Form 45-106F1 Report of Exempt Distribution

A. General Instructions

1. Filing instructions

An issuer or underwriter that is required to file a report of exempt distribution and pay the applicable fee must file the report and pay the fee as follows:

- In British Columbia through BCSC eServices at http://www.bcsc.bc.ca.
- In Ontario through the online e-form available at http://www.osc.gov.on.ca.
- In all other jurisdictions through the System for Electronic Document Analysis and Retrieval (SEDAR) in accordance with National Instrument 13-101 System for Electronic Document Analysis and Retrieval (SEDAR) if required, or otherwise with the securities regulatory authority or regulator, as applicable, in the applicable jurisdictions at the addresses listed at the end of this form.

The issuer or underwriter must file the report in a jurisdiction of Canada if the distribution occurs in the jurisdiction. If a distribution is made in more than one jurisdiction of Canada, the issuer or underwriter may satisfy its obligation to file the report by completing a single report identifying all purchasers, and file the report in each jurisdiction of Canada in which the distribution occurs. Filing fees payable in a particular jurisdiction are not affected by identifying all purchasers in a single report.

In order to determine the applicable fee in a particular jurisdiction of Canada, consult the securities legislation of that jurisdiction.

2. Issuers located outside of Canada

If an issuer located outside of Canada determines that a distribution has taken place in a jurisdiction of Canada, include information about purchasers resident in that jurisdiction only.

3. Multiple distributions

An issuer may use one report for multiple distributions occurring within 10 days of each other, provided the report is filed on or before the 10th day following the first distribution date. However, an investment fund issuer that is relying on the exemptions set out in subsection 6.2(2) of NI 45-106 may file the report annually in accordance with that subsection.

4. References to purchaser

References to a purchaser in this form are to the beneficial owner of the securities.

However, if a trust company, trust corporation, or registered adviser described in paragraph (p) or (q) of the definition of "accredited investor" in section 1.1 of NI 45-106 has purchased the securities on behalf of a fully managed account, provide information about the trust company, trust corporation or registered adviser only; do not include information about the beneficial owner of the fully managed account.

5. References to issuer

References to "issuer" in this form include an investment fund issuer and a non-investment fund issuer, unless otherwise specified.

6. Investment fund issuers

If the issuer is an investment fund, complete Items 1-3, 6-8, 10, 11 and Schedule 1 of this form.

7. Mortgage investment entities

If the issuer is a mortgage investment entity, complete all applicable items of this form other than Item 6.

8. Language

The report must be filed in English or in French. In Québec, the issuer or underwriter must comply with linguistic rights and obligations prescribed by Québec law.

9. Currency

All dollar amounts in the report must be in Canadian dollars. If the distribution was made or any compensation was paid in connection with the distribution in a foreign currency, convert the currency to Canadian dollars using the daily noon exchange rate of the Bank of Canada on the distribution date. If the distribution date occurs on a date when the daily noon exchange rate of the Bank of Canada is not available, convert the currency to Canadian dollars using the most recent closing exchange rate of the Bank of Canada available before the distribution date. For investment funds in continuous distribution, convert the currency to Canadian dollars using the average daily noon exchange rate of the Bank of Canada for the distribution period covered by the report.

If the Bank of Canada no longer publishes a daily noon exchange rate and closing exchange rate, convert foreign currency using the daily single indicative exchange rate of the Bank of Canada in the same manner described in each of the three scenarios above.

If the distribution was not made in Canadian dollars, provide the foreign currency in Item 7(a) of the report.

10. Date of information in report

Unless otherwise indicated in this form, provide the information as of the distribution end date.

11. Date of formation

For the date of formation, provide the date on which the issuer was incorporated, continued or organized (formed). If the issuer resulted from an amalgamation, arrangement, merger or reorganization, provide the date of the most recent amalgamation, arrangement, merger or reorganization.

12. Security codes

Wherever this form requires disclosure of the type of security, use the following security codes:

Security code	Security type
BND	Bonds
CER	Certificates (including pass-through certificates, trust certificates)
CMS	Common shares
CVD	Convertible debentures
CVN	Convertible notes
CVP	Convertible preferred shares
DEB	Debentures
FTS	Flow-through shares
FTU	Flow-through units
LPU	Limited partnership units
NOT	Notes (include all types of notes except convertible notes)
OPT	Options
PRS	Preferred shares
RTS	Rights
UBS	Units of bundled securities (such as a unit consisting of a common share and a warrant)
UNT	Units (exclude units of bundled securities, include trust units and mutual fund units)
WNT	Warrants
ОТН	Other securities not included above (if selected, provide details of security type in Item 7d)

B. Terms used in the form

1. For the purposes of this form:

"designated foreign jurisdiction" means Australia, France, Germany, Hong Kong, Italy, Japan, Mexico, the Netherlands, New Zealand, Singapore, South Africa, Spain, Sweden, Switzerland or the United Kingdom of Great Britain and Northern Ireland;

