



**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**For the second quarter ended**

**April 30, 2019 and 2018**

**GENERAL**

The following Management Discussion and Analysis of financial condition and results of operations ("MD&A") of NuRAN Wireless Inc. ("we", "us", "our", the "Company" or "NuRAN") (formerly 1014372 B.C. Ltd.) for the six-month ended April 30, 2019 has been prepared by management and should be read in conjunction with the condensed interim consolidated financial statements for the six-month ended April 30, 2019 and 2018 and the related notes thereto. The Company's consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). References to notes are with reference to the consolidated financial statements. Unless otherwise noted, all currency amounts are in Canadian dollars. These documents, as well as additional information on the Company, are filed electronically through the System for Electronic Document Analysis and Retrieval (SEDAR) and are available online at [www.sedar.com](http://www.sedar.com).

Unless otherwise stated, this MD&A is prepared as of June 26, 2019

**DISCLAIMER FOR FOWARD LOOKING STATEMENTS**

This MD&A contains forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Issuer (as defined herein) or NuRAN (as defined herein) to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Examples of such statements include: expectations regarding NuRAN's ability to raise capital, the intention to expand the business and operations of NuRAN and use of working capital and proceeds of capital raises. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such forward-looking statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to: the ability of NuRAN to obtain necessary financing; general economic conditions in Canada and globally; competition for, among other things, capital and skilled personnel; our ability to hire and retain qualified employees and key management personnel; possibility that government policies or laws may change; possible disruptive effects of organizational or personnel changes; technological change, new products and standards; risks related to acquisitions and international expansion; reliance on large customers; reliance on a limited number of suppliers; risks related to NuRAN's competition; and NuRAN's failure to adequately protect its intellectual property; interruption or failure of information technology systems. These forward-looking statements should not be relied upon as representing NuRAN's views as of any date subsequent to the date of this MD&A.

Although NuRAN has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward looking statements. The factors identified above are not intended to represent a complete list of the factors that could affect NuRAN. Additional factors are noted under "Risk Factors" in this MD&A. The forward-looking statements contained in this MD&A are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included in this MD&A are made as of the date of this MD&A and the Issuer or



NuRAN undertakes an obligation to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise unless required by applicable securities legislation.

## CORPORATE STRUCTURE

NuRAN was incorporated under the *Business Corporations Act* (British Columbia) on September 23, 2014. The Company was initially a wholly-owned subsidiary of Bravura Ventures Corp. ("Bravura"). On October 14, 2014, the Company entered into an arrangement agreement with Bravura and 1014379 B.C. Ltd., pursuant to which the shareholders of Bravura exchanged certain common shares of Bravura for common shares of NuRAN by way of a plan of arrangement (the "Arrangement") and NuRAN became a reporting issuer in the provinces of British Columbia and Alberta.

Following completion of the Arrangement, NuRAN entered into an amalgamation agreement dated March 11, 2015 with Nutaq Innovation Inc. ("Nutaq") and 9215174 Canada Inc. ("Newco"), a wholly owned subsidiary of NuRAN formed for the purpose of the amalgamation, pursuant to which Nutaq amalgamated with Newco and NuRAN acquired all of the issued and outstanding shares of the amalgamated company in consideration of 32,999,994 common shares of NuRAN based on a ratio of 2.749 NuRAN common shares for each share of Nutaq issued and outstanding on the closing date. Nutaq and Newco completed the amalgamation on June 2, 2015 and the amalgamated company was named "Nutaq Innovation Inc.". Following the closing of the transaction, NuRAN had 40,471,869 common shares issued and outstanding and former shareholders of Nutaq acquired 81.5% of the issued and outstanding common shares of NuRAN. Following closing of the Amalgamation, Nutaq Innovation Inc. is a wholly owned subsidiary of NuRAN and NuRAN operates the business of Nutaq.

Nutaq was incorporated under the laws of Canada on May 30, 2005 under the name "Lyrtech RD Inc.". Nutaq changed its name to "Nutaq Innovation Inc." on August 31, 2012. Nutaq's registered and head office is located at 2150 Cyrille-Duquet Street, Suite 100, Quebec, Quebec G1N 2G3. Nutaq does not have any subsidiaries.

