

FORM 51-102F3

**MATERIAL CHANGE REPORT UNDER
NATIONAL INSTRUMENT 51-102**

Item 1. – Name and Address of Company:

Bridgewater Systems Corporation
303 Terry Fox Drive
Suite 500
Ottawa, ON K2K 3J1

Item 2. – Date of Material Change:

June 5, 2008

Item 3. – News Release:

A news release with respect to the material change referred to in this report was issued by Bridgewater Systems Corporation on June 5, 2008 through Canada Newswire and subsequently filed on SEDAR. A copy of the press release is attached as Appendix “A”.

Item 4. – Summary of Material Change:

Bridgewater Systems Inc., a subsidiary of Bridgewater Systems Corporation (“Bridgewater”), has been awarded a three-year contract (the “Agreement”) to supply Verizon Wireless Inc. (“Verizon”) with a fully integrated subscriber data management and service control solution for its award-winning network. The Agreement will result in an initial value of approximately \$30 million.

This Agreement is the first significant contract in which Bridgewater will supply solutions to a customer on an “integrated solution” basis. This means Bridgewater will supply Verizon with proprietary software, third party hardware and software and professional services in a customized “integrated” solution. Bridgewater expects that an increasing portion of its sales will be made on an “integrated” basis. This will impact Bridgewater’s financial results in the following ways: revenue will be higher, gross margins will be lower as a result of higher costs of sales related to third party hardware but operating margins will increase due to economies of scale related to the integrated solution model.

Item 5.1. – Full Description of Material Change:

See press release attached as Appendix “A” hereto.

The Agreement is the first significant contract in which Bridgewater will supply solutions to a customer on an “integrated solution” basis. This means Bridgewater will supply Verizon with proprietary software, third party hardware and software, and professional services in a customized “integrated” solution. Bridgewater expects that an increasing portion of its sales will be made on an “integrated” basis. This will impact Bridgewater’s financial results in the following ways: revenue will be higher, gross margins will be lower as a result of higher costs of

sales related to third party hardware but operating margins will increase due to economies of scale from the integrate solution model.

Item 6. – Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102:

N/A

Item 7. – Omitted Information:

N/A

Item 8. – Executive Officer:

Inquiries in respect of the material change referred to herein may be made to:

Kim Butler
Vice-President of Administration, Finance and Chief Financial Officer
Bridgewater Systems Corporation
(613) 591-6655
kim.butler@bridgewater.com

Item 9. – Date of Report:

June 5, 2008

Appendix "A"

Press Release

Bridgewater Systems Announces Three-Year Contract with Verizon Wireless

OTTAWA, Jun 5, 2008 (Canada NewsWire via COMTEX News Network) -- Bridgewater to deploy integrated solution to help Verizon Wireless manage data services delivery

Bridgewater Systems (TSX: BWC) today announced that it has been awarded a three-year contract to supply Verizon Wireless with a fully integrated subscriber data management and service control solution for its award-winning network. The agreement will result in an initial value of approximately \$30 million.

The integrated solution combines Bridgewater's carrier-grade software with third-party hardware and software, and services to provide the performance, capacity, scalability and resiliency needed to support data services delivery. Bridgewater expects to begin delivering the solution in the fourth quarter of 2008.

"This contract deepens our relationship with Verizon Wireless and provides a robust solution to support the delivery of data services across its national network," said Ed Ogonek, president and CEO of Bridgewater Systems. "Providing our software as part of an integrated solution represents a growth opportunity for our company, with Verizon Wireless serving as a flagship customer."

Bridgewater's integrated solution will provide the service control foundation to support data services delivery across Verizon Wireless' network and at a regional level. By centralizing subscriber data management for a broad set of revenue-generating data services, Verizon Wireless can leverage a unified view of subscribers across its entire network.

In addition to the integrated solution, Bridgewater will provide expert systems integration and professional services to assist in securing the reliability and resiliency of the IP network, including network architecture and capacity planning, implementation and support services.

About Bridgewater Systems

Bridgewater Systems develops subscriber-centric service control solutions, including access control and policy management software for fixed, mobile and converged networks. Using Bridgewater solutions, global service providers can offer personalized services and experiences to their subscribers by maintaining a real time policy that controls how subscribers interact with networks, services, and their devices. Vendor-neutral and access network agnostic, Bridgewater's carrier-class solutions help global service providers launch new services faster, target them more accurately, and maximize profits by creating a decision point that brings dynamic subscriber context to controlling and merchandizing the subscriber interaction with IP-based services. More than 100 leading service providers around the globe trust Bridgewater's technology to help them deliver world-class services. www.bridgewater.com

Certain statements in this release constitute forward-looking statements or forward-looking information within the meaning of applicable securities laws and are made pursuant to the "safe harbour" provisions of such laws. Statements related to potential benefits of, and demand for, Bridgewater's products including statements with respect to the features and benefits that may be achieved through the use of Bridgewater's products and the relative position of these products vis-à-vis competitive offerings in the industry are forward-looking statements which are subject to certain assumptions, risks and uncertainties. Readers are cautioned not to place undue reliance on such statements. Risk factors that may cause the actual results, performance or achievements of Bridgewater to differ materially from the results, performance, achievements or developments expressed or implied by such forward-looking statements can be found in the public documents filed by Bridgewater from time to time with Canadian securities regulatory authorities. Bridgewater assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

SOURCE: Bridgewater Systems

Investor Relations Contacts: Bridgewater Systems, Kim Butler, Chief Financial Officer, kim.butler@bridgewater.com, (613) 591-9104 ext 6023; Investor Relations, The Equicom Group Inc., Vanessa Beresford, vberesford@equicomgroup.com, (416) 815-0700; Media Contacts: Mi liberty, Claudette Cameron, +44 207 751 44 44, ccameron@miliberty.com; Greg Perry, (770) 919-7366, gperry@miliberty.com; Camber Communications (Asia Pacific), Kevin Foo, +65 6333 0231, kevin.foo@cambercommunications.com