**Letter to shareholders explaining the rationale for the Proposed Restructuring Transaction**

NuRAN Wireless Inc. ("**NuRAN**" or the "**Company**") wishes to provide its shareholders with additional background and context for proposing the Restructuring Transaction (as defined in the Company's Amended and Restated Information Circular dated September 9, 2025 (the "**Circular**")) to be voted at the Annual General and Special Meeting originally scheduled for September 30, 2025 (the "**AGSM**"), adjourned to October 29, 2025, arises from a series of management actions taken to raise capital in support of its objectives and repayment of short-term debt facilities accumulated over the past four years.

***Background:***

NuRAN launched its Network as a Service ("**NaaS**") business model in 2020 with its first agreement signed in September 2020. The Company's second agreement followed shortly thereafter in February 2021 and these two contracts have been the focus of activity since then. NaaS involves a long-term agreement with a Mobile Network Operator ("**MNO**") in which the Company builds, owns, and manages network infrastructure on behalf of the MNO in remote rural communities. The model leverages NuRAN's core base station technology which is ideally suited to rural deployment given its low power consumption, efficient bandwidth utilization and software defined networking capabilities.

Under the NaaS agreements, NuRAN has full responsibility to procure and deploy all complementary components of its base stations including towers, solar power and satellite backhaul and construct sites which the Company then manages over the 5–10 year term of the contract. The Company is compensated by way of a share of the on-going revenue generated by the site. So, the up-front spend on infrastructure generates recurring, predictable and stable cashflows over the term of the agreement.

To give an idea of the magnitude of expenditure required, the two contracts mentioned above allowed for 2,122 sites to be deployed. At an average cost of US$25,000 to build each site, this entails capital expenditure over US$53 million. On top of this, the Company has on-going operating costs including research & development ("**R&D**"), as well as base station production, procurement, network monitoring and management, finance and administration to support the NaaS business.

***Financing History:***

Since 2020, NuRAN's key financings have included a C$11.4 million private placement (the "**2021 PP**") following the contract signature in 2021 which was supported by a strategic investor who contributed C$4 million. The 2021 PP was conducted at share price of C$1.53 per unit. After this 2021 PP closed, the Company received a mandate letter from the European Investment Bank ("**EIB**") and another Development Finance Institution (DFI) totaling US$24 million (which was increased to US$27 million on May 10, 2022) to be provided to the Company for funding of capital expenditure (the "**DFI Loans**"). It is important to note that the proceeds of these DFI Loans were to be directed at the construction of sites and not for operating expenditure or general working

capital purposes. Subsequent financings, including Cygnum Capital Group ("**Cygnum**") mentioned below, are provided for capital expenditure only, and in the case of Cygnum, for the renewable energy portion of the site which is roughly one third (1/3) of the total. As a condition of this anticipated capex funding, and in order to support the costs incurred by its local subsidiaries in Africa implementing NaaS, NuRAN invested US$5.1 million of equity in its wholly owned operating subsidiary based in Mauritius ("**NuRAN Africa**"). This was required to meet the debt-to-equity ratio to support the DFI Loans.

EIB, as lead, conducted full due diligence on the Company's operations and approved the facility in early 2022 even agreeing to initiate drafting of all loan and other legal documentation with closing of the facility scheduled for December 2022. As it happened, EIB made the financing contingent upon the local subsidiary obtaining an Infrastructure License in the Democratic Republic of the Congo ("**DRC**"). Notwithstanding that the necessity of this licence was debated between NuRAN and EIB, the Company did apply for this licence, which was eventually granted in August 2025, 2.5 years after the condition was placed by EIB in spite of management's on-going efforts and consultation with the DRC regulator. During this period, and as a result of the delays, EIB requested the Company to reinitiate the application process that had become more complex and lengthier. Management decided not to pursue this option and directed its financing activities targeting more suitable players for its company size and focus.

This situation and others encountered by NuRAN speaks to the challenges of working in the region. It is in fact these challenges which have led to the gap in mobile coverage which exist even today, even though mobile technology was first introduced decades ago.

***Short Term Debt Facilities including Factoring:***

Very early on including prior to the 2021 PP, NuRAN relied on financing to support its operations, being that the Company was still in the building stage and had yet to earn sufficient revenue to cover ongoing expenses. These financing helped fund the on-going operating costs mentioned above including R&D, production, etc. Management expected these financing to be relatively short-term, required only up to the point when sufficient NaaS sites could be deployed generating positive cashflow for the Canadian holding company to cover ongoing expenses. With the prospect of an imminent closing of the DFI Loans, creditors were willing to provide short term bridge loans during 2022 and 2023, totaling C$4.6 million, which were to be repaid from the DFI Loans. In 2022 NuRAN obtained C$2 million of financing from another strategic partner and in early 2023 closed a US$1.5 million financing from a financial investor. Both were convertible notes with a term of one (1) year.