## DESCRIPTION OF BUSINESS

NuRAN Wireless, with its wholly owned subsidiary Nutaq Innovation inc., is a leading supplier of mobile and broadband wireless infrastructure solutions. Its innovative radio access network (RAN), core network, and backhaul products dramatically reduce the total cost of ownership, giving mobile network operators (MNO) the ability to profitably serve remote, low income and low population density locations, an unfeasible proposition with existing systems, thereby creating new opportunities for mobile network operators and internet service providers.

The Company provides a variety of specialized systems for indoor coverage, rural connectivity in emerging markets, connectivity to offshore platforms and ships, private mobile networks or custom solutions for specific markets such as Internet of Things (IoT), public safety, emergency or crisis communications.

NuRAN's wireless solutions are also capable of supporting mobile payment transactions, a tremendous social and economic benefit for those in the developing world where 95% of all transactions are cash and 60% of adults don't currently have a bank account.



The Company generates revenue from three sources:

➤ Sale of Wireless Infrastructure Solutions ("WIS")

NuRAN's WIS solutions are infrastructure wireless devices (e.g. base station radios) that use proprietary breakthrough small cell solution to offer better coverage, the lowest installed cost and the most efficient power consumption currently available in the global marketplace. Our design provides two key competitive advantages:

- Low total cost of ownership (TCO): a key feature for developing countries and rural/low population density areas, and
- Small footprint, easy to deploy private networks, customizable for specific markets such as defense, utilities, industrial and machine-to-machine ("M2M").

During this six-month period, this stream includes revenues from sales of WIS to Original Equipment Manufacturers (OEM'S).

➤ Advanced Development Platforms ("ADP") services

ADP's services are provided by NuRAN's wholly owned subsidiary Nutaq Innovation and focus primarily on the wireless, scientific/medical and defense markets providing its customers with the prototyping tools needed to:

- Execute on increasingly complex designs addressing the growing sophistication of markets such as 4G and 5G;
- Speed up the development and validation of IoT devices by enabling testing directly in the developers' lab with Nutaq's PicoLTE
- Decrease new product design costs and time to market;
- Decrease product design risks; and
- Offer product differentiation through innovation.

➤ Engineering Design Services

Also through Nutaq Innovation, the Company applies its expertise and 30 years of experience in hardware and software for Digital Signal Processing (DSP) and the wireless market place to help its clients convert ideas into products.

## GENERAL OBJECTIVES

The Company's mission is to enable its clients to profitably connect the 4 Billion of people without broadband connectivity and the Next Billion of wireless communication users, those that do not have the benefit of accessing reliable telecommunications and power infrastructures.

The company delivers the world's most affordable, lowest power consumption and easiest to deploy wireless solutions. NuRAN deploys its own breakthrough small cell solution in traditionally underserved and emerging



markets, addressing the CapEx and OpEx challenges of operators, allowing the Telcos to deploy profitably in the least population dense and most remote areas at the lowest Average Revenue Per User (ARPU).

The Company's products continue to be tested by several MNOs and community organizations in many countries around the World, providing voice and data to villages in rural areas not covered by any kind of voice or data networks as well as in urban areas where there are still opportunities to provide an affordable service.

Multiple trials have been successfully conducted with MNOs and resulted in product/vendor qualification, a prerequisite for being able to sell the equipment.

## **OVERALL PERFORMANCE AND OUTLOOK**

### Performance

During the six-month ended April 30, 2019, the Company continued the implementation of its strategy to become the supplier of choice to Mobile Network Operators (MNO) across the World for remote and rural area without connectivity.

Management's decision in 2016 and continuous effort to redirect NuRAN's efforts to the MNO market was made with the awareness that this change would require considerable initial investments in marketing, branding, sales, field tests and to prepare for increased production. These investments were planned to be recovered over the next couple of years through increased market visibility, higher sales and better gross margins.

In spite of delays incurred throughout the qualification process with MNO's, the growing sales pipeline confirms management's expectations.

The Company's ongoing investments in research and development, engineering and manufacturing have been rewarded with the acknowledgment by leading industry organizations and participants that NuRAN's Wireless Infrastructure Solutions are "at the top of its class".