"eligible foreign security" means a security offered primarily in a foreign jurisdiction as part of a distribution of securities in either of the following circumstances:

- (a) the security is issued by an issuer
 - (i) that is incorporated, formed or created under the laws of a foreign jurisdiction,
 - (ii) that is not a reporting issuer in a jurisdiction of Canada,
 - (iii) that has its head office outside of Canada, and
 - (iv) that has a majority of the executive officers and a majority of the directors ordinarily resident outside of Canada;
- (b) the security is issued or guaranteed by the government of a foreign jurisdiction;

"foreign public issuer" means an issuer where any of the following apply:

- (a) the issuer has a class of securities registered under section 12 of the 1934 Act;
- (b) the issuer is required to file reports under section 15(d) of the 1934 Act;
- (c) the issuer is required to provide disclosure relating to the issuer and the trading in its securities to the public, to security holders of the issuer or to a regulatory authority and that disclosure is publicly available in a designated foreign jurisdiction;

"legal entity identifier" means a unique identification code assigned to the person

- (a) in accordance with the standards set by the Global Legal Entity Identifier System, or
- (b) that complies with the standards established by the Legal Entity Identifier Regulatory Oversight Committee for pre-legal entity identifiers;

"permitted client" has the same meaning as in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations;

"SEDAR profile" means a filer profile required under section 5.1 of National Instrument 13-101 System for Electronic Document Analysis and Retrieval (SEDAR).

- **2.** For the purposes of this form, a person is connected with an issuer or an investment fund manager if either of the following applies:
 - (a) one of them is controlled by the other;
 - (b) each of them is controlled by the same person.

Form 45-106F1 Report of Exempt Distribution

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

ITEM 1 – REPORT TYPE							
New report x Amended report If amended, provide filing date of report that is being amended. 2021 07 19 (YYYY-MM-DD)							
ITEM 2 - PARTY CERTIFYING THE REPORT							
Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106. Investment fund issuer X Issuer (other than an investment fund) Underwriter							
ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS							
Provide the following information about the issuer, or if the issuer is an investment fund, about the fund. Full legal name Nuran Wireless Inc.							
Previous full legal name							
If the issuer's name changed in the last 12 months, provide most recent previous legal name.							
Website www.nuranwireless.com (if applicable)							
If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier".							
Legal entity identifier							
ITEM 4 - UNDERWRITER INFORMATION							
If an underwriter is completing the report, provide the underwriter's full legal name and firm National Registration Database (NRD) number.							
Full legal name							
Firm NRD number (if applicable)							
If the underwriter does not have a firm NRD number, provide the head office contact information of the underwriter.							
Street address							
Municipality Province/State							
Country Postal code/Zip code							
Telephone number Website (if applicable	3)						

If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6. a) Primary industry Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to Statistics Canada's NAICS industry search tool. NAICS Industry code	ITEM 5 – ISSUER INFORMATION						
Provide the issuer's North American Industry Classification Standard (NAICS) cade (6 digits only) that corresponds to the issuer's primary business activity. For more information on finding the NAICS industry code go to Statistics Canada's NAICS industry search tool. NAICS industry code If the issuer is in the mining industry, indicate the stage of operations. NAICS industry, select the category that best describes the issuer's stage of operations. Exploration Development Production Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply. Mortgages Real estate Commercial/business debt Consumer debt Private companies Di Number of employees Number of employees Number of employees: 0 - 49	If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.						
activity. For more information on finding the NAICS industry code NAICS industry code	a) Primary industry						
If the issuer is in the mining industry, indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations. Exploration							
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Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply. Mortgages							
Mortgages Real estate Commercial/business debt Consumer debt Private companies b) Number of employees Number of employees: 0 - 49 50 - 99 100 - 499 500 or more c) SEDAR profile number Does the issuer have a SEDAR profile? No X Yes If yes, provide SEDAR profile number 0 0 0 3 6 9 9 7 If the issuer does not have a SEDAR profile complete Item 5(d) - (h). d) Head office address Street address Street address Municipality Postal code/Zip code Country Telephone number e) Date of formation and financial year-end Date of formation issuer in any jurisdiction of Canada? No Yes If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer. All AB BC MB NB NB NL NT NS NU ON PE QC SK YT g) Public listing status If the issuer has a CUSIP number, provide below (first 6 digits only) CUSIP number If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems. Exchange names h) Size of itsuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets are the distribution end date.	Exploration Development Production						
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Number of employees:							
c) SEDAR profile number Does the issuer have a SEDAR profile? No	b) Number of employees						
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Street address	If the issuer does not have a SEDAR profile complete Item 5(d) – (h).						
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g) Public listing status If the issuer has a CUSIP number, provide below (first 6 digits only) CUSIP number If the issuer is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges for which the issuer has applied for and received a listing, which excludes, for example, automated trading systems. Exchange names h) Size of issuer's assets Select the size of the issuer's assets for its most recent financial year-end (Canadian \$). If the issuer has not existed for a full financial year, provide the size of the issuer's assets at the distribution end date.	AII BC MB NB NT						
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size of the issuer's assets at the distribution end date.	h) Size of issuer's assets						
	· · · · · · · · · · · · · · · · · · ·						
\$100M to under \$500M \$500M to under \$1B \$1B or over							

