



NEXTECH AR SOLUTIONS CORP.

OVERNIGHT MARKETED PUBLIC OFFERING OF UNITS

TERM SHEET

January 23, 2023

A final base shelf prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in each of the provinces of Canada, other than Quebec. A copy of the final base shelf prospectus, any amendment to the final base shelf prospectus and any applicable shelf prospectus supplement that has been filed, is required to be delivered with this document, and copies may be obtained from Research Capital Corporation (ecm@researchcapital.com) and are also available electronically at www.sedar.com.

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final base shelf prospectus, any amendment, and any applicable shelf prospectus supplement for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

The securities offered under this final base shelf prospectus and prospectus supplement have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States (as such term is defined in Regulation S under the U.S. Securities Act) (the "United States"), and may not be offered or sold within the United States, or to, or for the account or benefit of a U.S. Person (as defined in Rule 902(k) of Regulation S under the U.S. Securities Act) or a person in the United States, except in transactions exempt from registration under the U.S. Securities Act and applicable U.S. state securities laws. This term sheet does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States or to, or for the account or benefit of, U.S. persons.

- Issuer:** Nextech AR Solutions Corp. (the "**Company**").
- Offering:** Overnight marketed, public offering (the "**Offering**") of units of the Company (the "**Units**").
- Gross Proceeds:** Up to \$3,000,000.
- Offering Price:** \$[•] per Unit.
- Unit:** Each Unit shall be comprised of one common share of the Company (a "**Common Share**") and one Common Share purchase warrant of the Company (a "**Warrant**").
- Warrant:** Each Warrant shall entitle the holder thereof to purchase one additional Common Share of the Company at an exercise price of \$[•] for a period of [•] months following closing of the Offering.
- Over-Allotment Option:** Up to 15% of the number of Units, and/or the components thereof, issued pursuant to the Offering to cover any over-allotments, if any, and for market stabilization purposes, exercisable within 30 days following the closing of the Offering ("**Over-Allotment Option**").
- Use of Proceeds:** The net proceeds from the Offering will be used for working capital and general corporate purposes.
- Form of Offering:** The Units will be offered by way of a prospectus supplement to the Company's base shelf prospectus dated March 21, 2022, to be filed in each of the provinces of Canada (except Quebec) pursuant to *National Instrument 44-102 – Shelf Distributions* and *National Instrument 44-101 – Short Form Prospectus Distributions* and may be offered in the United States on a private placement basis pursuant to an appropriate exemption from the registration requirements under applicable U.S. law.
- Listing:** The Company shall obtain the necessary approvals to list the Common Shares and the Common Shares issuable on the exercise of the Warrants, compensation warrants, and advisory warrants for trading on the Canadian Securities Exchange.
- Eligibility:** The Units, Common Shares and Warrants are eligible for RRSPs, RRIFs, RDSPs, RESPs, TFSA's and DPSPs.
- Commission:** 7.0% cash commission and 7.0% broker warrants.
- Agent:** Research Capital Corporation as the sole agent and sole bookrunner (the "**Agent**").
- Closing:** The closing of the Offering will occur on or about January 31, 2023, or such other earlier or later date as the Agent and Company may agree upon (the "**Closing Date**" or "**Closing**").