options outstanding at July 31, 2017.

| Options outstanding |                               |                                 | Options Exercisable           |                |
|---------------------|-------------------------------|---------------------------------|-------------------------------|----------------|
| Exercise price      | Number outstanding July 31/17 | Weighted average remaining life | Number exercisable July 31/17 | Exercise price |
| \$0.0500            | 4,000,001                     | 7.38                            | 2,683,327                     | \$0.0500       |
| 0.1000              | 1,430,000                     | 5.76                            | 1,430,000                     | 0.1000         |
| 0.2500              | 70,000                        | 4.82                            | 70,000                        | 0.2500         |
| 0.2500              | 2,540,000                     | 8.38                            | 846,661                       | 0.2700         |
| 0.3100              | 3,285,000                     | 9.55                            | 1,094,992                     | 0.3100         |
|                     | 11,325,001                    | 8.01                            | 6,124,980                     | \$0.1409       |

**13. CONTRIBUTED SURPLUS**

|                                 |                     |
|---------------------------------|---------------------|
| Balance, April 30, 2016         | \$ 3,220,062        |
| Exercise of options             | (975)               |
| Stock base compensation expense | 68,270              |
| Balance, July 31, 2016          | \$ 3,287,357        |
| Balance, April 30, 2017         | \$ 3,915,528        |
| Stock base compensation expense | 161,281             |
| <b>Balance, July 31, 2017</b>   | <b>\$ 4,076,809</b> |

**14. LOSS PER COMMON SHARE**

For the purposes of calculating diluted loss per share the deemed exercise of any options and warrants outstanding would represent a potentially anti-dilutive effect; accordingly, the weighted average number of shares used for the calculation of diluted loss per share is the same as used in the calculation of basic loss per share.

The underlying common shares pertaining to the 11,325,001 stock options and 18,666,747 warrants outstanding at July 31, 2017 could potentially dilute future earnings per share calculations.

## Edgewater Wireless Systems Inc.

### Notes to Condensed Interim Consolidated Statements

For the three months ended July 31, 2017  
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#### 15. INCOME TAXES

As the Company is not currently profitable and had been inactive for several years prior to the 2012 fiscal year, there is no tax expense.

Deferred income taxes reflect the impact of losses carried forward and of temporary differences between amounts of assets and liabilities for financial reporting purposes and such amounts as measured by tax laws. Deferred tax recoveries and the corresponding deferred tax assets are only recognized when it is

probable that future taxable profit will be available to utilize the benefits. Due to the uncertainty of future income, the Company has not recognized any deferred tax assets.

The Company had intangible assets with a net book value of approximately \$0.1 million (see note 8) and a tax basis of \$Nil for which no deferred tax liability has been recognized due to the initial recognition exemption under IFRS.

#### 16. NATURE OF EXPENSES

The consolidated statement of loss and comprehensive loss presents the expenses of the Company categorized by their function. The table below provides supplementary information regarding some of the major expenses categorized by their nature.

|                                         | Three months<br>ended July 31, 2017 |
|-----------------------------------------|-------------------------------------|
| Compensation, Employees and Directors   | \$358,249                           |
| Depreciation and Amortization           | 137,031                             |
| Consulting Fees                         | 299,312                             |
| Materials                               | 8,040                               |
| Travel                                  | 33,850                              |
| Professional, legal and regulatory fees | 37,170                              |

#### 17. OPERATING SEGMENTS

The company derives all of its revenue from a single product segment being wireless access points and associated peripheral equipment and services. The Company derives its revenues globally and all sales are attributed to the Canadian head office. All of the Company's assets are in Canada. The same products and services are offered for sale in all geographic regions at the same average gross margins.

The Company's revenues are derived from the following regions.

|               | Three months ended<br>July 31, 2017 | Three months ended<br>July 31, 2016 |
|---------------|-------------------------------------|-------------------------------------|
| Asia          | \$ -                                | \$ -                                |
| Europe        | 21,476                              | -                                   |
| North America | 6,242                               | 2,187                               |
|               | <u>\$ 27,718</u>                    | <u>\$ 2,187</u>                     |

## **Edgewater Wireless Systems Inc.**

### Notes to Condensed Interim Consolidated Statements

For the three months ended July 31, 2017  
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## **18. FINANCIAL INSTRUMENTS**

The Company's risk exposures and their impact on the Company's financial instruments are summarized below:

### **(a) Fair value**

The methods and assumptions used to develop fair value measurements for those financial instruments carried at fair value in the statement of financial position have been prioritized into three levels of a fair value hierarchy: level one includes quoted prices (unadjusted) in active markets for identical assets or liabilities; level two includes inputs that are observable other than quoted prices included in level one, and; level three includes inputs that are not based on observable market data.

There are no financial instruments carried at fair value. The fair values of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities and demand notes payable approximate their carrying values due to their short-term nature.

### **(b) Credit risk**

Credit risk is the risk of loss associated with the debtor's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents, short-term investments and trade receivables. Cash and cash equivalents consist of investment-grade short term guaranteed investment certificates which have been invested with the Company's banking institution, from which management believes the risk of loss to be minimal.

Management believes that the credit risk concentration with respect to financial instruments included in trade receivables is minimal. Although credit terms vary among customers, the Company's typical policy calls for a 10-20% deposit upon receipt of an order with the balance due 60-90 days after delivery. Depending on the level of materiality, standard practice also includes the seeking of an approved credit limit under a receivables insurance policy with Export Development Canada which provides coverage of up to 90%.

### **(c) Liquidity risk**

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at July 31, 2017, the Company had cash of \$537,494 to settle current liabilities of \$1,353,430. The majority of the Company's financial liabilities have contractual maturities of less than ninety days and all are subject to normal trade terms.

### **(d) Market risk**

Market risk is the risk of loss that may arise from changes in interest rates, foreign exchange rates and commodity prices.

#### ***Interest rate risk***

The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by the Company's Canadian chartered bank. The Company periodically monitors the investments it makes and is satisfied with the credit-worthiness of its bank. There were no such investments in place at July 31, 2017.

## **Edgewater Wireless Systems Inc.**

### Notes to Condensed Interim Consolidated Statements

For the three months ended July 31, 2017

(Expressed in Canadian dollars)

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#### **17. FINANCIAL INSTRUMENTS (continued)**

##### ***Foreign currency risk***

The Company's functional currency is the Canadian dollar. The majority of expenses are transacted in Canadian dollars while all revenues were denominated in US dollars. Management monitors the foreign exchange risk derived from currency conversions and does not hedge its foreign exchange risk. At July 31, 2017 the Company had the following significant balances denominated in foreign currency: trade receivables (net of allowances), US\$26,234 and; accounts payable and notes payable, US\$668,962. A change in the Canadian dollar by 1 cent impacts by the converted US payable by approximately \$6,500.

##### ***Price risk***

Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company is not exposed to any significant commodity price risk.