In addition, NuRAN's marketing and branding efforts have significantly increased the market's awareness of its wireless solutions.

Some of the achievements since the beginning of the fiscal year that support this view include:

- On September 2018, NuRAN announced to provide Mobile Operator with 2G, 3G and 4G Capabilities from a single piece of equipment.
- On October 2018, NuRAN introduces Mobile Network Enabler Model;
- On October 2018 and February 2019, NuRAN Received Purchase Orders from Africa Mobile Network;
- In November 2018, NuRAN has secured a long-term low interest loan of up to \$3M CAD with Quebec Government and its "Créativité Québec" program where 75% of all expenses related to the upcoming Multi Standard LiteCell xG is financed through the program;



- In November 2018, NuRAN announced agreement with a Kenyan MNO for conducting a trial;
- In January 2019, NuRAN announced the grant of United States patent for its proprietary 5G Massive MIMO technology;
- In January 2019, NuRAN appointed industry veteran Christian de Faria as new director of the Company;
- In January 2019, NuRAN partnered with Israel's Spacecom AMOS 17 and an undisclosed mobile network operator for project in Africa;
- In March 2019, NuRAN announced the appointment of Babak Fouladi, former CTIO of MTN Group, as new director of the Company.

The above progresses and achievements reinforce management's belief on the success of the Company's strategic shift and that NuRAN is positioned to become the market leader in this very important and growing space which should generate strong returns to its shareholders.

### Outlook

NuRAN's WIS solutions have started being deployed for commercial operations by mobile operators such as Africa Mobile Networks. NuRAN has qualified its solutions with Tier-1 mobile operators and mobile operating groups. It is making progress in completing the qualification with additional ones (undergoing activities), and is preparing trials with multiple other ones as well. NuRAN solutions are being either tested or operated by MNOs in more than 20 countries across South East Asia, Africa, South America and Latin America. NuRAN has also established alliances with other key industry actors such as satellite operators and tower companies to further increase its outreach. The successful qualification by mobile operators and the partnerships with key industry players put NuRAN in position to generate significant business on both short and long term.

On September 28 2018, NuRAN announced the development of LiteRAN xG, a WIS solution that will provide operators with 2G, 3G, & 4G capability from a single piece of equipment. As such, NuRAN will enable operators to run multiple technologies simultaneously and evolve their service through time, thus avoiding obsolescence. At the same time, NuRAN makes significant additions to its portfolio by adding 3G and 4G technologies to its offering, and addresses a far larger share of the market.

On October 9, 2018, NuRAN announced the introduction of the Mobile Network Enabler ("MNE") model. This new model is complementary to NURAN's existing CAPEX model and is targeted at (MNOs) that choose to use financial or technical support to establish or expand their network.

NURAN's MNE will facilitate network rollouts for MNOs by providing them with a fully integrated, turnkey solution with zero-CAPEX requirement where NuRAN provides its mobile network solutions as a service.

In this model the MNO will enter into a five year leasing agreement with NuRAN with monthly payments that cover the entire infrastructure solution.

The following discussion of the Company's financial performance is based on the condensed interim consolidated financial statements for the six-month ended April 30, 2019 and 2018.



***Factors Concerning the Company's Financial Performance and Results of Operations***

To evaluate the results of the strategic shift, management closely monitors four key measures of the Company's performance: Revenue, Gross Profit Margins (GPM), Earning Before Interest, Taxes, Depreciation and Amortization (EBITDA) and Net Income.

Revenue growth measures the success of our marketing and sales efforts. It will be dependent on the Company's ability to penetrate new markets and gain new customers for existing and new products and services. The investments in marketing and sales and the new products launched since 2016 have increased our sales pipeline, started to generate sales and should produce increasing revenues.

GPM measures how efficiently and effectively NuRAN delivers its systems and services to its clients.

EBITDA measures the entire operations by including selling and administrative costs. It should increase as sales grow.

Management believes that net income is a measure of how efficiently and effectively the business is running. To achieve an acceptable net income, the company needs to significantly increase its revenues, while maintaining or slightly increasing its selling and general administration costs.

