

51-102F3
MATERIAL CHANGE REPORT [F]

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

February 23, 2017

Item 3 News Release

A news release was issued on February 27, 2017 via Newswire.

Item 4 Summary of Material Change

The Company closed its fully subscribed brokered private placement of senior secured convertible debentures (each a “Debenture”) for gross proceeds of \$3,500,000 (the “Offering”). The net proceeds from the Offering (net of all fees and commissions) are intended to be used for working capital purposes, repayment of debt, acquisition of certain technology, business development, and general and administrative purposes.

In connection with the closing of the Offering, Company entered into an agency agreement with First Republic Capital Company (“FRC” or the “Agent”) dated as of February 23, 2017 whereby FRC had been appointed as the lead agent in connection with the Offering. Each Debenture matures 18 months following closing, bears interest at an annual rate of 12% and is convertible, at the option of the Debentureholder, in whole or in part, into common shares in the capital of Company at any time before the maturity date at a price of \$0.25 per common share subject to adjustment in the event that the Company issues common shares at a price below \$0.25 per share while the Debenture is outstanding. For each \$0.25 of Debenture purchased, subscribers will receive (i) one-half of one transferable share purchase warrant (an “A Warrant”), with each whole A Warrant entitling the holder thereof to acquire one common share at a price of \$0.30 per warrant share until the date that is 24 months from the closing date; and (ii) one-half of one transferable share purchase warrant (a “B Warrant”), with each whole B Warrant entitling the holder thereof to acquire one warrant share at a price of \$0.45 per share until the date that is 36 months from the closing date. In the event that the closing price of Company’s common shares on the Canadian Securities Exchange is \$0.60 or greater per common share during any twenty (20) consecutive trading days period at any time after 4 months from the Closing Date and within 24 months after the closing date, the B Warrant will expire, at the sole discretion of Company on the 30th day after the date on which Company provides notice of acceleration to the B Warrant holders. The Company is entitled to prepay the full amount of the Debentures without penalty at any time after 6 months from their issuance date. As a condition of the Debentures and Agency Agreement Company and its wholly owned subsidiary, Nutaq Innovation Inc. (“Nutaq”) granted security over their respective assets by way of Hypothec, Company entered into a general

security agreement over all present and after acquired property of Company and Nutaq provided a guarantee securing the obligations of Company under the Debentures.

Also in connection with the Offering, Finexcorp Inc., a company controlled by insiders of Company and Philip Kirsh, an insider of Company each settled \$375,000 of outstanding loans to Nutaq and released their respective security over the assets of Nutaq in consideration of Debentures in the amount of \$375,000, 750,000 A Warrants and 750,000 B Warrants issued to each of Finexcorp and Mr. Kirsh (collectively the "Debt Settlement").

A commission was paid to the selling agents in connection with the private placement consisting of a cash payment in the aggregate amount of \$185,200 and the issuance of broker warrants entitling the agents to purchase up to 740,800 broker warrants. Each Broker Warrant is exercisable into (a) one common share; (b) one half of one A Warrant; and (c) one half of one B Warrant, at an exercise price of \$0.25 per Broker Warrant, for a period of 24 months from the closing date. All securities issued pursuant to the Offering are subject to a statutory hold period expiring four months and one day after closing.

5.1 *Full Description of Material Change*

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

Disclosure Required by MI 61-101

Pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"), the Offering and Debt Settlement constitutes a "related party transaction" as a related party of the Company participated in the Offering and Debt Settlement.

The following supplementary information is provided in accordance with Section 5.2 of MI 61-101.

(a) a description of the transaction and its material terms:

In connection with the Offering, Finexcorp Inc., a company controlled by insiders of Company and Philip Kirsh, an insider of Company each settled \$375,000 of outstanding loans to Nutaq and released their respective security over the assets of Nutaq in consideration of Debentures in the amount of \$375,000, 750,000 A Warrants and 750,000 B Warrants issued to each of Finexcorp and Mr. Kirsh.

(b) the purpose and business reasons for the transaction:

Proceeds of the Offering are intended to be used for working capital purposes, repayment of debt, acquisition of certain technology, business development, and general and administrative purposes.

(c) the anticipated effect of the transaction on the issuer's business and affairs:

The Offering proceeds will provide funds for business development, technology acquisitions, general and administrative purposes and general working capital for the Company to keep the Company in good standing.

(d) a description of:

(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:

Finexcorp Inc. acquired \$375,000 of Debentures and received 750,000 A Warrants and 750,000 B Warrants.

Mr. Kirsh acquired \$375,000 of Debentures and received 750,000 A Warrants and 750,000 B Warrants.

