

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

January 15, 2019

Item 3 News Release

A news release was issued on January 15, 2019 via Newswire and was filed on SEDAR.

Item 4 Summary of Material Change

On January 15, 2019, Christian de Faria was appointed as a director of the Company.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the attached news release.

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, President and CEO

Telephone: 418.914.7484

Item 9 Date of Report

January 31, 2019

SCHEDULE "A"
NEWS RELEASES



NuRAN Wireless Appoints Industry Veteran Christian de Faria as New Director

Quebec, QC, January 15th, 2019 – NuRAN Wireless Inc. (“NuRAN Wireless” or the “Company”) ([CSE: NUR](#)) ([OTC: NRRWF](#)) ([FSE: 1RN](#)) is pleased to announce the appointment of telecom industry veteran Christian de Faria as a non-executive director. Based in Kenya, Mr. de Faria has held key executive positions at multiple leading mobile network operators over the past 25 years, including:

- Group Chief Commercial Officer as well as various Vice President and Senior VP positions at [MTN Group](#), the largest telecom operator of Africa with over 230 Million subscribers in Africa, Europe and Asia.
- Chairman of [Bharti Airtel International](#) , with over 400 Million subscribers across South Asia and Africa.
- CEO and Executive Chairman of [Airtel Africa](#); with over 78 Million subscribers in Africa.
- CEO of Axiata, formally known as Telekom Malaysia;
- Vice President Financial Systems at Deutsche Telekom;
- Vice President Special Advisor at [Orange](#) Middle East and Africa; the 12th largest telecom company in the world with over 256 Million subscribers worldwide.

Mr. de Faria has an extensive understanding of the mobile communications industry, with very acute knowledge of the Asian, Middle East and African markets and is uniquely positioned to help NuRAN achieve its growth strategy and become a dominant player in the telecom arena. Mr. De Faria has worked for five of the largest telecom companies in Africa, South Asia, the Middle East and Europe and has a deep understanding of the rural and remote landscape.

“We are very proud and certainly look forward to having Christian join us. The NuRAN Wireless Board welcomes him and looks forward to having access to his wealth of experience. We are convinced that his role in the governance of the company will greatly contribute to NuRAN’s success.” commented Martin Bedard, Chief Executive Officer and President of NuRAN Wireless. “Having world-class leaders such as Christian de Faria to join NuRAN’s Board is a testimony to the Company’s great potential and unique position to reap the benefits of the next telecom wave of mobile connectivity.

About NuRAN Wireless

NuRAN Wireless is a leading supplier of mobile and broadband wireless infrastructure solutions. Its innovative radio access network (RAN), core network, and backhaul products dramatically drop the total cost of ownership, thereby creating new opportunities for established, as well as emerging mobile network operators. Indoor

coverage, isolated rural communities, offshore platforms and ships, NuRAN Wireless helps its customers reach everyone, everywhere.

For further information about NuRAN Wireless;

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

Forward Looking Statements

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, without limitation, statements regarding the timing of the Offering, the use of proceeds from the Offering, and the future plans or prospects of the Company. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "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 information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of NuRAN Wireless Inc., as the case may be, to be materially different from those expressed or implied by such forward-looking information. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual

results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. Other factors which could materially affect such forward-looking information are described in the risk factors in the Company's most recent annual management's discussion and analysis that is available on the Company's profile on SEDAR at www.sedar.com. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.