**SELECTED ANNUAL FINANCIAL INFORMATION**

The following is selected financial data derived from the condensed interim consolidated financial statements of the Company as at April 30, 2019 and April 30, 2018 and for the periods then ended:

	Three-month ended April 30, 2019	Three-month ended April 30, 2018	Six-month ended April 30, 2019	Six-month ended April 30, 2018
Total revenues	\$ 717,283	\$ 1,025,302	\$ 1,959,040	\$ 2,300,476
Total loss	\$ (922,158)	\$ (424,779)	\$ (1,842,705)	\$ (1,122,253)
Net loss per share – basic	\$ (0.01)	\$ (0.00)	\$ (0.01)	\$ (0.01)
Net loss per share – diluted	\$ (0.01)	\$ (0.00)	\$ (0.01)	\$ (0.01)

	Six-month ended April 30, 2019	Six-month ended April 30, 2018
Total assets	\$ 7,523,394	\$ 7,663,498
Total non-current financial liabilities	\$ 715,396	\$ 1,109,819

**RESULTS OF OPERATIONS****Revenue**

The \$308,019 decrease in revenue for the six-month ended April 30, 2019 compared to the six-month ended April 30, 2018 (\$341,436 for the three-month ended April 30, 2019 compared to the three-month ended April 30, 2018) comes from lower revenues from both engineering services and product divisions.

**Gross Profit**

Gross profit for the six-month ended April 30, 2019 decreased by \$181,103 compared to the six-month ended April 30, 2018 (decreased by \$90,343 for the three-month ended April 30, 2019 compared to the three-month ended April 30, 2018). The decrease in gross profit is in direct relation with the decrease in revenue.

Gross Margin for the six-month ended April 30, 2019 decreased to 39.03% from 41.11% for the six-month ended April 30, 2018 (for the three-month ended April 30, 2019 increased to 36.62% from 34.43% for the three-month ended April 30, 2018).

**Expenses**

During the six-month ended April 30, 2019 total expenses increased by \$25,050 from the six-month ended April 30, 2018 (for the three-month ended April 30, 2019 total expenses increased by \$54,620 from the three-month ended April 30, 2018).

**Net Loss Before Other Elements and Income Taxes**

As a result of all the factors mentioned above the Net Loss Before Other Elements and Income Taxes for the six-month ended April 30, 2019 increased to \$1,675,911 from the six-month ended April 30, 2018 loss of \$1,469,759 (for the three-month ended April 30, 2019 total net loss Before Other Elements and Income Taxes increased to \$ 994,353 from the three-month ended April 30, 2018 loss of \$ 849,390).

**Other Elements and Income Taxes**

Other Elements and Income Taxes for the six-month ended April 30, 2019 generated a net loss of \$166,793 compared with a net gain of \$347,506 in the six-month ended April 30, 2018 (a gain of \$72,195 for the three-month ended April 30, 2019 compared to \$424,610 for the three-month ended April 30, 2018).

**Net Loss and Total Comprehensive Income**

As a result of all the factors mentioned above the Net Loss and Total Comprehensive Income for the six-month ended April 30, 2019 increased to (\$1,842,705) from the six-month ended April 30, 2018 loss of (\$1,122,253). The Net Loss and Total Comprehensive Income for the three-month ended April 30, 2019 increased to (\$922,158) from the three-month ended April 30, 2018 loss of (\$424,779).

**Financial Highlights of the six-month ended April 30, 2019**

For the six-month ended April 30, 2019, Company's financial performance was the following as compared to the six-month ended April 30, 2018:

- Revenue of \$1,959,040 compared to \$2,300,476 for the six months ended April 30, 2018;
- Gross margin of 39.03% compared to 41.11% for to the six months ended April 30, 2018;
- Gross Profit of \$764,652 compared to a Gross Profit of \$945,755 for the six months ended April 30, 2018;
- Net Loss Before Other Elements and Income Taxes of \$1,675,911 compared to \$1,469,759 during the six months ended April 30, 2018;
- Net Loss of \$1,842,705 for the second quarter of 2019 compared to a Net Loss of \$1,122,253 for the same quarter of 2018.