(ii) the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:

The following table sets out the effect of the Offering on the percentage of securities of the Company beneficially owned or controlled by Finexcorp. and Mr. Kirsh:

Name and Position	Dollar Amount of Shares Purchased	Number of Securities Purchased	No. of Shares Held prior to Closing of the Financing	Percentage of Issued and Outstanding Shares prior to Closing of the Financing	No. of Shares Held After Closing of the Financing	Percentage of Issued and Outstanding Shares After Closing of the Financing
Finexcorp. Inc. Insider	\$375,000	\$375,000 convertible debentures	Undiluted: 52,957,733 Diluted: 54,957,733 ⁽¹⁾	Undiluted: 49.6% ⁽²⁾ Diluted: 51.5% ⁽³⁾	Undiluted: 52,957,733 Diluted: 57,957,733 ⁽⁴⁾	Undiluted: 49.6% ⁽⁶⁾ Diluted: 51.9% ⁽⁷⁾
Philip Kirsh Insider	\$375,000	\$375,000 convertible debentures	Undiluted: 15,139,963 Diluted: 15,139,963	Undiluted: 16.3% ⁽²⁾ Diluted: 16.55% ⁽³⁾	Undiluted: 15,139,963 Diluted: 18,139,963 ⁽⁵⁾	Undiluted: 16.3% ⁽⁶⁾ Diluted: 16.55% ⁽⁷⁾

⁽¹⁾ Comprised of 52,957,733 Shares, 2,000,000 options each of which is exercisable into one Share on exercise of stock options of the Company, exercisable within the next 60 days and warrants exercisable to acquire up to 3,000,000 Shares exercisable within the next 60 days.

⁽²⁾ Based on 106,591,871 Shares outstanding prior to the completion of the Offering.

- (3) Based on 111,591,871 Shares comprised of: 106,591,871 Shares outstanding prior to the completion of the Offering; 2,000,000 options each of which is exercisable into one Share on exercise of stock options of the Company, exercisable within the next 60 days and warrants exercisable to acquire up to 3,000,000 Shares exercisable within the next 60 days.
- (4) Comprised of 52,957,733 Shares, 2,000,000 options each of which is exercisable into one Share on exercise of stock options of the Company, exercisable within the next 60 days, 3,000,000 common shares acquireable on exercise of the warrants underlying the Debenture.
- (5) Comprised of 15,139,963 Shares and warrants exercisable to acquire up to 3,000,000 Shares exercisable within the next 60 days.
- (6) Based on 106,591,871 Shares outstanding following the completion of the Offering.
- (7) Based on 109,591,871 Shares comprised of: (i) 106,591,871 Shares outstanding prior to the completion of the Financing, (ii) 3,000,000 Shares that may be issuable on exercise of stock warrants in the next 60 days.

(e) unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:

With Martin Bedard and Patrice Rainville abstaining, a resolution of the board of directors was passed on February 23, 2017 which approved the Offering and Debt Settlement. No special committee was established in connection with the transaction, and no materially contrary view or abstention was expressed or made by any director.

(f) a summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:

Not applicable.

(g) disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that related to the subject matter of or is otherwise relevant to the transaction:

(i) that has been made in the 24 months before the date of the material change report:

Not applicable.

(ii) the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:

Not applicable.

(h) the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:

inexcorp Inc., a company controlled by insiders of Company and Philip Kirsh, an insider of Company each settled \$375,000 of outstanding loans to Nutaq and released their respective security over the assets of Nutaq in consideration of Debentures in the amount of \$375,000, 750,000 A Warrants and 750,000 B Warrants issued to each of Finexcorp and Mr. Kirsh

(i) disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:

The Offering is exempt from the valuation and minority shareholder approval requirements of MI 61-101 by virtue of the exemptions contained in section 5.5(a) and 5.7(1)(a) of MI 61-101, since neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the Financing, insofar as it involves interested parties, exceeds 25% of the Company's market capitalization.

As this material change report is being filed less than 21 days before the closing of the Financing, there is a requirement under MI 61-101 to explain why the shorter period was reasonable or necessary in the circumstances. In the view of the Company, such shorter period was reasonable and necessary in the circumstances to improve the Company's financial position.

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

Martin Bedard, Co-President/Co-CEO
Patrice Rainville, Co-President/Co-CEO

Telephone: 418.914.7484

Item 9 Date of Report

March 6, 2017

SCHEDULE "A"
NEWS RELEASE



NuRAN Wireless Closes \$3.5M Financing Fully Subscribed

Quebec, QC, February 27th, 2017 - NuRAN Wireless Inc. (“NuRAN” or the “Corporation”) is pleased to announce it has closed its fully subscribed brokered private placement of senior secured convertible debentures (each a “Debenture”) for gross proceeds of \$3,500,000 (the “Offering”) previously announced on February 7, 2017. The net proceeds from the Offering (net of all fees and commissions) are intended to be used for working capital purposes, repayment of debt, acquisition of certain technology, business development, and general and administrative purposes.

