

Form 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

August 23rd, 2019

Item 3 News Release

News Release issued on August 23rd, 2019 and disseminated through Newsfile and filed on SEDAR. A copy of the news release is attached as Schedule "A".

Item 4 Summary of Material Change

The Company announced that it has entered into a forbearance agreement with a majority of the holders of its previously issued 12% senior secured convertible debentures pursuant to which the majority lenders agreed to waive any default in payment of principal and interest payments due and payable as of August 23, 2019. The majority lenders also agreed to continue to forbear from declaring or acting upon, or exercising related rights or remedies under such creditor's financing agreement until February 23, 2020.

Item 5 Full Description of Material Change

The material change is described in the Company's news release attached hereto as Schedule "A".

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

Not Applicable.

Item 7 Omitted Information

Not Applicable.

Item 8 Executive Officer

Contact: Maxime Dumas, President and CEO
Telephone: (418) 914-7484

Item 9 Date of Report

September 3, 2019

SCHEDULE "A"

See attached.



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NuRAN Reaches

Agreement for Extension of Senior Debenture

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Quebec City, Canada, August 23rd, 2019 – NuRAN Wireless (“NuRAN Wireless” or the “Company”) (CSE: NUR) (OTC: NRRWF) (FSE: 1RN), a leading supplier of mobile and broadband wireless solutions, announces it has entered into a forbearance agreement in connection with its previously issued 12% senior secured convertible debentures (the “Debentures”) pursuant to which the majority lenders agreed to waive any default in payment of principal and interest payments due and payable as of August 23, 2019, and continue to forbear from declaring or acting upon, or exercising related rights or remedies under such creditor’s financing agreement until February 23, 2020.

In consideration of, and conditional to the confirmation from the Majority of Holders on the execution of the forbearance agreement, the Company offered to grant Holders a share purchase warrant (each a “Warrant”) entitling the holder to purchase one common share of the Company at an exercise price of \$0.10 until August 23, 2021 for each \$1.00 of principal amount owing to the Holder under the Debenture for an aggregate total of 3,090,000 warrants. As of the date hereof, the Company has received forbearance agreements from the majority of Holders, thereby granting the Company with an extension of six months before repayment of the principal and any interest due.

“We are glad to have reached agreement to extend the Debenture in such a way, as it provides the Company with the proper conditions and sufficient time to structure its debt financing under favorable conditions”, stated Maxime Dumas, President and CEO of NuRAN Wireless, Inc.

[About NuRAN Wireless](#)

For further information about NuRAN Wireless;

www.nuranwireless.com