ITEM 6 – INVESTMENT FUND ISSUER INFORMATION						
If the issuer is an investment fund, provide the following information.						
a) Investment fund manager information						
Full legal name						
Firm NRD Number (if applicable)						
If the investment fund manager does not have a firm NRD number, provide the head office contact information of the investment fund manager.						
Street Address						
Municipality Province/State						
Country Postal code/Zip code						
Telephone number Website (if applicable)						
b) Type of investment fund						
Type of investment fund that most accurately identifies the issuer (select only one).						
Money market Equity Fixed income						
Balanced Alternative strategies Other (describe)						
Indicate whether one or both of the following apply to the investment fund.						
Invests primarily in other investment fund issuers						
Is a UCITs Fund ¹						
¹ Undertaking for the Collective Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union (EU) directives that allow collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.						
c) Date of formation and financial year-end of the investment fund						
Date of formation Financial year-end MM DD						
d) Reporting issuer status of the investment fund						
Is the investment fund a reporting issuer in any jurisdiction of Canada? No Yes						
If yes, select the jurisdictions of Canada in which the investment fund is a reporting issuer.						
AII AB BC MB NB NL NT						
NS NU ON PE QC SK YT						
e) Public listing status of the investment fund If the investment fund has a CUSID number provide helevy (first 6 digits only)						
If the investment fund has a CUSIP number, provide below (first 6 digits only). CUSIP number						
If the investment fund is publicly listed, provide the names of all exchanges on which its securities are listed. Include only the names of exchanges						
for which the investment fund has applied for and received a listing, which excludes, for example, automated trading systems.						
Exchange names						
f) Net asset value (NAV) of the investment fund						
Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian \$).						
\$0 to under \$5M \$5M to under \$25M \$25M to under \$100M						
\$100M to under \$500M \$500M to under \$1B \$1B or over Date of NAV calculation: YYYY MM DD						

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees, which should be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

a) Currency						
Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars. X Canadian dollar Euro Other (describe)						
b) Distribution date(s)						
State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.						
Start date 2021 07 09 YYYY MM DD End date 2021 07 09 YYYY MM DD						
c) Detailed purchaser information						

Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.

Types of securities distributed

Provide the following information for all distributions that take place in a jurisdiction of Canada on a per security basis. Refer to Part A of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

							Canadian	\$
Security code		Y I I I I I I I I I I I I I I I I I I I		Single or lowest price	Highest price	Total amount		
U	N	Т		Each unit consists of one common share and one common share purchase warrant. Each whole warrant entitles the holder to purchase one additional share of the Issuer at an exercise price of \$2.40 per share for a period of two years.	4,818,930	\$1.53		\$7,372,963
С	М	S		Common Shares	2,432,379	\$1.53		\$3,721,540

Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Sec	Security code		curity code Underlying security code			e price dian \$)	Expiry date	Conversion	Describe other terms (if applicable)	
	,		sec	urity c	oae	Lowest	Highest	(YYYY-MM-DD)	ratio	, , , ,
W	N	Т	С	М	S	\$2.40	\$2.40	2023-07-09	1:1	

Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction.

For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Exemption relied on	Number of purchasers	Total amount (Canadian \$)
Alberta	NI 45-106 2.5 [family, friends and business associates]	1	\$4,590
Alberta	NI 45-106 2.3 [accredited investor]	6	\$90,423
British Columbia	NI 45-106 2.3 [accredited investor]	18	\$393,623
Ontario	NI 45-106 2.3 [accredited investor]	27	\$5,153,600
Ontario	NI 45-106 2.5 [family, friends and business associates]	3	\$66,555
Quebec	NI 45-106 2.3 [accredited investor]	39	\$1,270,228
Quebec	NI 45-106 2.5 [family, friends and business associates]	1	\$19,999

New Brunswick	NI 45-106 2.3 [accredited investor]	1	\$9,180
Spain	NI 45-106 2.3 [accredited investor]	1	\$22,950
United Kingdom	NI 45-106 2.3 [accredited investor]	2	\$24,996
United Kingdom	NI 45-106 2.5 [family, friends and business associates]	1	\$19,999
Belgium	NI 45-106 2.3 [accredited investor]	1	\$9,180
Switzerland	NI 45-106 2.3 [accredited investor]	1	\$9,180
Israel	NI 45-106 2.3 [accredited investor]	1	\$4,000,000
	Total dollar amount of sec	urities distributed	\$11,094,503
	Total number of unique purchasers ²	103	

²In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides.³ If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Net proceeds (Canadian \$)

^{3&}quot;Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

	Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)
1.				
2.				
3.				

