EDGEWATER WIRELESS SYSTEMS INC.



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

Security Class

Holder Account Number

Fold

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Form of Proxy - Annual General Meeting to be held on June 16, 2021

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

- 1. If you are a Registered Shareholder and wish to have your shares voted at the Meeting, you will be required to submit your vote by proxy. Due to the COVID-19 pandemic and issues related to the verification of shareholder identity via video conference, in person voting will not be permitted at the Meeting.
- 2. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the Management Nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
- 3. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
- 4. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
- 5. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
- 6. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.
- 7. The securities represented by this proxy will be voted in favour, or withheld from voting, or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder and, if the holder have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
- 8. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
- 9. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Proxies submitted must be received by 11:00 am, Eastern Time, on June 14, 2021.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



Call the number listed BELOW from a touch tone telephone

1-866-732-VOTE (8683) Toll Free



 Go to the following web site: www.investorvote.com

• Smartphone?
Scan the QR code to vote now



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management Nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER

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Appointment of Proxyholder

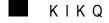
I/We being holder(s) of securities of Edgewater Wireless Systems Inc. (the "Company") hereby appoint: Andrew Skafel, CEO, or failing this person, Chris Olney, CFO (the "Management Nominees")

OR Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the virtual Annual General Meeting of shareholders of the Company to be held in Ottawa, Ontario on June 16, 2021 at 11:00 am (EDT), and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS AF	E INDICATE) BY HIG	HLIGHTED TEXT OVER THE BO	IXES.					For	Against	
Number of Directors To set the number of Directors a	t four (4).										
2. Election of Directors	For	Withho	old	For	Withh	old			For	Withhold	Fold
01. Andrew Skafel			02. Brian Imrie			03. H	ubert A.J. Why	te			
04. Ralph Garcea											
									For	Withhold	
Appointment of AuditorsAppointment of KPMG LLP as A	uditors of the	e Compa	ny for the ensuing year and a	uthorizing the Dire	ctors to f	ix their ren	nuneration.				
4. Stock Option Plan									For	Against	
To approve the Company's stock	coption plan	, as more	e particularly described in the	accompanying Inf	ormation	Circular.					
											Fold
Signature of Proxyholder I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are		Signature(s)				Date					
revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management. Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by										<u> </u>	

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/mailinglist.



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