FORM 51-102F3

Material Change Report

Item 1 Name and Address of Company

Craig Wireless Systems Ltd.
71-713 Highway 111
Rancho Mirage, California, U.S.A.
92270

Item 2 Date of Material Change

November 29, 2013

Item 3 News Release

A news release was issued on November 29, 2013 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. announced that it had entered into a commitment letter with T. Boyd Craig (the "**Lender**") providing for a secured loan of up to US$2.0 million (the "**Loan**"). The Loan matures in two years and bears interest at a rate equal to 12% per annum, payable quarterly in arrears. The Company has also agreed to issue 3,700,000 detachable warrants ("**Warrants**") to the Lender. When vested, each Warrant will entitle the Lender to purchase one subordinate voting share at a price of $0.15 per subordinate voting share. The Loan and the issuance of the Warrants remain subject to certain conditions, including TSX Venture Exchange approval.

Item 5 Full Description of Material Change

Please see the copy of the news release attached hereto as Schedule "A".

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 Boyd Craig, Chief Executive Officer, Craig Wireless Systems Ltd., Tel: (760) 346-3282; email: craiginfo@craigwireless.com.

Item 9 **Date of Report**

December 9, 2013

CRAIG WIRELESS SYSTEMS LTD.

By: *Signed "T. Boyd Craig"*

Name: T. Boyd Craig

Title: Chief Executive Officer

Schedule "A"

See attached.

CRAIG WIRELESS ANNOUNCES NEW FINANCING

Rancho Mirage, California, November 29, **2013/CNW** – Craig Wireless Systems Ltd. ("**Craig Wireless**" or the "**Company**") (TSXV: CWG), is pleased to announce that it has entered into a commitment letter with T. Boyd Craig (the "**Lender**") providing for a secured loan of up to US$2.0 million (the "**Loan**"). The Loan matures in two years and bears interest at a rate equal to 12% per annum, payable quarterly in arrears. The Company has also agreed to issue 3,700,000 detachable warrants ("**Warrants**") to the Lender. When vested, each Warrant will entitle the Lender to purchase one subordinate voting share at a price of $0.15 per subordinate voting share.

The Loan and the issuance of the Warrants remain subject to certain conditions, including TSX Venture Exchange approval.

The Company is pleased that it has obtained this financing and continues to explore additional financing opportunities.

About Craig Wireless Systems Ltd.

Craig Wireless and its affiliates (collectively, the "**CWS Group**") offer a broad range of telecommunications services, including, broadband internet access, 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 2.3 GHz, 2.5 GHz, 2.6 GHz or 3.5 GHz bands in New Zealand, Riverside County in Southern California, United States and in Greece. The CWS Group also has spectrum interests in Norway. 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 TSX Venture 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. Not to limit the generality of the foregoing, the forward-looking information set forth in this news release is subject to various risks and other factors including the following: availability of funding; funding and going concerns; in addition to those risks enumerated under the heading "Risk Factors" in the Company's AIF, available on SEDAR at www.SEDAR.com. 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 contact:

Boyd Craig, Chief Executive Officer, Craig Wireless Systems Ltd., email: craiginfo@craigwireless.com.