

Form 62-103F1
Required Disclosure under the Early Warning Requirements

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

This report relates to common shares of NexTech AR Solutions Corp. (the “**Issuer**”).

The Issuer has a head office at 349 Carlaw Ave, Suite 304, Toronto, Ontario M4M 2T1.

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

The transaction was carried out in a private transaction and not through any market.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Evan Gappelberg, c/o 349 Carlaw Ave, Suite 304, Toronto, Ontario M4M 2T1.

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

Pursuant to an agreement dated January 7, 2019 (the “**Agreement**”) between Evan Gappelberg and Reuben Tozman, as vendors, and the Issuer, as purchaser, Mr. Gappelberg received 1,000,000 common shares of the Issuer as part of the aggregate consideration for the Issuer’s acquisition of 100% of the membership interests of AR Ecommerce, LLC, a private Delaware limited liability company partially owned by Mr. Gappelberg. Mr. Gappelberg, concurrently with closing of the transactions contemplated under the foregoing agreement, transferred 225,000 common shares to other persons. As a result of the foregoing combined transactions happening, Mr. Gappelberg now owns an additional 775,000 common shares of the Issuer, through Atlas Capital Advisors, LLC, a private company wholly owned by Mr. Gappelberg.

2.3 State the names of any joint actors.

Not applicable.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror’s securityholding percentage in the class of securities.

Pursuant to the Agreement, Mr. Gappelberg received 1,000,000 common shares of the Issuer as part of the aggregate consideration for the Issuer’s acquisition of 100% of the membership interests of AR Ecommerce, LLC, a private Delaware limited liability company partially owned by Mr. Gappelberg. Mr. Gappelberg, concurrently with closing of the transactions contemplated under the foregoing agreement, transferred 225,000 common shares to other persons. As a result of the foregoing combined transactions happening, Mr. Gappelberg now owns an additional

775,000 common shares of the Issuer, through Atlas Capital Advisors, LLC, a private company wholly owned by Mr. Gappelberg.

Immediately prior to the foregoing transactions, Mr. Gappelberg owned and/or had control or direction over 4,500,000 common shares of the Issuer representing approximately 9.39% of the issued and outstanding shares of the Issuer at such time, on an undiluted basis.

As a result of the foregoing transactions, Mr. Gappelberg now owns and/or has control or direction over 5,275,000 common shares of the Issuer representing approximately 10.57% of the issued and outstanding common shares of the Issuer. This represents an approximate 1.18% change in Mr. Gappelberg's ownership of common shares of the Issuer.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

Pursuant to the Agreement, Mr. Gappelberg received 1,000,000 common shares of the Issuer as part of the aggregate consideration for the Issuer's acquisition of 100% of the membership interests of AR Ecommerce, LLC, a private Delaware limited liability company partially owned by Mr. Gappelberg. Mr. Gappelberg, concurrently with closing of the transactions contemplated under the foregoing agreement, transferred 225,000 common shares to other persons. As a result of the foregoing combined transactions happening, Mr. Gappelberg now owns an additional 775,000 common shares of the Issuer, through Atlas Capital Advisors, LLC, a private company wholly owned by Mr. Gappelberg.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Immediately prior to the transactions referred to in Item 2.2 above, Mr. Gappelberg owned and/or had control or direction over 4,500,000 common shares of the Issuer representing approximately 9.39% of the issued and outstanding shares of the Issuer at such time, on an undiluted basis.

As a result of the transactions referred to in Item 2.2 above, Mr. Gappelberg now owns and/or has control or direction over 5,275,000 common shares of the Issuer representing approximately 10.57% of the issued and outstanding common shares of the Issuer.

Mr. Gappelberg also owns and/or has control over a total of 60,000 stock options and 1,000,000 warrants to purchase common shares of the Issuer. If Mr. Gappelberg were to exercise all of his stock options and warrants, he would then own and/or have control over 6,335,000 common shares of the Issuer representing approximately 12.43% of the issued and outstanding common shares of the Issuer, assuming that no further common shares of the Issuer have been issued.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

- (a) the acquiror, either alone or together with any joint actors, has ownership and control,**

- (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and
- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

All securities referred to in Item 3.4 are owned and/or controlled, directly or indirectly, by Mr. Gappelberg.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

The common shares referred to in Item 2.2 above were acquired at deemed price of \$0.81 per share, as part of the consideration paid by the Issuer for the purchase of 100% of the membership interests of AR Ecommerce, LLC. The additional 775,000 common shares now owned by Mr. Gappelberg represent a total deemed value of \$627,750.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

The common shares referred to in Item 2.2 above were acquired at deemed price of \$0.81 per share, as part of the consideration paid by the Issuer for the purchase of 100% of the membership interests of AR Ecommerce, LLC. The additional 775,000 common shares now owned by Mr. Gappelberg represent a total deemed value of \$627,750.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer’s business or corporate structure;**
- (g) a change in the reporting issuer’s charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders;**
- (k) an action similar to any of those enumerated above.**

Mr. Gappelberg acquired the common shares referred to in Item 2.2 above as part of the consideration paid by the Issuer for its purchase of 100% of the membership interests of AR Ecommerce, LLC.

Mr. Gappelberg holds the securities for investment purposes, and has no present intention to acquire or dispose of further securities of the Issuer. Mr. Gappelberg may, in the future participate in financings