**Expenses**

Below is a discussion of the expenses for the six-month ended April 30, 2019

	2019	2018	% change from 2018
Selling expenses	600,476	603,229	-0.46%
Administrative expenses	920,413	539,026	70.75%
Financial expenses	361,782	719,817	-49.74%
Research and development costs, net of \$86,250 (2018 - \$187,759) in tax credits	557,893	553,442	0.80%
	2,440,564	2,415,514	1,04%

***Selling expenses***

Selling expenses consist of salaries to sales staff, commissions on sales, travel expenses, trade shows and presentations. No significant change in selling expenses has occurred between the two periods.

***Administrative expenses***

Administrative expenses consist of remuneration, legal fees, audit and accounting fees, insurance, rent, consulting fees and general office expenses. The increase is mainly due to the return of an administrative employee from maternity leave, and increased effort towards investor relations and corporate marketing.

***Financial expenses***

Financial expenses consist of loan interest, fees on factoring accounts receivable and gain/loss on exchange rate. The decrease is mainly due to the accounting update of the convertible debenture.

***Research and development***

No significant change in research and development has occurred between the two periods.

**SUMMARY OF QUARTERLY RESULTS**

Three Months Ended	Net Revenues (\$)	Net Gain (Loss)	
		Total (\$)	Basic and Diluted Loss Per Share (\$)
30-Apr-19	717,283	(922,158)	(0.01)
31-Jan-19	1,241,757	(920,547)	(0.01)
31-Oct-18	528,443	(1,406,799)	(0.01)
31-Jul-18	1,340,318	(968,948)	(0.01)
30-Apr-18	1,025,302	(424,779)	(0.00)
31-Jan-18	1,275,174	(697,459)	(0.01)
31-oct-17	1,780,065	(253,864)	(0.00)
31-jul-17	1,909,019	7,031	(0.00)
30-Apr-17	1,225,293	(936,256)	(0.01)

**SECOND QUARTER**

During the three months ended April 30, 2019, the Company earned revenues of \$717,283 compared to \$1,025,302 during the three months ended April 30, 2018, a decrease of 30.04%.

For the three months ended April 30, 2019, the Company earned a gross profit of \$262,705 compared to \$353,048 for the same period of 2018. The adjusted gross margin is 36.62% compared to 34.43% gross profit margin for the same quarter in 2018.

The net loss for the quarter was \$922,158 compared to a net loss of \$424,779 for the same quarter in 2018. The increase in the net loss is due to lower revenues, slightly higher R&D costs, a decrease in debt settlement through issuance of shares, and an accounting change in the fair value of the convertible debenture.

**LIQUIDITY AND CAPITAL RESOURCES**

The Company's cash increased to \$200,850 at April 30, 2019, from \$65,011 at April 30, 2018. Current assets decreased to \$3,464,237 from \$3,643,396 as at April 30, 2018.

The cash position is slightly better as at April 30, 2019 than April 30, 2018 due to cash generated from financing activities in the past 12 months, partially offset by losses the company incurred throughout the year.



**Future Financing**

Management closely monitors the Company's current cash position and the short-term and long-term cash requirements and recognizes the need for improved cash flow and liquidity for future operations and growth. Notwithstanding its cash position at April 30 2019, the Company will look for additional financing for costs related to operations and its growth strategy (including the purchase of new equipment, continuous development of next generation wireless solutions such as the multi-Standard 2G, 3G, 4G platform).

NuRAN has a strong sales pipeline of over 50 opportunities totalling over CAD \$200 million of possible revenue. While monitoring the progress of the sales process, management assigns each opportunity a probability of success that depends on the pace and stage of each negotiation. Based on that assessment the weighted average value of the 3-year sales pipeline is in excess of CAD\$70 million.

Although the Company's operations currently generate positive cash flow, these are not sufficient to cover its administrative costs and finance its sales growth and the Company will continue to depend on its ability to convert its sales opportunities into purchase orders as well as on future equity issuances or other means of financing to finance its operations.

The ability of the Company to continue operating will therefore be dependent upon obtaining additional financing as required. The timing and ability to do so will depend on the liquidity of the financial markets as well as the acceptance of investors to small cap companies, in addition to the results of the Company's operation. There can be no guarantee that the Company will be able to secure any required financing.