Item 8 – Compensation Information								
	Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.							
Indicate whether any compensation was paid No X Yes	Indicate whether any compensation was paid, or will be paid, in connection with the distribution.							
a) Name of person compensate	d and registration statu	S						
Indicate whether the person compensated is a registrant. No x Yes								
If the person compensated is an individual, p	provide the name of the ind	lividual.						
Full legal name of individual								
	Family name	First given name	Secondary given names					
If the person compensated is not an individual, provide the following information.								

Full legal name of non-individual Hampton Sec	curities Ltd.						
Firm NRD number 0 0 0	Firm NRD number 0 0 0 2 8 9 0 (if applicable)						
Indicate whether the person compensated facilitated the distribution X No Yes							
b) Business contact information							
If a firm NRD number is not provided in Item 8(a), provide the busine	ss contact information of the person being compensated.						
Street address							
Municipality	Province/State						
Country	Postal code/Zip code						
Email address	Telephone number						
c) Relationship to issuer or investment fund manager							
Indicate the person's relationship with the issuer or investment fund of the Instructions and the meaning of "control" in section 1.4 of NI 4 Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment Employee of the issuer or investment fund manager							
x None of the above							
d) Compensation details							
in Canadian dollars. Include cash commissions, securities-based compservices incidental to the distribution, such as clerical, printing, legal or report on, internal allocation arrangements with the directors, officers. Cash commissions paid 26,239.50 Value of all securities distributed as compensation ⁴ Describe terms of warrants, options or other rights Other compensation paid 26,239.50 Check box if the person will or may receive any deferred	Security code 1 Security code 2 Security code 3 W N T 17,150 Finder's Warrants. Each warrant entitles the holder to purchase one additional share of the Issuer at an exercise price of \$2.40 per share for a period of two years.						
a) Name of person compensated and registration state	rus						
Firm NRD number 0 0 2	First given name Secondary given names information. C Capital Corp. 7 2 7 0 (if applicable)						
Indicate whether the person compensated facilitated the distribution X No Yes	иновун в јинвину ронаког ин инетес-разеа portat.						
b) Business contact information							

Street address								
Municipality	Province/State							
Country	Postal code/Zip code							
Email address	Telephone number							
c) Relationship to issuer or investment fund manage	r							
Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager Insider of the issuer (other than an investment fund) Director or officer of the investment fund or investment fund manager Employee of the issuer or investment fund manager X None of the above								
d) Compensation details								
in Canadian dollars. Include cash commissions, securities-based comservices incidental to the distribution, such as clerical, printing, legal report on, internal allocation arrangements with the directors, office. Cash commissions paid 43,681.75	Security code 1 Security code 2 Security code 3							
as compensation ⁴	Security codes W N T							
Describe terms of warrants, options or other right Other compensation ⁵ Describ	exercise price of \$2.40 per share for a period of two years.							
Total compensation paid 43,681.75								
Check box if the person will or may receive any deferred	d compensation (describe the terms below) ding options, warrants or other rights exercisable to acquire additional securities of the issuer.							
	g options, warrants or other rights exercisable to acquire additional securities of the issuer.							
a) Name of person compensated and registration sta	ntus							
Indicate whether the person compensated is a registrant. No x Yes If the person compensated is an individual, provide the name of the	individual							
Full legal name of individual	and videals.							
Family name First given name Secondary given names								
If the person compensated is not an individual, provide the following information.								
Full legal name of non-individual Raymond James Ltd.								
Firm NRD number 0 0 0	8 2 4 0 (if applicable)							
Indicate whether the person compensated facilitated the distribution X No Yes	Indicate whether the person compensated facilitated the distribution through a funding portal or an internet-based portal.							
b) Business contact information								
If a firm NRD number is not provided in Item 8(a), provide the busin. Street address	ess contact information of the person being compensated.							
Municipality	Province/State							
Country	Postal code/Zip code							
Email address	Telephone number							

