

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

June 15, 2022

Item 3 News Release

A news release was issued and disseminated on June 15, 2022 and filed on SEDAR. A copy of the news release is attached hereto as Schedule "A".

Item 4 Summary of Material Change

The Company appointed Hassan Kabbani as a director of the Company, effective June 15, 2022.

Due to a cease trade order which is currently outstanding (the "CTO"), the Company extended the exercise period of all unexercised 450,000 common share purchase warrants (each, a "Warrant") issued pursuant to a private placement which closed on December 15, 2020. The Warrants had an initial expiry date of June 15, 2022 which has been extended to July 8, 2022 due to the CTO. All other terms of the Warrants remain unchanged.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

For a full description of the material change, see the news release attached as Schedule "A".

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

None.

Item 8 Executive Officer

Francis Letourneau, Director and CEO
info@nuranwireless.com
Tel: (418) 264-1337

Item 9 Date of Report

June 24, 2022

SCHEDULE "A"
NEWS RELEASE



PRESS RELEASE

FOR IMMEDIATE RELEASE

NuRAN Announces New Board Member Hassan Kabbani

Quebec, QC, Canada, Monday, June 15, 2022 – NuRAN Wireless Inc. ("**NuRAN**" or the "**Company**") (CSE: NUR) (OTC: NRRWF) (FSE: 1RN), is pleased to announce the appointment of Mr. Hassan Kabbani to the Company's board of directors effective immediately. Mr. Kabbani is a seasoned senior telecoms expert with more than thirty years of experience in the telecom and technology industry. He has extensive experience in establishing effective business strategy and P&L management, business development and transformation. He has a proven track record in boosting performance and increasing profitability within an organization and has successfully led several large telecom organizations in multiple countries, including Zain, Orange, Orascom Telecom and Telecel International. Currently, Mr. Kabbani is a member of the Board of Directors of Togocom, Monty Mobile, Watary and Golden Tower.

In addition to his directorship, Mr. Kabbani will be establishing an Operations Committee of the Board tasked with optimizing the network rollout, monitoring KPIs of NuRAN's NaaS infrastructure. His extensive telecommunications leadership background, focus on results, long-term strategic growth and strong operational execution, will help NuRAN enhance its operational and business performances.

The Company also announces that NuRAN and its auditors will be submitting a revised audit report to the British Columbia Securities Commission (the "BCSC") intended to address all deficiencies outlined in the previously announced cease trade order (CTO). The Company anticipates that upon receipt of final BCSC approval of the revised materials the revocation of the CTO and the resumption of trading of the Company's common shares will follow shortly.

Due to the CTO, the Company has extended the exercise period of all unexercised 450,000 common share purchase warrants (each, a "**Warrant**") issued pursuant to a private placement which closed on December 15, 2020. The Warrants had an initial expiry date of June 15, 2022 which has been extended to July 8, 2022 due to the current CTO. All other terms of the Warrants will remain unchanged.

About NuRAN Wireless:

NuRAN Wireless is a leading rural telecommunications company that meets the growing demand for wireless network coverage in remote and rural regions around the globe. With its affordable and innovative scalable solutions of 2G, 3G, and 4G technologies, NuRAN Wireless offers a new possibility for more than one billion people to communicate effectively over long distances efficiently and affordably. "Bridging the Digital Divide, One Connection at a Time."



PRESS RELEASE

Additional Information:

For further information about NuRAN Wireless: www.nuranwireless.com

Francis Létourneau,
Director and CEO
Francis.letourneau@nuranwireless.com
Tel: (418) 264-1337

Frank Candido
Investor relations
Frank.candido@nuranwireless.com
Tel: (514) 969-5530

Cautionary Statement: Neither the Canadian Securities Exchange nor its Market Regulator (as defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

Forward Looking Statements

This news release contains forward-looking statements. Forward-looking statements can be identified by the use of words such as, "expects", "is expected", "anticipates", "intends", "believes", or variations of such words and phrases or state that certain actions, events or results "may" or "will" be taken, occur or be achieved. Forward-looking statements in this news release include those relating to the CTO and any regulatory approvals associated with revocation of the CTO.. Forward-looking statements are not a guarantee of future performance and are subject to risks and uncertainties that could cause actual results to differ materially from the results projected, expressed or implied by these forward-looking statements. 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, such as the uncertainties regarding include risks such as the uncertainties regarding the impact of the COVID-19 outbreak, and measures to prevent its spread, risks relating to NuRAN's business and the economy generally; NuRAN's ability to adequately restructure its operations with respect to its new model of NAAS service contracts; the capacity of the Company to deliver in a technical capacity and to import inventory to Africa at a reasonable cost; NuRAN's ability to deal with global supply shortages for telecommunication equipment and its ability to find alternate suppliers; the Company's ability to secure lease agreements with local landowners for site installations, NuRAN's ability to obtain project financing for the proposed site build out under its NAAS agreements with Orange, MTN and other telecommunication providers, the loss of one or more significant suppliers or a reduction in significant volume from such suppliers; NuRAN's ability to meet or exceed customers' demand and expectations; significant current competition and the introduction of new competitors or other disruptive entrants in the Company's industry; NuRAN's ability to retain key employees and protect its intellectual property; compliance with local laws and regulations and ability to obtain all required permits for our operations, access to the credit and capital markets, changes in applicable telecommunications laws or regulations or changes in license and regulatory fees, downturns in customers' business cycles; and insurance prices and insurance coverage availability, the Company's ability to effectively maintain or update information and technology systems; our ability to implement and maintain measures to protect against cyberattacks and comply with applicable privacy and data security requirements; the Company's ability to successfully implement its business strategies or realize expected cost savings and revenue enhancements; business development activities, including acquisitions and integration of acquired businesses; the Company's expansion into markets outside of Canada and the operational, competitive and regulatory risks facing the Company's non-Canadian based operations. 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.