

PRESS RELEASE

FOR IMMEDIATE RELEASE

Early Warning Report Filed Pursuant to National Instrument 62-103

July 14, 2016

Quebec, QC NuRAN Wireless Inc. (CSE:NUR) (“NuRAN or the “Company”): This press release is being disseminated as required by National Instrument 62-103 *The Early Warning System and Related Take Over Bids and Insider Reporting Issues* in connection with the filing of an early warning report (the “**Early Warning Report**”) regarding the acquisition of securities of the Company by Martin Bedard and Patrice Rainville (together the “Offeror”).

The Offerors (as defined below) announce that Finexcorp. Inc., a company jointly controlled by the Offerors, has acquired 23,333,333 common shares of the Company pursuant to a debt settlement of \$3,500,000 of outstanding shareholder loans made to a subsidiary of the Company at a deemed price of \$0.15 per share (the “**Debt Settlement**”). Completion of the debt settlement was a condition of closing of the agency agreement entered into between the Company and First Republic Capital Corporation pursuant to which the Company completed on July 12, 2016 a brokered offering of 17,094,084 common shares at a price of \$0.15 per share (the “**Offering**”). In connection with the Offering entities that are jointly controlled by the Offerors subscribed for an aggregate of 3,500,000 common shares of the Company at a price of \$0.15 per share.

After giving effect to securities acquired by the Offerors in the Offering and the Debt Settlement (the “**Acquired Securities**”) the Offerors beneficially own and control an aggregate of 51,207,733 common shares (“**Common Shares**”) of the Company representing 55.1% of the 92,850,637 common shares of the Company currently issued and outstanding. Additionally each of the Offerors has stock options entitling each of them to acquire up to 2,000,000 additional common shares of the Company at a price of \$0.20.

The Acquired Securities were acquired for investment purposes. The Offeror may, depending on market and other conditions, increase or change its beneficial ownership over the common shares or other securities of the Company through market transactions, private agreements, treasury issuances, exercise of convertible securities or otherwise. The transactions described in this news release constitute “related party transactions” within the meaning of Multilateral Instrument 61-101 – Protection of Minority Shareholders in Special Transactions (“MI 61-101”). For these transactions the Company relied on the exemption from the formal valuation requirements of MI 61-101 contained in section 5.5(a) and (b) of MI 61-101 on the basis that no securities of the Company are listed on a specified market set out in such section, and the Company relied on the exemption from the minority shareholder approval requirements of MI 61-101 contained in Section 5.7(1)(a) and 5.7(1)(e) of MI 61-101 on the basis of meeting the financial hardship exemption requirements. The Offeror’s Debt Settlement and participation in the Offering was designed to improve the financial condition of the Company.

A copy of the Early Warning Report filed under applicable securities laws is available under the Company’s profile on SEDAR (www.sedar.com). A copy of such report may also be obtained by contacting Martin Bedard or Patrice Rainville at 1-418-914-7484.

The name and address of the “Offeror” filing the report is:

Martin Bédard and Patrice Rainville
Co-President and Co-CEO

For further information please contact:

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