c) Relationship to issuer or investment fund manager							
of the Instructions and the meaning of "control" in	Indicate the person's relationship with the issuer or investment fund manager (select all that apply). Refer to the meaning of "connected" in Part B(2) of the Instructions and the meaning of "control" in section 1.4 of NI 45-106 for the purposes of completing this section. Connected with the issuer or investment fund manager						
Insider of the issuer (other than an in	vestment fund)						
Director or officer of the investment for	und or investment fo	und manage	r				
Employee of the issuer or investment	t fund manager						
x None of the above							
d) Compensation details							
Provide details of all compensation paid, or to be p in Canadian dollars. Include cash commissions, sec services incidental to the distribution, such as cleric report on, internal allocation arrangements with the Cash commissions paid 20,670.30	urities-based compe al, printing, legal or	ensation, gifts accounting	s, discounts or other services. An issuer is	r compensation. Do no s not required to ask f	ot report payments for for details about, or		
Value of all securities distributed	_ 		Security code 1	Security code 2	Security code 3		
as compensation ⁴	Sec	curity codes	W N T				
				s. Each warrant en			
Describe terms of warrants, opti	ons or other rights			tional share of the er share for a perio			
Other compensation ⁵	Describe						
Total compensation paid 20,670.30							
Check box if the person will or may rec	eive any deferred co	ompensation	(describe the tern	ns below)			
⁴ Provide the aggregate value of all securities distributed as co Indicate the security codes for all securities distributed as co							
⁵ Do not include deferred compensation.							
a) Name of person compensated and	registration statu	s					
Indicate whether the person compensated is a regis	-						
If the person compensated is an individual, provide	the name of the inc	dividual.					
Full legal name of individual			ent eiven nome	Secondary sixon			
If the person compensated is not an individual, pro	family name vide the followina in		rst given name	Secondary given	names		
Full legal name of non-individual							
Firm NRD number	0 0 0	5 2	9 0 (if appli	cable)			
Indicate whether the person compensated facilitate X No Yes	d the distribution th	rough a fund	ding portal or an in	ternet-based portal.			
b) Business contact information							
If a firm NRD number is not provided in Item 8(a), provide the business contact information of the person being compensated.							
Street address Municipality Drawings (State							
Municipality]]	Province/State				
Email address	Country Postal code/Zip code						
c) Relationship to issuer or investmen	t fund manager] 16	elephone numbe	' [
Indicate the person's relationship with the issuer or		anaaer (selec	t all that apply). Re	fer to the meanina of	"connected" in Part B(2)		
of the Instructions and the meaning of "control" in Connected with the issuer or investment	section 1.4 of NI 45-				(,		
Insider of the issuer (other than an in	vestment fund)						
Director or officer of the investment fund or investment fund manager							

Employee of the issu	er or investment	fund manager										
x None of the above												
d) Compensation details												
Provide details of all compensation in Canadian dollars. Include cash c services incidental to the distribution report on, internal allocation arrantical Cash commissions paid	ommissions, secu on, such as clerica	rities-based compe l, printing, legal or	nsation, gifts accounting s	s, discoi services	unts or s. An iss	other is	comper not req	nsation. Juired to	Do no ask fo	t repoi or deta	rt payn ils abo	nents for
Value of all securities distributed		_		Sec	urity cod	de 1	Seci	urity code	e 2	Secu	urity cod	de 3
as compensation ⁴		Sec	urity codes	W	N	Т						
Describe terms of	of warrants, optio	ns or other rights	1,400 Fir purchas pric	e one	additio	onal s	hare c		ssuer	at an	exerc	
Other compensation ⁵		Describe										
Total compensation paid	2,142											
Check box if the person 4Provide the aggregate value of all securit Indicate the security codes for all securities 5Do not include deferred compensation.	ties distributed as co	mpensation, excluding	options, warra	ants or o	ther righ	ts exerc	isable to	acquire a	addition Iditional	al secu securiti	rities of ies of the	the issuer. e issuer.
a) Name of person com	pensated and r	egistration statu	S									
Indicate whether the person compe No x Yes If the person compensated is an inc			lividual									
Full legal name of individu		ne name of the tha	TVICIOUI.									
T dil logal hamo of marvida		mily name	Fi	rst giver	n name		Se	econdary	given ı	names		
If the person compensated is not a	n individual, provi	ide the following in	formation.									
Full legal name of	non-individual	Leede Gable J	ones									
Firm	NRD number	0 0 0	5 7	7 () (if	applic	able)					
Indicate whether the person compe		the distribution th			` `			ased poi	rtal.			
b) Business contact info	ormation											
If a firm NRD number is not provid	ed in Item 8(a), pi	rovide the business	contact info	rmatio	n of the	e perso	n being	g compe	ensatea			
Street address												
Municipality				Pro	vince/	State						
Country [Pos	tal cod	de/Zip	code						
Email address			Te	elepho	ne nu	mber						
c) Relationship to issuer or investment fund manager												
Indicate the person's relationship won of the Instructions and the meaning Connected with the is Insider of the issuer (g of "control" in se ssuer or investme	ection 1.4 of NI 45- ent fund manager								"conne	ected" i	in Part B(2)
Director or officer of t			ınd manage	r								
Employee of the issu												
X None of the above												
d) Compensation details	S											