In that regard, on March 15, 2019, the Company announced it had closed its previously announced non-brokered private placement for gross proceeds of CAD \$ 1,107,000.

The Company issued a total of 11,070,000 units of the Company ("Units") at a price of \$0.10 per Unit, each Unit consisting of one common share (a "Share") and one-half of one share purchase warrant (a "Warrant") for aggregate gross proceeds of \$1,107,000 (the "Offering").

The Company issued an aggregate of 5,535,000 warrants pursuant to the Offering. Each Warrant issued entitles the holder to acquire one additional Share at a price of \$0.15 per Share for a period of 24 months from closing. In connection with the Offering the Company paid finder's fees consisting of cash fees totalling \$15,600 and issued an aggregate of 156,000 finder's warrants exercisable at a price of \$0.10 per Share for a period of 24 months from closing. All securities issued are subject to a hold period expiring four months and one day from closing in accordance with applicable securities laws.

**OFF-BALANCE SHEET ARRANGEMENTS**

The Company has not entered into any off-balance sheet arrangements.



**TRANSACTIONS WITH RELATED PARTIES**

The Company's related parties include companies under common control as well as key management personnel.

Bleu, Gestion & Investissements inc., ("Bleu") a company controlled by Martin Bédard, President and CEO, is under a services agreement with the Company for a monthly fee amount of \$10,000. As at April 30, 2019, \$10,473 was owed to Bleu.

Finexcorp Inc, a company controlled by Martin Bédard, President and CEO, is under an account receivable factoring and financing agreement with the Company. Finexcorp received factoring fees under this agreement. As at April 30, 2019, \$10,833 was owed to Finexcorp Inc and was included in accounts payable (\$3,333) and accrued liabilities (\$7,500).

Unless otherwise stated, none of the transactions incorporated special terms and conditions and no guarantees were given or received.

The transactions with related parties are in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to between the Company and the related parties and did not differ from the arm's length equivalent value for these services.

As of April 24, 2019, Martin Bédard was no longer President and CEO of the Company.

**Other related party transactions**

During the period, the Company entered into the following transactions with related parties:

	<b>2019-04-30</b> <b>(3 months)</b>	2018-04-30 (3 months)	<b>2019-04-30</b> <b>(6 months)</b>	2018-04-30 (6 months)
	\$	\$	\$	\$
Shareholders				
Interest expenses	<b>12,621</b>	19,264	<b>25,671</b>	30,514
Companies under common control				
Revenues				
Rent	<b>1,800</b>		<b>3,600</b>	6,000
Expenses				
Administrative expenses	<b>42,257</b>	35,247	<b>72,504</b>	60,494
Financial expenses	<b>8684</b>	31,085	<b>14,228</b>	50,654

**PROPOSED TRANSACTIONS**

As at the date of this MD&A there are no proposed transactions.



**COMMITMENTS**

The Company leases office space with a minimum rental payment of \$16,000 per month for a 2 years term.

**ACCOUNTING ESTIMATES AND JUDGEMENTS**

The preparation of these consolidated financial statements requires management to make judgments and estimates that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgments and estimates. The consolidated financial statements include judgments and estimates which, by their nature, are uncertain. The impacts of such judgments and estimates are pervasive throughout the consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and also in future periods when the revision affects both current and future periods.

Significant assumptions about the future and other sources of judgments and estimates that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

**Allowance for Bad Debts**

The Company establishes an appropriate provision for uncollectible or doubtful accounts. Estimates of recoverable amounts are based on management's best estimate of a customer's ability to settle its obligations, and actual amounts received may be affected by various factors, including industry conditions and changes in individual customer financial conditions. To the extent that actual losses on uncollectible accounts differ from those estimated in the Company's provision, both accounts receivable and net earnings will be affected.

**Functional Currency**

In concluding on the functional currency of the parent and its subsidiary company management considered the currency that mainly influences sales and the cost of providing goods and services in each jurisdiction in which the Company operates. The Company also considered secondary indicators including the currency in which funds from financing activities are denominated, the currency in which funds are retained and whether the activities of the subsidiaries are carried out as an extension of the Company or if they are carried out with a degree of autonomy.