It is worth noting that during the period from early 2022 capital markets encountered extremely difficult conditions with the onset of the conflict in Ukraine which punished NuRAN's ability to raise further equity. It was management's view at the time that, prior to closing the DFI Loans, a share issuance would be highly dilutive because it was anticipated that the initial drawdown of the DFI Loans would be sufficient to repay all or part of the short-term bridge loans and sufficient NaaS sites could be deployed to generate positive cashflow. In addition, the Company had commenced discussions with several equity providers considering investment directly into NuRAN Africa.

By mid-2023, with the DFI Loans still underway, the Company agreed to covert the C$ 4.6 million owed on the short term bridge loans to a secured factoring facility. It is this facility which has ultimately allowed the Company to cover critical operating expenditures as well as servicing and partially repaying the convertible notes closed in 2023. The Company recognises the significant costs associated with the factoring facility and has voiced its desire to find more long-term, less costly funding solutions.

***Current Status:***

In April 2024, the Company closed a US$5 million loan facility from Cygnum provided by a fund it manages known as the Facility for Energy Inclusion ("**FEI**"). This fund is supported by entities including the International Finance Corporation ("**IFC**") and the African Development Bank ("**AFDB**"). The initial drawdown of US$2.5 million occurred in July 2024. In addition, it closed a US$1.6 million unsecured convertible debenture with a strategic investor in August 2024.

In May 2024, NuRAN announced a US$15 million loan facility term sheet from a global asset management firm. Both Cygnum and this firm conducted thorough due diligence on the Company's African operations and Canadian entity. While Cygnum acts as a bridge, the firm seeks a 7-year facility, allowing for an increase up to US$70 million through an accordion feature. To meet loan covenants, the Company needed to secure sufficient equity, which management had already been pursuing as an alternative to using public markets in Canada. When it became clear that the DFI Loans would be delayed indefinitely, the Company engaged an advisory firm to assist in pursuing up to US$20 million in equity to leverage available loan facilities. As of the current date since 2023, 56 groups have been contacted with discussions ongoing among a shortlist of three, although no agreements have yet been reached. Raising equity in NURAN Africa is aimed both at meeting the requirements of loan providers and, more importantly, provide the Company with the funding necessary to deliver its backlog of NaaS sites under contract which by this time had reached over 5,000. As previously mentioned, management was also seeking to minimize dilution at the Canadian parent level by raising at a level that reflected the full potential of the business model.

The Company would like to emphasize the rigorous and thorough due diligences that have been conducted by EIB, Cygnum and the Global Assets Management Firm on both the Company's African operations and the Canadian parent level.

Recent feedback from prospective equity investors at the NuRAN Africa level indicated significant concern regarding the Canadian parent's short-term debt and factoring situation, emphasizing the importance of timely resolution. Due to limited progress with equity investors at the NuRAN Africa level, management approached a variety of bankers in Toronto and Vancouver to arrange private placements, but these efforts were unsuccessful.

During Q2 2025, it became apparent that the Company might default on its short-term debt obligations. Management engaged with Investissement Quebec, Business Development Bank of Canada, Export Development Canada, and other entities regarding refinancing, but negotiations were not successful. The proposed Restructuring Transaction being considered at the AGSM aims to eliminate a significant portion of short-term debt, eliminate the factoring facility, improve shareholder equity, and reduce interest expenses, thereby enhancing the Company's financial

position. When combined with a planned C$4-5 million private placement, this strategy is intended to move the Company from a state of technical insolvency toward viability and sustainability.

In summary, given the persistent challenges in securing equity investment and the lack of success with traditional private placements and other refinancing avenues, borrowing under the factoring facility emerged as the only practical and immediate solution to address the Company's short-term debt obligations and maintain operational continuity. This approach enabled the Company to access necessary capital despite adverse market conditions and investor hesitancy, thereby safeguarding its ability to execute on its business model and strategic objectives. The following section will provide further detail regarding the specific mechanics and rationale behind the Company's use of the factoring facility.

***The Factoring Agreements - Mechanics and Uses:***

The initial factoring agreement signed in August 2023 ("**Factoring Agreement**") provided for repayment of C$4.6 million of outstanding short-term bridge loans already advanced, plus made available an additional C$800,000 to fund working capital requirements leading up to the finalisation of DFI loans. The Factoring Agreement provided for the sale of up to $15 million of receivables owed to the Company by its operating subsidiaries in Africa and pursuant to the initial agreement, the Company sold receivables valued at $8.65 million. At the time, the Company did not anticipate needing to sell the remaining $6.35 million of receivables.

The change of structure from the previous short-terms bridge loans to factoring was driven primarily for tax purposes, which benefited the Company because if the tax leakage of the arrangement could be reduced additional funds would be available if needed, including the initial C$800,000. The source of receivables was less relevant to the factor and using intercompany invoices made commercial sense in that the ultimate source of cash would be the NaaS operations in Africa. Those inter-company invoices are supported by service agreements and product supply agreements described later in this document. By their nature, being linked to NuRAN only and not third parties, meant the factor was actually taking on more "equity-like" risk.

