

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Nuran Wireless Inc. (the "Company")
2150 Cyrille-Duquet Street
Quebec, QC G1N 2G3

Item 2 Date of Material Change

April 13, 2016

Item 3 News Release

The news release was disseminated on April 13, 2016 through Stockwatch and Market News.

Item 4 Summary of Material Change

The Company announced that it has closed an acquisition of certain mobile network hardware, software and other intangible assets owned by an Asian based group of consultants (the "Vendors") pursuant to the terms of an asset purchase agreement between the Company and the Vendors.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached new release with respect to the matter described above.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Contact: Martin Bedard, Co-President/Co-CEO
Patrice Rainville, Co-President/Co-CEO
Telephone: 418.914.7484

Item 9 Date of Report

April 26, 2016



NuRAN Acquires Key Technology to Enhance its Mobile and Broadband Infrastructure Portfolio

Quebec, QC, Canada, April 13th, 2016 – NuRAN Wireless Inc. (“NuRAN Wireless” or the “Company”) (CSE: NUR), is pleased to announce that it has closed an acquisition of certain mobile network hardware, software and other intangible assets owned by an Asian based group of consultants (the “Vendors”) pursuant to the terms of an asset purchase agreement between the Company and the Vendors.

Under the terms of the asset purchase agreement, Nuran agreed to issue up to 3,247,250 common shares at a deemed value of CDN\$0.25 per share (or CDN\$812,000) as consideration for the assets subject to the completion of certain milestones as further set out in the agreement. Under the terms of the agreement the Vendors will collectively receive an aggregate of: 1,948,350 common shares at closing, 649,450 common shares upon completion of certain milestones on or before August 1, 2016 and a further 649,450 common shares upon completion of a final milestone on or before October 28, 2016 as further set out in the agreement. In connection with the asset acquisition Nutaq Innovation Inc., a wholly owned subsidiary of the Issuer, entered into a technology support agreement with Shenzen Afarcom Limited (“Afarcom”), an entity owned by the Vendors, pursuant to which Afarcom agreed to provide certain engineering and technology support services in connection with the use of the assets acquired in consideration of a monthly fee of US\$35,000 for a term of two years from the closing date. Also in connection with the closing of the asset purchase agreement each of the Vendors agreed to sign a lock up agreement pursuant to which they agreed not to transfer or sell any shares acquireable under the asset purchase agreement for a period of 12 months following closing subject to certain exceptions as further set out in the lock up agreement.

The Company believes that this strategic acquisition allows Nuran to offer a complete mobile and broadband solution and the ability to secure the Nuran solution as the leader in rural and remote mobile connectivity. In addition, management also believes it reinforces NuRAN’s strategic positioning towards new and small operators by offering an end-to-end mobile small-cell network solution with the lowest Total-Cost-of-Ownership (TCO) on the market. This accretive acquisition is intended to allow NuRAN the opportunity to bring cellular coverage to emerging market where the return on investment (ROI) was previously simply too low.

“This acquisition is further testimony of our commitment to provide best-of-breed and best-in-class radio access solutions to existing mobile operators, big or small, and innovative end-to-end network solutions to green-field operators, all with the common goal of connecting the next billion” stated Martin Bedard, co-President of Nuran Wireless Inc.

About NuRAN Wireless

NuRAN Wireless is a leading supplier of mobile and broadband wireless solutions. Its innovative GSM, LTE, and White Space radio access network (RAN) and backhaul products dramatically drop the total cost of ownership, thereby creating new opportunities for mobile network operators and internet service providers.

The Company provides a variety of specialist systems for indoor coverage, rural and urban connectivity in emerging markets, connectivity to offshore platforms and ships, and for emergency and crisis communications.

For further Information about NuRAN Wireless;

nuranwireless.com

Martin Bédard and Patrice Rainville

Co-Presidents and Co-CEOs

Tel: (418) 914-7484 Fax: (418) 914-9477

Toll Free: 1-855-914-7484 Email: info@nuranwireless.com ; info@nutaq.com

No regulatory authority has approved or disapproved the information contained in this news release.

The CSE does not accept responsibility for the adequacy or accuracy of this release.

Forward Looking Statements

This press release contains forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “estimates”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of NuRAN Wireless to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Examples of such statements include: the Company’s quest to connect the next billion; that this strategic acquisition allows Nuran to offer a complete mobile and broadband solution and the ability to secure the Nuran solution as the leader in rural and remote mobile connectivity, that the acquisition reinforces NuRAN’s strategic positioning towards new and small operators by offering an end-to-end mobile small-cell network solution with the lowest Total-Cost-of-Ownership (TCO) on the market and that the acquisition will allow NuRAN the opportunity to bring cellular coverage to emerging market where the return on investment (ROI) was previously simply too low. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this press release. Such forward-looking statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to: the ability of NuRAN Wireless to obtain necessary

financing; general economic conditions in Canada and globally; competition for, among other things, capital and skilled personnel; our ability to hire and retain qualified employees and key management personnel; possibility that government policies or laws may change; possible disruptive effects of organizational or personnel changes; technological change, new products and standards; risks related to acquisitions and international expansion; reliance on large customers; reliance on a limited number of suppliers; risks related to the Company's competition; failure to integrate the technology and assets acquired from the Vendors and the Company's failure to adequately protect its intellectual property; interruption or failure of information technology systems and other risk factors described in the Company's reports filed on [SEDAR](#)), including its financial statements for the year ended October 31, 2015, and those referred to under the heading "Risk Factors". These forward-looking statements should not be relied upon as representing NuRAN Wireless' views as of any date subsequent to the date of this press release.