

**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.**

September 2, 2008.

3. **News Release.**

A press release disclosing the material change was released on September 2, 2008 through the facilities of Marketwire.

4. **Summary of Material Change.**

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 19<sup>th</sup> day of September, 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

Tel: (905) 943-4043

Fax: (416) 861-0749

**PRESS RELEASE**

FOR IMMEDIATE RELEASE

September 2, 2008

Toronto, Ontario

Canadian Trading and Quotation System Inc.

Symbol: AIRE

Shares Outstanding: 47,387,596

**Airesurf Closes First Tranche of Private Placement**

Airesurf Networks Holdings Inc. (CNQ: AIRE) announces that further to its press release dated June 19, 2008, it has completed the first tranche of a private placement of 1,750,000 units at a price of \$0.05 per unit for gross proceeds of \$87,500. Each unit is comprised of one common share and one common share purchase warrant. Each warrant entitles the holder thereof to acquire an additional common share at a price of \$0.10 for a period of two years following the closing of the offering. The proceeds of the private placement will be used for general working capital purposes.

Completion of the private placement is subject to regulatory approval, including satisfaction of the requirements of the CNQ.

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

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