**Provisions for Inventory**

Management makes estimates of the future customer demand for the Company's products when establishing appropriate provisions for inventory. In making these estimates, management considers product life of inventory and the profitability of recent sales of inventory. In many cases, product sold by the Company turns over quickly and inventory on-hand values are lower, thus reducing the risk of material misstatement.



Management ensures that systems are in place to highlight and properly value inventory that may be approaching "best before" dates. To the extent that actual losses on inventory differ from those estimated, both inventory and net earnings will be affected.

## **CRITICAL ACCOUNTING POLICIES**

### Financial Instruments

The Company classifies its financial assets as fair value through profit or loss ("FVTPL"). The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of financial assets at recognition.

#### Fair value through profit or loss

Financial assets and liabilities are classified as FVTPL when the financial asset or liability is held-for-trading or it is designated as FVTPL. A financial asset is classified as FVTPL when it has been acquired principally for the purpose of selling in the near future; it is a part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit-taking or if it is a derivative that is not designated and effective as a hedging instrument. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at FVTPL are measured at fair value, and changes therein are recognized in profit or loss. Cash is included in this category of financial assets.

#### Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 - Inputs for assets or liabilities that are not based on observable market data.

## **SHARE CAPITAL**

### Issued

The company has 159,812,610 common shares issued and outstanding as of June 26, 2019. There are no securities of any other class issued and outstanding.

### Share Purchase Options

The Company has 8,280,000 stock options at June 26, 2019.



The following is a summary of stock options outstanding, as at June 26, 2019.

Exercise price	Options outstanding		Options exercisable	
	Number	Weighted average contractual life (years)	Number	Weighted average contractual life (years)
\$0.10	3,050,000	2.22	1,900,000	2.33
\$0.20	4,430,000	2.20	4,430,000	2.20
\$0.30	800,000	1.08	700,000	0.81
	<u>8,280,000</u>		<u>7,030,000</u>	

Warrants

The following is a summary of warrants outstanding, all of which are exercisable, as at June 26, 2019.

Exercise Price	Quantity	Weighted average contractual life (years)
\$0.10	156,000	1.88
\$0.12	1,415,252	1.11
\$0.15	5,535,000	1.88
\$0.20	31,915,168	1.11
\$0.30	8,500,000	0.82
\$0.45	<u>9,100,000</u>	1.82
	<u>56,621,420</u>	

**CONVERTIBLE DEBENTURE**

As of April 30, 2019, the Company has a secured convertible debenture of \$3,770,000 outstanding. It matures on August 23, 2019 and is convertible at any time before the maturity date at a price of \$0.10 per common share. As of June 26, 2019, the amount outstanding is \$3,090,000.

On February 15, 2019, the Company announced a definitive amendment of its previously issued 12% Senior Secured Convertible Debentures (Note 12) to fix the conversion price of the debentures at \$0.10 per common share and remove any adjustment provisions relating to future financing completed at a price lower than the conversion price.

**RISKS****Additional Financing Requirements and Access to Capital**

NuRAN's ability to realize its assets and discharge its liabilities depends on the continued financial support of its shareholders, the growth and profitability of the future sales of its products that are now marketed and from obtaining additional financing.

**Sales Risks**

NuRAN's sales efforts target large corporations that require sophisticated data capture and production execution systems to collect and analyze data relating to various operational activities. NuRAN spends significant time and resources educating prospective customers about the features and benefits of its solutions. NuRAN's sales cycle usually ranges from 3 to 18 months and sales delays could cause its operating results to vary. NuRAN balances this risk by continuously assessing the condition of its sales pipeline and making the appropriate adjustments as far in advance as possible. NuRAN's strategy also includes a comprehensive program to build and improve relationships with our long-standing customers to better understand needs and proactively manage incoming business levels effectively.

**Foreign Exchange Risk**

NuRAN's sales are mainly outside Canada and are generally conducted in currencies other than the Canadian dollar, while a majority of our product research and development expenses, integration services, customer support costs and administrative expenses are in Canadian dollars. Fluctuations in the value of foreign currencies relative to the Canadian dollar can negatively, or positively, impact NuRAN's financial results.

