

Amended Form 45-106F6
British Columbia Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

Issuer/underwriter information

Item 1: Issuer/underwriter name and contact information

A. State the following:

Nuran Wireless Inc. (the "Issuer")
2150 Cyrille-Duquet Street
Quebec, QC G1N 2G3
Telephone: 604.283.1723
Website: www.nuranwireless.com

B. If an underwriter is completing this report, state the following:

- the full name of the underwriter;
- the underwriter's website address; and
- the address, telephone number and email address of the underwriter's head office.

Item 2: Reporting issuer status

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

The Issuer is a reporting issuer in British Columbia, Alberta and Ontario.

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

Not Applicable

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

- | | |
|---|--|
| <input type="checkbox"/> Bio-tech | Mining |
| <input type="checkbox"/> Financial Services | <input type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input type="checkbox"/> mortgage investment companies | <input type="checkbox"/> Oil and gas |
| <input type="checkbox"/> securitized products issuers | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Hi-tech | <input checked="" type="checkbox"/> Other (describe) |
| <input type="checkbox"/> Industrial | <u>Mobile and broadband wireless</u> |
| | <u>solutions</u> |

Item 4: Insiders and promoters of non-reporting issuers

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

Not Applicable

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)
Not Applicable			

Details of distribution**Item 5: Distribution date**

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates.

December 22, 2015

Item 6: Number and type of securities

For each security distributed:

- (a) describe the type of security,

Debentures (each, a "Debenture") and Warrants (each, a "Debenture Warrant").

- (b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and

Debentures in the aggregate principal amount of \$735,000. The Debentures mature on the date that is the earlier of: (i) ninety days after closing of the private placement; or (ii) the next completed equity offering and bear interest at a rate of 12% per annum. For each \$0.30 of the Debenture amount, debenture holders receive one whole share purchase warrant.

2,449,999 Debenture Warrants. Each Debenture Warrant is exercisable into one share purchase warrant at an exercise price of \$0.45 per share purchase warrant until December 22, 2017.

Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Quebec	4	\$375,000	\$375,000
Ontario	4	\$260,000	\$260,000
Alberta	1	\$100,000	\$100,000
Total number of Purchasers	9		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$735,000.00

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

Item 8: Information about purchasers

Instructions

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [TSX Venture Exchange offering] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter

chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Dorchester Wealth Management Company for Dorchester Opportunity Fund 1100 Rene Levesque Blvd. West Suite 650 Montreal, Quebec H3B 4N4 Attention: Isabella H. Wehrli/Eric Gibouleau Telephone #: 514.861.5841	R	\$200,000 Debentures 666,667 share purchase warrants	\$200,000	Section 2.3 of NI 45-106	2015-12-22
Ziggy Corp. (9188-9196 Quebec Inc.) 2251 Rue Sainte-Cunegonde Montreal, Quebec H3J 2Y1 Attention: Ziggy Eichenbaum Telephone #: 514.951.4377	N/A	\$50,000 Debentures 166,667 share purchase warrants	\$50,000	Section 2.3 of NI 45-106	2015-12-22
9229-7142 Quebec 6689 Chu Du Lac-La Salle Val-Morin, Quebec J0T 2R0 Attention: Lucie Gourdeau Telephone #: 819.322.5230	N/A	\$25,000 Debentures 83,333 share purchase warrants	\$25,000	Section 2.3 of NI 45-106	2015-12-22
Buena Vista Group Inc. 203-300 Boul Marcel-Laurin Saint-Laurent, Quebec H4M 2L4 Attention: Eudo Carruyo Telephone #: 514.393.1732	N/A	\$100,000 Debentures 333,333 share purchase warrants	\$100,000	Section 2.3 of NI 45-106	2015-12-22
Fortius Research and Trading Corp. 3006-2045 Lakeshore Blvd. West Toronto, Ontario M8V 2Z6 Attention: Anthony Durkacz Telephone #: 416.720.4360	R	\$25,000 Debentures 83,333 share purchase warrants	\$25,000	Section 2.3 of NI 45-106	2015-12-22
Windsor Private Capital LP 28 Hazelton Ave., Suite 200 Toronto, Ontario M5R 2E2 Attention: John Cundari Telephone #: 416.920.9012	N/A	\$175,000 Debentures 583,333 share purchase warrants	\$175,000	Section 2.3 of NI 45-106	2015-12-22
Richard Goldstein Family Trust 411 Cranbrooke Ave. Toronto, Ontario M5M 1H4 Attention: Richard Goldstein Telephone #: 416.957.6303	N/A	\$50,000 Debentures 166,667 share purchase warrants	\$50,000	Section 2.3 of NI 45-106	2015-12-22

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Sanctum Sanctorum Inc. 10939 80 Ave. Edmonton, Alberta T6G 0P9 Attention: Fabrice Taylor Telephone #: 780.566.8902	N/A	\$100,000 Debentures 333,333 share purchase warrants	\$100,000	Section 2.3 of NI 45-106	2015-12-22
TOTALS:		\$725,000 Debentures 2,449,999 share purchase warrants	\$725,000		

Commissions and finder's fees

Item 9: Commissions and finder's fees

Instructions

A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
MacDougall MacDougall & MacTier Inc. 1000 de la Gauchetière Street West, Suite 2600 Montréal, Quebec H3B 4W5	R	\$8,720	N/A	N/A	N/A	\$8,720
First Republic Capital Corporation 55 University Avenue Suite 1003 Toronto, Ontario M5J 2H7	R	\$14,400	48,000 broker warrants ⁽¹⁾	N/A	Section 2.3 of NI 45-106 2015-12-22	\$14,400

(1) Each broker warrant entitles the holder to purchase one share of the Issuer at an exercise price of \$0.45 until December 22, 2017.

Certificate

On behalf of the Issuer, I certify that the statements made in this report are true.

Date: February 16, 2016

NURAN WIRELESS INC.
Name of issuer (please print)

Martin Bedard, Co-president and CEO, Telephone: 418.914.7484
Print name, title and telephone number of person signing

"Martin Bedard"
Signature

Instruction

The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual signature.

Item 10: Contact information

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.**Notice - Collection and use of personal information**

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Telephone: (604) 899-6500
Toll free across Canada: 1-800-373-6393
Facsimile: (604) 899-6581