

**NURAN WIRELESS INC.**  
**(Formerly 1014372 B.C. Ltd.)**

**CONDENSED INTERIM FINANCIAL STATEMENTS**

**For the three and six month periods ended April 30, 2015**

**Unaudited – Prepared by Management**

**Expressed in Canadian Dollars**

### **NOTICE TO READER**

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements have been prepared by and are the responsibility of the management.

The Company's independent auditor has not performed a review of these financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

**NURAN WIRELESS INC.**  
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Condensed Interim Statements of Financial Position

As at April 30, 2015

(Unaudited) (Expressed in Canadian dollars)

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	Notes	April 30 , 2015	October 31, 2014
<b>Assets</b>			
<b>Current Assets</b>			
Cash		\$ 346	\$ 1
GST receivable		1,898	-
<b>Total Assets</b>		<b>\$ 2,244</b>	<b>\$ 1</b>
<b>Liabilities</b>			
<b>Current Liabilities</b>			
Accounts payable and accrued liabilities		\$ 19,183	\$ -
<b>Total Liabilities</b>		<b>19,183</b>	<b>-</b>
<b>Shareholders' Deficit</b>			
Capital stock	5	107,001	1
Deficit		(123,940)	-
<b>Total Shareholders' Deficit</b>		<b>(16,939)</b>	<b>1</b>
<b>Total Liabilities and Shareholders' Deficit</b>		<b>\$ 2,244</b>	<b>\$ 1</b>

Nature and Continuance of Operations (Note 1)

Subsequent Events (Note 8)

**Approved and authorized by the Board on June 26, 2015**

"Anthony Jackson" (signed)  
Anthony Jackson, Director

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*The accompanying notes are an integral part of these financial statements.*

**NURAN WIRELESS INC.**  
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Condensed Interim Statements of Comprehensive Loss  
For the three and six month periods ended April 30, 2015  
(Unaudited) (Expressed in Canadian dollars)

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	<b>Three month period ended April 30, 2015</b>	<b>Six month period ended April 30, 2015</b>
<b>Expenses</b>		
Bank charges and interest	\$ 92	\$ 122
Consulting fees	84,854	84,854
Filing fees	4,391	4,391
Professional fees	31,549	34,573
<b>Net loss and comprehensive loss for the period</b>	<b>(120,886)</b>	<b>(123,940)</b>
<b>Loss per share – basic and diluted</b>	<b>\$ (0.03)</b>	<b>\$ (0.06)</b>
<b>Weighted average number of common shares outstanding</b>	<b>4,197,683</b>	<b>2,064,055</b>

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**NURAN WIRELESS INC.**  
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Condensed Interim Statement of Changes in Shareholders' Deficit  
For the six month period ended April 30, 2015  
(Unaudited) (Expressed in Canadian dollars)

	Capital Stock		Deficit	Total
	Number of shares	Amount		
<b>Balance at September 23, 2014 (date of incorporation)</b>	-	\$ -	\$ -	\$ -
Shares issued for cash (Note 5)	1	1	-	1
<b>Balance at October 31, 2014</b>	<b>1</b>	<b>\$ 1</b>	<b>\$ -</b>	<b>\$ 1</b>
Shares issued for cash (Note 5)	5,350,000	\$ 107,000	\$ -	\$ 107,000
Shares issued pursuant to arrangement agreement (Note 1,5)	2,121,875	-	-	-
Comprehensive loss for the period	-	-	(123,940)	(123,940)
<b>Balance at April 30, 2015</b>	<b>7,471,875</b>	<b>\$ 107,001</b>	<b>\$ (123,940)</b>	<b>\$ (16,939)</b>

*The accompanying notes are an integral part of these financial statements.*

**NURAN WIRELESS INC.****(Formerly 1014372 B.C. Ltd.)**

Condensed Interim Statements of Cash Flow

For the three and six month periods ended April 30, 2015

(Unaudited) (Expressed in Canadian dollars)

	<b>Three month period ended April 30, 2015</b>	<b>Six month period ended April 30, 2015</b>
<b>Operating activities</b>		
Net loss	\$ (120,886)	\$ (123,940)
Changes in non-cash working capital items:		
GST receivable	(1,749)	(1,898)
Accounts payable and accrued liabilities	16,011	19,183
<b>Net cash flows used in operating activities</b>	<b>(106,624)</b>	<b>(106,655)</b>
<b>Financing activities</b>		
Proceeds from share issuance	107,000	107,000
<b>Net cash flows from financing activities</b>	<b>107,000</b>	<b>107,000</b>
Change in cash	376	345
Cash (bank indebtedness), beginning of period	(30)	1
<b>Cash, end of period</b>	<b>\$ 346</b>	<b>\$ 346</b>