**Outsourcing Risk**

NuRAN outsources the manufacture of our products to third parties. If they do not properly manufacture our products or cannot meet our needs in a timely manner, we may be unable to fulfill our product delivery obligations and our costs may increase, and our revenue and margins could be negatively impacted. Our reliance on third-party manufacturers subjects us to a number of risks, including the absence of guaranteed manufacturing capacity and the inability to control the amount of time and resources devoted to the manufacture of our products. To mitigate this dependency, we have relationships with two separate



manufacturing service providers and maintain contact with additional alternative suppliers in case our primary manufacturing sources should be disrupted.

### **Competition**

NuRAN must contend with strong international competition. Therefore, there are no guarantees that NuRAN can maintain its competitive position. However, its unique services and products, and skilled human resources give it a competitive edge in several markets.

### **Availability and Cost of Qualified Professionals**

The high-technology industry's strong growth increased the demand for qualified staff. So far, NuRAN has successfully met its needs for personnel. NuRAN benefits from its location in Quebec City, which gives it access to a large pool of engineering resources. Aware that the satisfaction of its customers is directly tied to the quality of its employees, NuRAN continues to take measures to attract and retain well-qualified professionals. Ability to Develop and Expand Mix of Products and Services to Keep Pace with Demand and Technological Trends

NuRAN uses several means to remain on the cutting edge and to meet its customers' changing needs—steady investments in product development and improvements, business alliances with major industry suppliers and partners, ongoing training of its personnel and occasional business acquisitions that provide it with specific know-how

### **Protection of Intellectual Property**

To protect its intellectual property, NuRAN relies on a series of patent and trademark laws, provisions respecting trade secrets, confidentiality protection measures, and various contracts. Regardless of all the efforts made to retain and protect its exclusive rights, third parties could attempt to copy aspects of its products or obtain information regarded as exclusive without authorization. There can be no assurance that the measures taken by NuRAN to protect its exclusive rights will be sufficient.

### **Dependence on Customers**

NuRAN is currently dependent on a limited number of customers for the sale of its products and services. If one or several of these customers should cease doing business with Nutaq for any reason or should reduce or defer their current or planned product purchases, NuRAN's operating results and financial position could be adversely affected.

**International Operations Risk**

Our international operations are subject to various economic, political and other uncertainties that could adversely affect our business. Since 2014, approximately 40% of our sales were derived from sales outside the United States, and economic conditions in the countries and regions in which we operate significantly affect our profitability and growth prospects. The following risks, associated with doing business internationally, could adversely affect our business, financial condition and results of operations:

- regional or country specific economic downturns;
- fluctuations in currency exchange rates between the Canadian dollar and the US dollar;
- complications in complying with a variety of foreign laws and regulations, including with respect to environmental matters, which may adversely affect our operations and ability to compete effectively in certain jurisdictions or regions;
- international political and trade issues and tensions;
- unexpected changes in regulatory requirements, up to and including the risk of nationalization or expropriation by foreign governments;
- higher tax rates and potentially adverse tax consequences including restrictions on repatriating earnings, adverse tax withholding requirements and double taxation;
- greater difficulties protecting our intellectual property;
- increased risk of litigation and other disputes with customers;
- fluctuations in our operating performance based on our geographic mix of sales;
- longer payment cycles and difficulty in collecting accounts receivable;
- costs and difficulties in integrating, staffing and managing international operations, especially in rapidly growing economies;
- transportation delays and interruptions;
- natural disasters and the greater difficulty in recovering from them in some of the foreign countries in which we operate;
- uncertainties arising from local business practices and cultural considerations;
- customs matter and changes in trade policy, tariff regulations or other trade restrictions; and
- national and international conflicts, including terrorist acts.

We expect that the percentage of our sales occurring outside the United States will increase over time largely due to increased activity in Africa, Central and South America and other emerging markets. The foregoing risks



may be particularly acute in emerging markets, where our operations are subject to greater uncertainty due to increased volatility associated with the developing nature of the economic, legal and governmental systems of these countries. If we are unable to successfully manage the risks associated with expanding our global business or to adequately manage operational fluctuations, it could adversely affect our business, financial condition or results of operations.