

Form 51-102F3
MATERIAL CHANGE REPORT

1. **Name and address of the Company.**

AIRESURF NETWORKS HOLDINGS INC. (the "Company")
7030 Woodbine Avenue, Suite 500
Markham, Ontario L3R 6G2

2. **Date of Material Change.**

August 11, 2008.

3. **News Release.**

Press release disclosing the material change was released on August 14, 2008 through the facilities of Marketwire.

4. **Summary of Material Change.**

The Company received FCC approval of its wireless booster unit.

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

5. **Full Description of Material Change.**

A full description of the material change is contained under Item 4.

6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102.**

The report is not being filed on a confidential basis.

7. **Omitted Information.**

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer.**

Bryan Moir, Chief Executive Officer
Telephone: (905) 943-4043

9. **Date of Report.**

This report is dated at Toronto, this 21st day of August, 2008.

AIRESURF NETWORKS HOLDINGS INC.

Per: "Bryan Moir" (signed)

Bryan Moir, Chief Executive Officer

SCHEDULE "A"

AIRESURF NETWORKS HOLDINGS INC.

7030 Woodbine Avenue Suite 500
Markham, Ontario L3R 6G2

PRESS RELEASE

FOR IMMEDIATE RELEASE
August 14, 2008
Toronto, Ontario

Canadian Trading and Quotation System Inc.
Symbol: AIRE
Shares Outstanding: 44,457,596

AIRESURF ANNOUNCES FCC APPROVAL

AireSurf Networks Holdings Inc. (the "Company") (CNQ - AIRE) is pleased to announce that it has received Federal Communications Commission (FCC) approval for its MegaFI wide area network (WiFi) system. The MegaFI is able to amplify wireless broadband signals up to 1 km from standard commercial access points/routers. This represents a major breakthrough over the standard average range obtained by commercial access points/routers today. The MegaFI is also capable of transmitting the signal through several floors of concrete without signal distortion allowing WiFi services to be provided cost effectively and without major renovations in older office buildings and facilities.

The Company plans to market the MegaFI line through direct sales and licensing agreements.

For further information, contact: Mr. Bryan Moir, Chief Executive Officer, at (905) 943-4043 or feedback@airesurfnetworks.com.

The CNQ has not reviewed and does not accept responsibility for the adequacy of this release.