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Notes to the Condensed Interim Financial Statements  
For the three and six month periods ended April 30, 2015  
(Unaudited) (Expressed in Canadian dollars)

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**1. NATURE AND CONTINUANCE OF OPERATIONS**

Nuran Wireless Inc., formerly 1014372 B.C. Ltd. (the "Company") was incorporated under the *Business Corporations Act* (British Columbia) on September 23, 2014. The principal business of the Company is to identify, evaluate and then acquire an interest in a business or assets. The Company is a wholly-owned subsidiary of Bravura Ventures Corp. ("Bravura"). The address of its head office is 800 - 1199 West Hastings Street, Vancouver, British Columbia, Canada, V6E 3T5.

On October 14, 2014, the Company entered into an arrangement agreement with Bravura and 1014379 B.C. Ltd., whereby the Company will form part of a statutory plan of arrangement (the "Arrangement"). Following completion of the Arrangement, the Company will become a reporting issuer in the provinces of British Columbia and Alberta.

Shareholder approval and final court approval for the arrangement were obtained on November 14, 2014, and December 10, 2014, respectively, and the record date and effective date of the arrangement are March 11, 2015.

Nuran Wireless Inc. entered into an amalgamation agreement with Nutaq Innovation Inc. and 9215174 Canada Inc. ("Newco"), a wholly owned subsidiary of Nuran formed for the purpose of the amalgamation, pursuant to which Nutaq will amalgamate with Newco and Nuran will acquire all of the issued and outstanding shares of the amalgamated company in consideration of 33,000,000 common shares of Nuran.

These condensed interim financial statements have been prepared on a going concern basis in accordance with International Financial Reporting Standards ("IFRS") with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business.

The Company's continuing operations, as intended, are dependent upon its ability to identify, evaluate and negotiate an acquisition of or participation in an interest in properties, assets or businesses.

**2. BASIS OF PRESENTATION**

Statement of compliance

- (a) These condensed interim financial statements are prepared in accordance with IFRS, as issued by the International Accounting Standards Board ("IASB"). Therefore, these financial statements comply with International Accounting Standard ("IAS") 34 "Interim Financial Reporting".

These condensed interim financial statements are presented in Canadian dollars, which is also the Company's functional currency. All values are rounded to the nearest dollar unless otherwise indicated.

The significant accounting policies set out in note 3 have been applied consistently to all periods presented.

- (b) Approval of the financial statements

The financial statements of the Company were approved by the director and authorized for issue on June 26, 2015.

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**2. BASIS OF PRESENTATION (CONTINUED)**

(c) New accounting pronouncements

The following new standard has been issued by the IASB, but is not yet effective:

*IFRS 9 Financial Instruments*

IFRS 9 is part of the IASB's wider project to replace IAS 39 *Financial Instruments: Recognition and Measurement*. IFRS 9 retains, but simplifies, the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. IASB has indefinitely postponed the mandatory adoption date of this standard. The Company is in the process of evaluating the impact of the new standard.

**3. SIGNIFICANT ACCOUNTING POLICIES**

(a) Financial instruments

(i) Financial assets

The Company classifies its financial assets as fair value through profit or loss ("FVTPL"). The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of financial assets at recognition.

*Fair value through profit or loss*

Financial assets are classified as FVTPL when the financial asset is held-for-trading or it is designated as FVTPL. A financial asset is classified as FVTPL when it has been acquired principally for the purpose of selling in the near future; it is a part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit-taking or if it is a derivative that is not designated and effective as a hedging instrument. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at FVTPL are measured at fair value, and changes therein are recognized in profit or loss. Cash is included in this category of financial assets.

(ii) Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 - Inputs for assets or liabilities that are not based on observable market data.



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**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

(b) Capital stock

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

**4. RISK MANAGEMENT AND FINANCIAL INSTRUMENTS**

The Company classifies its financial instrument as follows:

- Cash is classified as a financial asset at FVTPL

The carrying value of this financial asset approximates its fair value.

The Company's risk exposure and the impact on the Company's financial instrument is summarized below:

*Liquidity risk*

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. The Company is not exposed to significant liquidity risk.

**5. CAPITAL STOCK**

(a) Authorized

Unlimited number of common shares without par value  
Unlimited number of preferred shares without par value

(b) Issued and outstanding

On September 23, 2014, the date of incorporation, the Company issued one common share at a price of \$1.00.

**Arrangement Agreement**

On October 14, 2014, the Company entered into an arrangement agreement with Bravura and 1014379 B.C. Ltd., whereby the Company will form part of a statutory plan of arrangement (the "Arrangement"). Following completion of the Arrangement, the Company will become a reporting issuer in the provinces of British Columbia and Alberta.