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or

report on, internal allocation arrar	ngements with the o	directors, officers o	or employees	s of a non-i	ndividual	compensated by the issu	uer.
Cash commissions paid	17,296.65						
Value of all securities distributed		Sec	curity codes	Security	code 1	Security code 2	Security code 3
as compensation ⁴		360		W			
Describe terms	of warrants, option	ns or other rights				Each warrant entitle onal share of the Issu	
	. ,	Ü				r share for a period c	
Other compensation ⁵		Describe					
Total compensation paid	17,296.65						
Check box if the perso	n will or may receiv	ve any deferred co	ompensation	n (describe	the terms	s below)	
⁴ Provide the aggregate value of all secur							
Indicate the security codes for all securiti 5Do not include deferred compensation.	es distributed as comp	pensation, <u>including o</u>	ptions, warrani	ts or other rig	hts exercisa	able to acquire additional sec	curities of the issuer.
,							
a) Name of person com	pensated and re	egistration statu	s				
Indicate whether the person comp	ensated is a registro	ant.					
No x Yes If the person compensated is an in	dividual provide th	ne name of the inc	dividual				
Full legal name of individu	·	ie name of the tha	avidudi.				
		mily name		rst given nar	ne	Secondary given nar	nes
If the person compensated is not a Full legal name of	· -	de the following in Canaccord Ge					
	NRD number	0 0 0	0 9	0 0	/if applie	abla)	
Indicate whether the person comp			- -		(if application or an inte		
x No Yes	· 			<u> </u>		, 	
b) Business contact info							
If a firm NRD number is not provide Street address	led in Item 8(a), pro	ovide the business	contact info	ormation of	the perso	n being compensated.	
Municipality]	Provinc	ce/State		
Country			Pos	tal code/Z	Zip code		
Email address] Te	elephone	number		
c) Relationship to issue		-					
Indicate the person's relationship wonder of the Instructions and the meaning Connected with the in	g of "control" in se	ction 1.4 of NI 45-					nnected" in Part B(2)
Insider of the issuer	other than an inve	estment fund)					
Director or officer of	the investment fun	d or investment fo	und manage	er			
Employee of the issuer or investment fund manager							
x None of the above							
d) Compensation detail	S						
Provide details of all compensation in Canadian dollars. Include cash of							
services incidental to the distribution report on, internal allocation arran Cash commissions paid	on, such as clerical,	, printing, legal or	accounting .	services. Ar	issuer is	not required to ask for a	letails about, or
report on, internal allocation arrar	on, such as clerical, ngements with the o	, printing, legal or directors, officers c	accounting .	services. Ar	n issuer is ndividual	not required to ask for a compensated by the issu	letails about, or

			purchase one			of the Issuer of the Issuer			ise
Other compensation ⁵		Describe	price or c	β2.40 pe	i shale it	л а репоц с	or two	ycars.	
Total compensation paid	9,531.90	20001120							
Check box if the persor	,	ive any deferred co	omnensation (des	crihe the	terms held	ow)			
Check box ii the person	wiii or may recei	ive any deterred ee	inpensation (des	cribe trie	terris bere	,,,,			
⁴ Provide the aggregate value of all securition indicate the security codes for all securities Do not include deferred compensation.									
ITEM 9 – DIRECTORS, EX	ECUTIVE OFF	ICERS AND PRO	OMOTERS OF	THE ISS	SUER				
If the issuer is an investment fur									
Indicate whether the issuer is any o									
x Reporting issuer in any jui	-								
Foreign public issuer									
Wholly owned subsidiary	of a reporting issu	uer in any jurisdicti	on of Canada ⁶						
· —	me of reporting is		-						
Wholly owned subsidiary	of a foreign public	c issuer ⁶							
Provide name o	of foreign public is	ssuer							
Issuer distributing eligible	foreign securities	only to permitted	clients ⁷						
If the issuer is at least one of the ⁶ An issuer is a wholly owned subsidiary of law to be owned by its directors, are bene ⁷ Check this box if it applies to the current of "eligible foreign security" and "permitted	f a reporting issuer o ficially owned by the distribution even if th	r a foreign public issue reporting issuer or the ne issuer made previou	er if all of the issuer's e foreign public issuer	outstanding r, respective	g voting secu ely.				, ,
If the issuer is none of th		<u> </u>		(c).					
a) Directors, executive of	officers and pro	moters of the iss	suer						
Provide the following information partitions, otherwise state the country.					fficer, "P" -	- Promoter.		e the pro	ovince or
Organization or company nam	e Family nai	me First give	en Secondary name		en residential (select all		issuer	uer all that	
					Province	or country	D	0	Р
b) Promoter information		l .							<u></u>
If the promoter listed above is not a locations within Canada, state the Officer.	ın individual, prov								
Organization or company nam	e Family nai	me First giver	Secondary given names	jurisd indi	dential iction of vidual	Relation (select one		promot if appli	

country

c) Residential address of each individual

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer or director of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may not be delegated to an agent or other individual preparing the report on behalf of the issuer or underwriter. If the individual completing and filing the report is different from the individual certifying the report, provide their name and contact details in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT

By completing the information below, I certify to the securities regulatory authority or regulator that:

- I have read and understand this report; and
- all of the information provided in this report is true.

