

Form 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

State if the report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

Not applicable.

ITEM 1 – SECURITY AND REPORTING ISSUER

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

This report relates to common shares in the capital of the issuer (defined below).

Nuran Wireless Inc. (the “**Issuer**”)
Suite 100, 2150 Cyrille-Duquet Street
Quebec, QC, Canada
G1N 2G3

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Not applicable.

ITEM 2 – IDENTITY OF THE ACQUIROR

2.1 State the name and address of the acquiror.

Francis Letourneau (the “**Acquiror**”)
Suite 100, 2150 Cyrille-Duquet Street
Quebec, QC, Canada
G1N 2G3

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

The requirement to file this report was triggered as of August 19, 2021 as a result of an increase in the holding of the total common shares in the capital of the Issuer (“**Common Shares**”) by the Acquiror in excess of 10% of the total Common Shares.

On August 19, 2021, the Acquiror acquired 1,000,000 Common Shares (the “**Performance Shares**”) of the Issuer (the “**Performance Share Issuance**”) in connection with the Acquiror’s employment agreement as the Issuer’s Chief Executive Officer, upon completion of certain milestones, for no additional consideration.

The certain milestones that were met in connection with the issuance of the Performance Shares are outlined below:

- Execution of NAAS agreement resulting in an additional 100 sites under contract resulting in the issuance of 200,000 Performance Shares;
- Upon closing of major financing to enable the Issuer’s rollout strategy to deliver thousands of sites resulting in the issuance of 500,000 Performance Shares; and
- Upon closing an equity financing of the Issuer of a minimum of \$1,000,000 resulting in the issuance of 300,000 Performance Shares.

2.3 State the names of any joint actors.

Not applicable.

ITEM 3 – INTEREST IN SECURITIES OF THE REPORTING ISSUER

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror’s securityholding percentage in the class of securities.

The requirement to file this report was triggered due to the Performance Share Issuance.

Immediately prior to the Performance Share Issuance, the Acquiror beneficially owned or otherwise exercised control or direction over **85,771** common shares (“**Common Shares**”), **3,245,071** warrants (“**Warrants**”) and **434,000** options (“**Options**”).

In the aggregate, following the Performance Share Issuance, the Acquiror will beneficially own or otherwise exercise control or direction over **3,764,782** Common Shares (assuming the full exercise of all of the Options and Warrants that the Acquiror beneficially owns or exercises control or direction over) representing approximately **18.03%** of the issued and outstanding shares of the Issuer on a non-diluted basis.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

The Performance Shares were acquired by the Acquiror from the Issuer in connection with the Acquiror’s employment agreement as the Issuer’s Chief Executive Officer upon completion of certain milestones, for no additional consideration.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

See Item 3.1, above.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

See Item 3.1, above.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

Not applicable.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

ITEM 4 – CONSIDERATION PAID

4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

No additional consideration was paid by the Acquiror in connection with the Performance Share Issuance. The Performance Shares have a deemed issuance price of \$1.820 per Performance Share and a deemed aggregate issuance price of \$1,820,000.00 for the Performance Shares.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See Item 4.1, above.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

See Item 2.2, above.

ITEM 5 – PURPOSE OF THE PERFORMANCE SHARE ISSUANCE

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer.

See Item 2.2, above.

Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders;**
- (k) an action similar to any of those enumerated above.**

From time to time, the Acquiror may, depending on market and other conditions, increase or decrease his beneficial ownership of Common Shares or other securities of the Issuer whether in the open market, by privately negotiated agreement or otherwise.

The Acquiror does not have any current plans or intentions that relate to or would result in the items listed above. The Acquiror's holdings in the Issuer's securities may be increased or decreased in the future in accordance with applicable securities legislation as considered appropriate by him in light of various factors that he may deem relevant, including by not limited, to his investment criteria, market conditions and other factors.

ITEM 6 – AGREEMENTS, ARRANGEMENTS, COMMITMENTS OR UNDERSTANDINGS WITH RESPECT TO SECURITIES OF THE REPORTING ISSUER

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

ITEM 7 – CHANGE IN MATERIAL FACT

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

ITEM 8 – EXEMPTION

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

ITEM 9 – CERTIFICATION

The acquiror must certify that the information is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

The certificate must state the following:

I, as the acquiror, certify, or I, as the agent filing the report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

August 31, 2021

Date

/s/ "Francis Letourneau"

Francis Letourneau