Over time, receivables were added which were from third parties, namely the Marshall Islands National Telecommunications Authority. However, because of the quantum required to accomplish the initial transition to factoring, the amount of third-party receivables required was not available. Furthermore, being that both the factor and the Company understood this liability to be longer term than a traditional factoring arrangement, leaving the third-party receivables excluded enabled the Company to use these for other purposes. Notably the receivables from the MNO from NaaS were excluded which allowed the local operations to make use of this cashflow to continue deploying NaaS sites. Given the need to generate cash to fund local African operations, the commitment to build infrastructure and the issues with transferring foreign exchange, this arrangement was highly beneficial to the Company.

***Intercompany Invoicing Agreements:***

To understand the rationale for factoring intercompany invoices it is worth understanding the nature of the relationship between NuRAN and its subsidiaries. The invoices arose from agreements signed in April 2021 (Cameroon) and June 2021 (DRC) and covered two explicit

batches of supplies. First was the provision of Radio-Access Network (RAN) solutions relating to NuRAN's base station equipment and related software and services. This was to be provided on an exclusive basis to the operations and was in fact part of the reason for introduction the NaaS solution in the first place, to allow the Company to deploy its leading technology to bring connectivity to rural communities. Second was the provision of management, accounting, commercial and other administrative and operational assistance to support the continued growth of the NaaS activities. Under this agreement, the subsidiaries agreed to use the Canadian parent's operation as supplier of services to deploy, manage and maintain NaaS solutions for the MNOs. These agreements are subject to international transfer pricing rules and regulations and must comply with these across the multiple jurisdictions within which the Company operates.

The payment terms of these agreements followed commercial terms standard for the industry. However, the Company has not demanded payment or enforced these obligations knowing that it would take time for the subsidiaries to construct the NaaS infrastructure and generate excess cashflow, over and above regular operating expenses and cash needs required for continued site construction. Over time as the Company entered into borrowing arrangements with the likes of Cygnum, these receivables were regarded as quasi-equity of the Canadian parent and could be used to comply with lending covenants. At that time, Cygnum also required the factor to provide a funding guarantee for US$2 million to support ongoing operations. In addition, based on the loan facility with Cygnum, the Company is limited in the amount it can have repaid by the subsidiary. As the term of Cygnum and other debt facilities will be extended, the timing for repayment of these invoices is to be lengthened as well.

The factor understood and accepted these changes, as well as the inherent risks and time required to generate sufficient cash for repayment. These changes, and Cygnum's requirement that the factor subordinate their security to them, are why some terms were incorporated over time in the amendments to the Factoring Agreement, such as interest charges and the ratio of receivables sold to the factor versus amounts advanced. As the timeline for repayment was extended and the amounts increased, as well as interest charges being reduced or waived, the terms of the Factoring Agreement in each successive amendment were changed to compensate for additional risks and other factors. That said, the overall value and collectability of the invoices was assessed on a regular basis as part of an impairment analysis by the Company and its auditors. The invoices were deemed to still be of full value with an important determining factor being the ability of the subsidiaries to make future payments, given both the progress of the build and licence discussions in DRC, which in the end proved to be successful. It is important to point out that the DRC operation was restricted from constructing more sites until it obtained its infrastructure licence. This contributed to the cash constraints since the NaaS operation were not covering local expenses, much less having surplus cash to repay intercompany invoices.

***Factoring and the Restructuring Transaction:***

Although the factor and the Company both understood these to be longer term obligations, the fortunes of the Company seemed to be changing in Cameroon as it was generating increasing cashflow by the end of 2024 and into 2025. This was until the international billing issue arose. By the end of 2024 management believed that increasing cashflow would translate into a higher share price and the Company could raise less dilutive equity in Canada. Unfortunately, this did not come

to pass and therefore the proposed Restructuring Transaction is the best option in the view of management and the Board of Directors of the Company (the "Board").

Over time the Company has been required to draw down subsequent funds from the factoring facility to sustain its operations and avoid defaults on short-term bridge loans and convertible notes. The Company did expect to self-sustain its operations from internal cashflow and other sources of financing, which have been delayed. Both the Company and the factor very much would have preferred that the drawing on the factoring facility would end, and no additional funds would be advanced, or even some of it repaid. But practically this never became an option, and the factor ended up being the sole source of funding for the Company for critical, pressing payment obligations. Following the proposed Restructuring Transaction and the planned C$4-5 million private placement, the Company expects to no longer delay on the factoring facility to fund its operations.

As a final point, it should be noted that in the Circular, Binyomin Posen ("**Mr. Posen**") is listed as an independent member of the Board. Family members of Mr. Posen are creditors of the Company and own or manage the factor. The Board and Mr. Posen manage this actual or potential conflicts of interest by recusing Mr. Posen from discussions and voting on matters relating to dealings between the Company and his family members, including but not limited to, the Factoring Agreement and the Proposed Restructuring.