

## 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 Philip Kirsh (the "Offeror").

The Offeror announces that he has acquired 10,000,000 common shares of the Company effective July 12, 2016 pursuant to a settlement of \$1,500,000 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**").

After giving effect to securities acquired by the Offeror in the Debt Settlement (the "**Acquired Securities**") the Offeror beneficially owns and controls an aggregate of 15,139,963 common shares ("**Common Shares**") of the Company representing 16.3% of the 92,850,637 common shares of the Company currently issued and outstanding.

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, 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 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](http://www.sedar.com)). A copy of such report may also be obtained by contacting Philip Kirsh at 212-353-3593.

The name and address of the "Offeror" filing the report is:

Philip Kirsh  
22 West 9th Street  
New York, NY 10011