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**5. CAPITAL STOCK (CONTINUED)**

(b) Issued and outstanding (continued)

Pursuant to the Arrangement:

- (i) each of the issued and outstanding common shares of Bravura was exchanged for one New Common Share, one Class 1 Reorganization Share and one Class 2 Reorganization Share of Bravura and all of the common shares of Bravura outstanding prior to the Arrangement were cancelled;
- (ii) all Class 1 Reorganization Shares were transferred to Nuran in exchange for common shares of Nuran as described in Exhibit 1 to the Arrangement Agreement;
- (iii) Bravura redeemed all of the Class 1 Reorganization Shares and satisfied the redemption amount of such shares by the transfer to Nuran of \$45,000 of working capital; and
- (iv) Nuran completed a financing of 5,350,000 common shares of Nuran for total proceeds of \$107,000.

Shareholder approval and final court approval for the arrangement were obtained on November 14, 2014, and December 10, 2014, respectively, and the record date and effective date of the arrangement are March 11, 2015.

**6. CAPITAL MANAGEMENT**

The Company is actively looking to acquire an interest in a business or assets and this involves a high degree of risk. The Company has not determined whether it will be successful in its endeavours and does not generate cash flows from operations. The Company's primary source of funds comes from the issuance of capital stock. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations, and is not subject to any externally imposed capital requirements.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern.

The Company defines its capital as shareholder's equity. Capital requirements are driven by the Company's general operations. To effectively manage the Company's capital requirements, the Company monitors expenses and overhead to ensure costs and commitments are being paid.

**7. RELATED PARTY TRANSACTIONS**

There were no related party transactions during the six months ended April 30, 2015.

**8. SUBSEQUENT EVENTS**

On June 4, 2015, the Company is announced that it has completed its acquisition of Nutaq Innovation Inc. ("Nutaq") by way of a three cornered amalgamation, on June 2, 2015, pursuant to the terms of an amalgamation agreement, dated as of March 11, 2015 (the "Amalgamation Agreement"), among Nutaq, Nuran and 9215174 Canada Inc., a wholly owned subsidiary of Nuran formed for the purpose of the amalgamation ("Newco"). Pursuant to the terms of the agreement, Nutaq amalgamated with Newco under the name "Nutaq Innovation Inc.", Nuran acquired all of the shares of the amalgamated company and all of the issued and outstanding common shares of Nutaq were cancelled and the former shareholders of Nutaq received an aggregate 32,999,994 Nuran common

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**8. SUBSEQUENT EVENTS (CONTINUED)**

shares based on a ratio of 2.749 Nuran common shares for each share of Nutaq issued and outstanding on the closing date. Following closing of the amalgamation, Nutaq Innovation Inc. became a wholly owned subsidiary of Nuran and Nuran operates the business of Nutaq as its principal business.

Following the closing of the transaction, Nuran had 40,471,869 common shares issued and outstanding. Former shareholders of Nutaq acquired 81.5% of the issued and outstanding common shares of Nuran. Upon the closing of the Amalgamation Agreement, the Company's board of directors appointed Martin Bedard and Patrice Rainville as directors of Nuran and Amalco and existing directors of Nuran other than Anthony Jackson resigned. Also effective as of the closing of the Amalgamation Agreement, Martin Bedard and Patrice Rainville were each appointed as Co-Chief Executive Officer and Co-President of Nuran.

On June 4, 2015, the Company announced it has entered into an engagement agreement with Jones, Gable & Company Limited ("JGC") pursuant to which JGC has agreed to act as lead agent on a commercially reasonable efforts basis for a private placement offering of a minimum of 2,000,000 units (each a "Unit") and up to a maximum of 10,000,000 Units at a price of \$0.50 per Unit for gross proceeds of up to \$5,000,000 (the "Offering"). Each Unit shall consist of one common share in the capital of the Corporation (each a "Common Share") and one share purchase warrant ("Warrant"), with each Warrant entitling its holder to purchase one additional Common Share at a price of \$0.50 for a period of 12 months from the Closing Date. The Corporation has the right, at any time following the expiry of the hold period, to provide a notice accelerating the exercise of the Warrant to the 30th day following the issuance of an acceleration notice if the weighted average trading price of the Common Shares for any 10 consecutive trading days is greater than \$0.75 per Common Share. A portion of the private placement may be completed on a non-brokered basis.

Upon closing of the Offering JGC will receive a cash commission of 8% of the gross proceeds of the Offering and warrants to acquire such number of Units as is equal to 8% of the aggregate number of Units sold under the Offering exercisable at a price of \$0.50 per warrant for a period of 12 months from the closing date.