



2150 Cyrille-Duquet Street, Suite 100
Quebec City, Quebec
G1N 2G3

NOTICE OF ANNUAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the annual and special meeting (the **"Meeting"**) of NuRAN Wireless Inc. (the **"Company"**) will be held at the offices of 2150 Cyrille-Duquet Street, Suite 100, Quebec City, Quebec, on Friday, May 7, 2021 at the hour of 2:00 p.m. (Eastern Standard Time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial years ended October 31, 2019 and October 31, 2020, together with the auditor's report thereon;
2. to set the number of directors of the Company for the ensuing year at six (6);
3. to elect the following persons as directors of the Company for the ensuing year: Francis Letourneau, Jim Bailey, Vitor Fonseca, Brendan Purdy, Ken Campbell and Binyomin Posen;
4. to appoint Mallette LLP, Chartered Accountants as the auditors of the Company for the ensuing fiscal year ending October 31, 2021, at a remuneration to be fixed by the board of directors of the Company (the **"Board"**);
5. to consider and, if thought advisable, to pass, with or without amendment, an ordinary resolution to approve the Company's amended and restated stock option plan, as more particularly described in the Information Circular;
6. to consider and if thought appropriate, to pass an ordinary resolution to approve the Company's restricted share unit plan, as more particularly described in the Information Circular;
7. to consider, and if thought fit, to pass an ordinary resolution authorizing the Company to make application to the Supreme Court of British Columbia pursuant to Section 229 of the Business Corporations Act, British Columbia, for rectification of any omissions, defects, errors or irregularities that have occurred in the conduct of the business or affairs of the Company including the failure of the Company to hold an Annual General Meeting in 2020; and
8. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying information circular (the **"Information Circular"**) provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting. The specific details of the matters proposed to be put before the Meeting are set forth under the heading *"Business of the Meeting"*.

The notice of meeting (**"Notice"**) and Information Circular dated April 7, 2021 in respect of the Meeting, and the annual financial statements for the years ended October 31, 2019 and October 31, 2020 along with the related management discussion and analysis (collectively, the **"Meeting Materials"**) have been posted and are available for review on our website www.nuranwireless.com and filed on SEDAR on www.sedar.com.

IMPACT OF COVID-19

This year, to proactively deal with the unprecedented public health impact of the ongoing novel coronavirus disease outbreak ("COVID-19"), to mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders, and in order to comply with the measures imposed by federal, provincial and municipal governments, even though shareholders have the option to attend the Meeting in person, **we strongly discourage in-person attendance. All Shareholders of the Company are strongly encouraged to cast their vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the Information Circular accompanying this Notice.**

The Company has elected to use the notice and access provisions under National Instrument 54-101, *Communications with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102, *Continuous Disclosure Obligations* to send the Meeting Materials to beneficial shareholders and registered shareholders. The notice and access provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to shareholders by allowing a reporting issuer to post an information circular in respect of a meeting of its shareholders and related materials online.

Shareholders who wish to receive a paper copy of the Meeting Materials should contact our transfer agent, Capital Transfer Agency ULC, 390 Bay Street, Suite 920, Toronto, Ontario M5H 2Y2, by calling 1.844.499.4482 or by emailing voteproxy@capitaltransferagency.com. Requests may be made up to one year from the date the Information Circular was filed on SEDAR. Requests by shareholders must be made to Capital Transfer Agency ULC by 5 p.m. eastern daylight time, on April 23, 2021 in order to receive a paper copy of the Meeting Materials before the Meeting on May 7, 2021. If you have questions about notice and access, please call our transfer agent, Capital Transfer Agency toll free at 1.844.499.4482.

Please take some time to read the attached Information Circular. Shareholders are encouraged to return their form of proxy or voting instruction form as soon as possible. As an alternative, shareholders may choose to vote online as provided for on the form of proxy or voting instruction form. In order to be valid and acted upon at the Meeting, the form of proxy or voting instruction form must be received no later than 2 p.m. Eastern Standard Time on May 5, 2021 or no later than 48 hours (excluding weekends and holidays) before the time set for any postponement or adjournment of the Meeting.

The Board has fixed March 9, 2021, as the record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to receive such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company, we encourage you to complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Capital Transfer Agency ULC, 390 Bay Street, Suite 920, Toronto, Ontario M5H 2Y2 or Telephone 1.844.499.4482, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of Quebec) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and have received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (the "Intermediary"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 7th day of April, 2021.

By Order of the Board

/s/ Francis Letourneau _____

Francis Letourneau

President and CEO