

FORM 51-102F3

Material Change Report

Item 1 Name and Address of Company

Craig Wireless Systems Ltd.
6th Floor – 177 Lombard Avenue
Winnipeg, Manitoba
R3B 0W5

Item 2 Date of Material Change

May 6, 2010

Item 3 News Release

A news release was issued on May 6, 2010 and was disseminated via Canada NewsWire. A copy of the news release is attached hereto as Schedule “A”.

Item 4 Summary of Material Change

Craig Wireless Systems Ltd. (the “Company”) announced that a subsequent closing phase of the sale of the Company's Canadian spectrum assets to Inukshuk Wireless Partnership, a partnership of affiliates of Rogers Communications and Bell Canada.

Item 5 Full Description of Material Change

Please see the attached news release for details.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information please contact J. Drew Craig, Co-Chief Executive Officer, Craig Wireless Systems Ltd., Tel: 416-515-2222 ext. 2; email: craiginfo@craigwireless.com.

Item 9

Date of Report

May 10, 2010.

CRAIG WIRELESS SYSTEMS LTD.

By: *“Wesley Thiessen”*

Name: Wesley Thiessen

Title: Chief Financial Officer

Schedule "A"

Craig Wireless Systems Ltd. Announces Subsequent Closing of Sale of Canadian Spectrum and Receipt of \$12.8 million in Closing Proceeds

VANCOUVER and WINNIPEG, May 6, 2010 /CNW/ - Craig Wireless Systems Ltd. ("Craig Wireless" or the "Company") (TSX: CWG) is pleased to announce that a subsequent closing phase of the sale (the "Sale") of the Company's Canadian spectrum assets to Inukshuk Wireless Partnership ("Inukshuk"), a partnership of affiliates of Rogers Communications and Bell Canada, has been completed today.

The portion of sale proceeds paid by Inukshuk to the Company at today's subsequent closing was \$12.8 million of the aggregate Sale proceeds of \$80 million. As previously announced, the Company received \$42.4 million of the Sale proceeds on April 16, 2010 and the remaining \$24.8 million of the aggregate proceeds of \$80 million shall be paid on one or more future closings upon completion of certain conditions, including all requisite regulatory approvals.

The Canadian spectrum licenses sold (and to be sold) pursuant to the Sale together represent 22.36% of the Company's total spectrum holdings. Following completion of the Sale, Craig Wireless will continue to own spectrum, or operate on leased spectrum, in the United States, Greece, Norway, and New Zealand. The closing of the Sale transactions are not subject to the receipt of any additional approvals by Inukshuk.

About Craig Wireless Systems Ltd.:

Craig Wireless Systems and its affiliates (collectively, the "CWS Group") offer a broad range of telecommunications services, including, broadband internet access, television programming delivery, business connectivity solutions, hosting, security and telecommunications solutions. Through certain members of the CWS Group, Craig Wireless holds or leases licenses for spectrum in the provinces of Manitoba and British Columbia, Canada, Riverside County in Southern California (United States) and in Greece. The CWS Group also has spectrum interests in Norway and New Zealand. Spectrum in these ranges is effective for delivery of point-to-multipoint signals, possesses robust bandwidth capability and supports emerging 4G-based applications, including portable and mobile applications.

The Toronto Stock Exchange does not accept responsibility for the adequacy or accuracy of this release.

Notice on forward-looking statements

This release includes forward-looking statements regarding Craig Wireless and its business. Such statements are based on management's current expectations. The forward looking events and circumstances discussed in this release may not occur and actual results could differ materially as a result of known and unknown risk factors and uncertainties affecting Craig Wireless and its business. No forward-looking statement can be guaranteed. Forward-looking statements speak only as of the date on which they are made and Craig Wireless does not undertake any obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

For further information: J. Drew Craig, Co-Chief Executive Officer, Craig Wireless Systems Ltd., Tel: (416) 515-2222 ext. 2, email: craiginfo@craigwireless.com; T. Boyd Craig, Co-Chief Executive Officer, Craig Wireless Systems Ltd., Tel: (760) 346-3282, email: bcraig@craigwireless.com