Full legal name	<u>Letouneau</u>	Francis					
	Family name	First given nam	е	Secondary given names			
Title	CEO						
Name of issuer/underwriter/ investment fund manager	Nuran Wireless Inc.						
Telephone number	418-264-1337	Email address	francis.letourneau@nuranwireless com				
Signature	/s/ "Francis Letourneau"	Date 2021 08		20			
			YYYY	MM	DD		

ITEM 11 – CONTACT PERSO	١C	۱
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Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as ind	ividual certifying the re	port			
Full legal name	Rahmani	Shamim		Title	Legal Assistant
	Family name	First given nam	Secondary given names	ven	
Name of company		Boughton	Law Corporation		
Telephone number	604-605-5629		Email address	srahmani@bou	ghtonlaw.com

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

SCHEDULE 1 TO FORM 45-106F1 (CONFIDENTIAL PURCHASER INFORMATION)

Schedule 1 must be filed in the format of an Excel spreadsheet in a form acceptable to the securities regulatory authority or regulator.

The information in this schedule will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

a) General information (provide only once)

- 1. Name of issuer
- 2. Certification date (YYYY-MM-DD)

Provide the following information for each purchaser that participated in the distribution. For each purchaser, create separate entries for each distribution date, security type and exemption relied on for the distribution.

b) Legal name of purchaser

- 1. Family name
- 2. First given name
- 3. Secondary given names
- 4. Full legal name of non-individual (if applicable)

c) Contact information of purchaser

- 1. Residential street address
- 2. Municipality
- 3. Province/State
- 4. Postal code/Zip code
- 5. Country
- 6. Telephone number
- 7. Email address (if available)

d) Details of securities purchased

- 1. Date of distribution (YYYY-MM-DD)
- 2. Number of securities
- 3. Security code
- 4. Amount paid (Canadian \$)

e) Details of exemption relied on

- 1. Rule, section and subsection number
- 2. If relying on section 2.3 [Accredited investor] of NI 45-106, provide the paragraph number in the definition of "accredited investor" in section 1.1 of NI 45-106 that applies to the purchaser. (select only one)
- 3. If relying on section 2.5 [Family, friends and business associates] of NI 45-106, provide:
 - a. the paragraph number in subsection 2.5(1) that applies to the purchaser (select only one); and
 - b. if relying on paragraphs 2.5(1)(b) to (i), provide:
 - i. the name of the director, executive officer, control person, or founder of the issuer or affiliate of the issuer claiming a relationship to the purchaser. (Note: if Item 9(a) has been completed, the name of the director, executive officer or control person must be consistent with the name provided in Item 9 and Schedule 2.)
 - ii. the position of the director, executive officer, control person, or founder of the issuer or affiliate of the issuer claiming a relationship to the purchaser.
- 4. If relying on subsection 2.9(2) or, in Alberta, New Brunswick, Nova Scotia, Ontario, Québec, or Saskatchewan, subsection 2.9(2.1) [Offering memorandum] of NI 45-106 and the purchaser is an eligible investor, provide the paragraph number in the definition of "eligible investor" in section 1.1 of NI 45-106 that applies to the purchaser. (select only one)

f) Other information

- 1. Is the purchaser a registrant? (Y/N)
- 2. Is the purchaser an insider of the issuer? (Y/N) (not applicable if the issuer is an investment fund)
- 3. Full legal name of person compensated for distribution to purchaser. If the person compensated is a registered firm, provide the firm NRD number only. (Note: the name must be consistent with name of the person compensated as provided in Item 8.)

INSTRUCTIONS FOR SCHEDULE 1

Any securities issued as payment for commissions or finder's fees must be disclosed in Item 8 of the report, not in Schedule 1.

Details of exemption relied on – When identifying the exemption the issuer relied on for the distribution to each purchaser, refer to the rule, statute or instrument in which the exemption is provided and identify the specific section and, if applicable, subsection or paragraph. For example, if the issuer is relying on an exemption in a National Instrument, refer to the number of the National Instrument, and the subsection or paragraph number of the specific provision. If the issuer is relying on an exemption in a local blanket order, refer to the blanket order by number.

For exemptions that require the purchaser to meet certain characteristics, such as the exemption in section 2.3 [Accredited investor], section 2.5 [Family, friends and business associates] or subsection 2.9(2) or, in Alberta, New Brunswick, Nova Scotia, Ontario, Québec, or Saskatchewan, subsection 2.9(2.1) [Offering memorandum] of NI 45-106, provide the specific paragraph in the definition of those terms that applies to each purchaser.

Reports filed under paragraph 6.1(1)(j) [TSX Venture Exchange offering] of NI 45-106 – For reports filed under paragraph 6.1(1)(j) [TSX Venture Exchange offering] of NI 45-106, Schedule 1 needs to list the total number of purchasers by jurisdiction only, and is not required to include the name, residential address, telephone number or email address of the purchasers.

