

**EARLY WARNING REPORT  
PURSUANT TO NATIONAL INSTRUMENT 62-103**

**1. Name and address of the offeror:**

Irwin Professional Corporation (the “**Offeror**”)  
130 Adelaide Street West, Suite 2700  
Toronto, Ontario M5H 3P5

**2. Date of acquisition**

January 28, 2009

**3. Designation and number or principal amount of securities and the offeror’s securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the report, and whether it was ownership or control that was acquired in those circumstance:**

The Offeror has acquired 300,000 units of Airesurf Networks Holdings Inc. (the “**Company**”). Each unit consists of one common share (a “**Share**”) of the Company and one common share purchase warrant entitling the holder to acquire one common share of the company for a period of two years from the date of issuance of the warrant. The 300,000 Shares acquired represents approximately 0.61% of the outstanding common shares of the Company.

**4. Designation and number or principal amount of securities and the offeror’s securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to obligation to file the report:**

After acquiring the Shares indicated in paragraph 3, the Offeror, directly and indirectly, holds an aggregate of 5,083,218 common shares of the Company, representing approximately 10.31% of the outstanding common shares of the Company on a non-diluted basis and 12.14% of the outstanding common shares of the Company assuming exercise of 1,032,660 common share purchase warrants held by the Offeror.

**5. Designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 4 over which:**

**(i) the offeror, either alone or together with any joint actors, has ownership and control;**

After acquiring the Shares indicated in paragraph 3, the Offeror has direct and indirect beneficial ownership of 2,716,528 common shares of the Company, representing approximately 5.51% of the outstanding common shares of the Company.

**(ii) the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor; and**

Not applicable.

**(iii) the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

The Offeror has shared control over 2,366,690 Shares held by Griftco Corporation representing approximately 4.80% of the outstanding common shares of the Company.

**6. Name of the market in which the transaction or occurrence that gave rise to the report took place:**

The Shares were acquired as part of a private placement by the Company.

**7. Purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the report, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:**

The Offeror has acquired the above-noted securities of the Company for investment purposes and the Offeror may, depending on market and other conditions, increase his beneficial ownership, control or direction over the common shares or other securities of the Company, through market transactions, private agreements, treasury issuances, exercise of convertible securities or otherwise.

**8. General nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the report, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities:**

The Offeror entered into a subscription agreement with the Company on January 28, 2009 whereby the Offeror agreed to purchase 300,000 units of the Company at a price of \$0.05 per unit. Each unit consists of one common share and one common share purchase warrant exercisable at \$0.10 for a period of two years from the date of issuance of the warrant.

**9. Names of any joint actions in connection with the disclosure required by this report:**

Not applicable.

**10. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value of the consideration paid by the offeror.**

See Item 8.

**11. Where applicable, a description of any change in any material fact set out in a previous report filed under the early warning requirements of applicable Canadian securities legislation.**

Not applicable.

**DATED** this 2<sup>nd</sup> day of February, 2009.

**Irwin Professional Corporation**

Per: "Chris Irwin" (signed)  
Chris Irwin, President