

## FORM 51-102F3 - MATERIAL CHANGE REPORT

### 1. NAME AND ADDRESS OF COMPANY

Edgewater Wireless Systems Inc.  
408 Churchill Avenue North  
Ottawa, Ontario  
K1Z 5C6

### 2. DATE OF MATERIAL CHANGE

April 1, 2021

### 3. NEWS RELEASE

News release dated April 9, 2021 was disseminated through the facilities of Stockwatch and Market News Publishing Inc.

### 4. SUMMARY OF MATERIAL CHANGE

Edgewater announced closing of the first tranche \$0.13 financing.

### 5. FULL DESCRIPTION OF MATERIAL CHANGE

Edgewater Wireless Systems Inc. (YFI: TSX.V) (OTCQB: KPIFF), the industry leader in Wi-Fi Spectrum Slicing technology for residential and commercial markets, is pleased to announce that the first tranche of its \$0.13 non-brokered private placement announced on March 18, 2021 (the "Offering") has closed (see news releases dated March 18 and March 30, 2021). In the first tranche closing, the Company issued 9,681,189 units (each a "Unit") for total proceeds of \$1,258,5554.83. Each Unit is comprised of one common share (a "Share") and one warrant (a "Warrant") of the Company. Each Warrant entitles the holder to acquire one additional Share of the Company at an exercise price of \$0.23 for twenty-four (24) months following the closing of the Offering.

It is anticipated that the second tranche of the Offering, for aggregate proceeds of approximately \$88,000, will close in mid-April 2021 and that the second tranche of the Company's \$0.115 financing (see news releases dated March 12 and March 30, 2021), for aggregate proceeds of approximately \$75,000, will close at the same time.

It is intended that the proceeds of \$1,225,372.38 from the Offering will be used for: Operating Expenses, including sales, marketing and business development (\$245,074); Engineering and Product Development (\$673,954) and Working Capital (\$306,343). The Company may reallocate the proceeds from the Offering as may be required depending upon the development of the Company's business.

In connection with the Offering, the Company paid aggregate cash finders' fees of \$33,182.45 and issued an aggregate of 255,248 finders' warrants. Each finders' warrant entitles the holder to acquire one additional Share of the Company at an exercise price of \$0.23 for twenty-four (24) months following the closing of the Offering. The securities issued in connection with the first tranche of the Offering are subject to a four-month hold period expiring August 2, 2021. The Offering is subject to final acceptance of the TSX Venture Exchange ("TSXV").

In connection with the Offering, the Company issued Units to certain insiders of the Company. As a result, the Offering constitutes a related party transaction pursuant to TSXV Policy 5.9 and Multilateral Instrument 61-101 (“MI 61-101”). The Company has determined that exemptions from the requirements of TSXV Policy 5.9 and MI 61-101 are available for the issuance of the Units to related parties. The Company is relying on section 5.5(c) of MI 61-101 for an exemption from the formal valuation requirement on the basis that the transaction is a distribution of securities for cash, and on section 5.7(1)(b) of MI 61-101 for an exemption from the minority shareholder approval requirement, as the fair market value of the transaction, insofar as it involves related parties, will not be more than \$2,500,000.

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

Not applicable.

**7. OMITTED INFORMATION**

Not applicable.

**8. EXECUTIVE OFFICER**

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**9. DATE OF REPORT**

April 9, 2021