SCHEDULE 2 TO FORM 45-106F1 (CONFIDENTIAL DIRECTOR, EXECUTIVE OFFICER, PROMOTER AND CONTROL PERSON INFORMATION)

Schedule 2 must be filed in the format of an Excel spreadsheet in a form acceptable to the securities regulatory authority or regulator.

Complete the following only if Item 9(a) is required to be completed. This schedule also requires information to be provided about control persons of the issuer at the time of the distribution.

The information in this schedule will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

a) General information (provide only once)

- 1. Name of issuer
- 2. Certification date (YYYY-MM-DD)

b) Business contact information of Chief Executive Officer (if not provided in Item 10 or 11 of report)

- 1. Email address
- 2. Telephone number

c) Residential address of directors, executive officers, promoters and control persons of the issuer

Provide the following information for each individual who is a director, executive officer, promoter or control person of the issuer at the time of the distribution. If the promoter or control person is not an individual, provide the following information for each director and executive officer of the promoter and control person. (Note: names of directors, executive officers and promoters must be consistent with the information in Item 9 of the report, if required to be provided.)

- 1. Family name
- 2. First given name
- 3. Secondary given names
- 4. Residential street address
- 5. Municipality
- 6. Province/State
- 7. Postal code/Zip code
- 8. Country
- 9. Indicate whether the individual is a control person, or a director and/or executive officer of a control person (*if applicable*)

d) Non-individual control persons (if applicable)

If the control person is not an individual, provide the following information. For locations within Canada, state the province or territory, otherwise state the country.

- 1. Organization or company name
- 2. Province or country of business location

Questions:

Refer any questions to:

Alberta Securities Commission

Suite 600, 250 – 5th Street SW Calgary, Alberta T2P 0R4 Telephone: (403) 297-6454

Toll free in Canada: 1-877-355-0585

Facsimile: (403) 297-2082

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre 701 West Georgia Street

Vancouver, British Columbia V7Y 1L2

Inquiries: (604) 899-6854

Toll free in Canada: 1-800-373-6393

Facsimile: (604) 899-6581 Email: inquiries@bcsc.bc.ca

The Manitoba Securities Commission

500 – 400 St. Mary Avenue Winnipeg, Manitoba R3C 4K5 Telephone: (204) 945-2548

Toll free in Manitoba 1-800-655-5244

Facsimile: (204) 945-0330

Financial and Consumer Services Commission (New Brunswick)

85 Charlotte Street, Suite 300 Saint John, New Brunswick E2L 2J2 Telephone: (506) 658-3060 Toll free in Canada: 1-866-933-2222

Ton free in Canada: 1-800-933-222

Facsimile: (506) 658-3059 Email: info@fcnb.ca

Government of Newfoundland and Labrador Financial Services Regulation Division

P.O. Box 8700 Confederation Building 2nd Floor, West Block Prince Philip Drive

St. John's, Newfoundland and Labrador A1B 4J6

Attention: Director of Securities Telephone: (709) 729-4189 Facsimile: (709) 729-6187

Government of the Northwest Territories Office of the Superintendent of Securities

P.O. Box 1320

Yellowknife, Northwest Territories X1A 2L9

Attention: Deputy Superintendent, Legal & Enforcement

Telephone: (867) 920-8984 Facsimile: (867) 873-0243

Nova Scotia Securities Commission

Suite 400, 5251 Duke Street Duke Tower

P.O. Box 458

Halifax, Nova Scotia B3J 2P8 Telephone: (902) 424-7768 Facsimile: (902) 424-4625

Government of Nunavut Department of Justice

Legal Registries Division P.O. Box 1000, Station 570 1st Floor, Brown Building Iqaluit, Nunavut XOA 0H0 Telephone: (867) 975-6590 Facsimile: (867) 975-6594

Ontario Securities Commission

20 Queen Street West, 22nd Floor Toronto, Ontario M5H 3S8 Telephone: (416) 593- 8314 Toll free in Canada: 1-877-785-1555

Facsimile: (416) 593-8122

Email: exemptmarketfilings@osc.gov.on.ca

Public official contact regarding indirect collection of information:

Inquiries Officer

Prince Edward Island Securities Office

95 Rochford Street, 4th Floor Shaw Building

P.O. Box 2000

Charlottetown, Prince Edward Island C1A 7N8

Telephone: (902) 368-4569 Facsimile: (902) 368-5283

Autorité des marchés financiers

800, Square Victoria, 22e étage C.P. 246, Tour de la Bourse Montréal, Québec H4Z 1G3

Telephone: (514) 395-0337 or 1-877-525-0337 Facsimile: (514) 873-6155 (For filing purposes only) Facsimile: (514) 864-6381 (For privacy requests only)

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