In connection with the closing of the Offering, NuRAN entered into an agency agreement with First Republic Capital Corporation (“FRC” or the “Agent”) whereby FRC had been appointed as the lead agent in connection with the Offering. Each Debenture matures 18 months following closing, bears interest at an annual rate of 12% and is convertible, at the option of the Debentureholder, in whole or in part, into common shares in the capital of NuRAN at any time before the maturity date at a price of \$0.25 per common share subject to adjustment in the event that the Corporation issues common shares at a price below \$0.25 per share while the Debenture is outstanding. For each \$0.25 of Debenture purchased, subscribers will receive (i) one-half of one transferable share purchase warrant (an “A Warrant”), with each whole A Warrant entitling the holder thereof to acquire one common share at a price of \$0.30 per warrant share until the date that is 24 months from the closing date; and (ii) one-half of one transferable share purchase warrant (a “B Warrant”), with each whole B Warrant entitling the holder thereof to acquire one warrant share at a price of \$0.45 per share until the date that is 36 months from the closing date. In the event that the closing price of NuRAN’s common shares on the Canadian Securities Exchange is \$0.60 or greater per common share during any twenty (20) consecutive trading days period at any time after 4 months from the Closing Date and within 24 months after the closing date, the B Warrant will expire, at the sole discretion of NuRAN, at 4:00 p.m. (Toronto time) on the 30th day after the date on which NuRAN provides notice of acceleration to the B Warrant holders. The Corporation shall be entitled to prepay the full amount of the Debentures without penalty at any time after 6 months from their issuance date. As a condition of the Debentures and Agency Agreement NuRAN and its wholly owned subsidiary, Nutaq Innovation Inc. (“Nutaq”) granted security over their respective assets by way of Hypothec, NuRAN entered into a general security agreement over all present and after acquired property of NuRAN and Nutaq provided a guarantee securing the obligations of NuRAN under the Debentures.

Also in connection with the Offering, Finexcorp Inc., a company controlled by insiders of NuRAN and Philip Kirsh, an insider of NuRAN each settled \$375,000 of outstanding loans to Nutaq and released their respective security over the assets of Nutaq in consideration of Debentures in the amount of \$375,000 issued to each of Finexcorp and Mr. Kirsh (collectively the “Debt Settlement”).

A commission was paid to the selling agents in connection with the private placement consisting of a cash payment in the aggregate amount of \$185,200 and the issuance of broker warrants entitling the agents to purchase up to 740,800 broker warrants. Each Broker Warrant is exercisable into (a) one common share; (b) one half of one A Warrant; and (c)

one half of one B Warrant, at an exercise price of \$0.25 per Broker Warrant, for a period of 24 months from the closing date. All securities issued pursuant to the Offering are subject to a statutory hold period expiring four months and one day after closing. Garfinkle Biderman LLP acted as counsel for the Agent in connection with the Offering.

None of the securities issued in connection with the financing will be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This press release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

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"). In the absence of exemptions, the Corporation would be required to obtain a formal valuation for, and minority shareholder approval of, the "related party transaction". For these transactions the Corporation relied on the exemption from the formal valuation requirements of MI 61-101 contained in section 5.5(b) of MI 61-101 on the basis that no securities of the Corporation are listed on a specified market set out in such section and the Corporation relied on the exemption from the minority shareholder approval requirements of MI 61-101 contained in Section 5.7(1)(a) of MI 61-101 on the basis that neither the value of the shares issued to, nor the aggregate debt settled with respect to the related parties in connection with the Debt Settlement exceeded 25% of the Corporation's market capitalization. The participants in the Debt Settlement and the extent of such participation were not finalized until shortly before completion of the Debt Settlement and accordingly it was not possible to file a material change report at least 21 days prior to the closing date.

About NuRAN Wireless

NuRAN Wireless, with its wholly owned subsidiary Nutaq Innovation, 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.

Nutaq Innovations is a wholly owned subsidiary of NuRAN Wireless. Nutaq is a leading provider of advanced digital signal processing ("DSP") solutions and wireless technologies, including software defined radios ("SDR"). The Company operates three complementary lines of business; Wireless Network Products, Advanced Development Platforms ("ADP") and Engineering Services.

For further Information about NuRAN Wireless or Nutaq Innovations: www.nuranwireless.com or www.nutaq.com

Martin Bedard 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

or
Direct Financial Strategies and Communication
Frank Candido
Tel: (514)-969-5530
Email: directmtl@gmail.com

or

FIRST REPUBLIC CAPITAL CORPORATION
Richard C. Goldstein
Tel: (416) 957-6303
Email: info@firstrepubliccapital.com
www.firstrepubliccapital.com

No regulatory authority has approved or reviewed the contents of 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. 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 approvals for and to complete the Offering; 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 Corporation’s competition; and the Corporation’s failure to adequately protect its intellectual property; interruption or failure of information technology systems and other risk factors described in the Corporation’s reports filed on SEDAR (www.sedar.com), including its financial statements for the year ended October 31, 2016, 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.