

**FORM 51-102F3
Material Change Report**

**MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF
NATIONAL INSTRUMENT NO. 51-102**

Item 1. Reporting Issuer

NexTech AR Solutions Corp. (the “Company” or “Nextech”)
121 Richmond Street West, Suite 501
Toronto, Ontario M5H 2K1

Item 2. Date of Material Change

Material changes took place on January 23, 2023 and January 24, 2023.

Item 3. Press Release

News releases in respect of the material changes were disseminated on January 23, 2023 and January 24, 2023.

Item 4. Summary of Material Change

The Company announced that it proposed to complete a public offering of units of the Company for gross proceeds of up to \$3,000,000, as amended.

Item 5. Full Description of Material Change

The material changes are described in the Company's press releases attached hereto as Schedule "A", Schedule "B" and Schedule "C", which press releases are incorporated by reference herein.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

The report is not being filed on a confidential basis.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

Evan Gappelberg

Item 9. Date of Report

DATED at Toronto, in the Province of Ontario, this 25th day of January, 2023.

SCHEDULE “A”

Nextech AR Announces Overnight Marketed Public Offering of Units for up to \$3 Million

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR DISSEMINATION IN THE UNITED STATES

TORONTO, ON, Canada – January 23, 2023 – **Nextech AR Solutions Corp.** (“**Nextech**” or the “**Company**”) (OTCQX: NEXCF) (CSE: NTAR) (FSE: EP2) is pleased to announce that it has entered into an agreement with Research Capital Corporation as sole agent and sole bookrunner (the “**Agent**”), in connection with an overnight marketed public offering of units of the Company (the “**Units**”) for gross proceeds of up to \$3,000,000 (the “**Offering**”).

The final pricing of the Units and the number of Units to be sold pursuant to the Offering will be determined in the context of the market.

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**”).

The Company has granted to the Agent an option to increase the size of the Offering by up to an additional number of Units, and/or the components thereof, that in aggregate would be equal to 15% of the total number of Units to be issued under the Offering, to cover over-allotments, if any, and for market stabilization purposes, exercisable at any time and from time to time up to 30 days following the closing of the Offering.

The net proceeds from the Offering will be used for working capital and general corporate purposes.

The closing of the Offering is expected to occur on or about January 31, 2023 (the “**Closing**”), or such other earlier or later date as the Agent and Company may agree upon. Closing is subject to the Company receiving all necessary regulatory approvals, including any requisite approval of the Canadian Securities Exchange (the “**Exchange**”) to list the Common Shares and the Common Shares issuable upon exercise of the Warrants and the Agent’s broker warrants, on the Exchange.

The Company intends to file a prospectus supplement (the “**Prospectus Supplement**”) to the Company’s short form base shelf prospectus dated March 21, 2022 (the “**Shelf Prospectus**”) following pricing of the Offering with the securities regulatory authorities in each of the provinces and territories of Canada (except Quebec). Copies of the Shelf Prospectus and the Prospectus Supplement to be filed in connection with the Offering, can be found on SEDAR at www.sedar.com. The Shelf Prospectus and the Prospectus Supplement will contain important detailed information about the Company and the Offering. Prospective investors should read the Prospectus Supplement and accompanying Shelf Prospectus and the other documents the Company has filed on SEDAR at www.sedar.com before making an investment decision.

This press release is not an offer to sell or the solicitation of an offer to buy the securities in the United States or in any jurisdiction in which such offer, solicitation or sale would be

unlawful prior to qualification or registration under the securities laws of such jurisdiction. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and such securities may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from U.S. registration requirements and applicable U.S. state securities laws.

About Nextech AR Solutions Corp.

Nextech AR Solutions (OTCQX: NEXCF) (CSE: NTAR) (FSE: EP2) is a diversified augmented reality, AI technology company that leverages proprietary AI to create 3D experiences for the metaverse. Its main businesses are creating 3D WebAR photorealistic models for the Prime Ecommerce Marketplace as well as many other online retailers. The company develops or acquires what it believes is disruptive technology and once commercialized spins them out as stand alone public companies issuing a stock dividend to shareholders while retaining a significant ownership stake in the public spin-out.

On 10/26/2022, Nextech AR completed its first spin-out of an augmented reality wayfinding solution company called [ARway](#). Nextech AR retained a control ownership in ARway Corp. with 13 million shares, or a 50% stake. ARway is currently listed on the Canadian Securities Exchange (CSE:ARWY), in USA on the (OTC: ARWYF) and Internationally on the Frankfurt Stock Exchange (FSE: E65).

On 12/14/2022, [Nextech AR announced](#) its proposed second spinout of [Toggle3D](#), an artificial intelligence (A) powered 3D design studio, to compete with Adobe. Toggle3D is expected to be public in the first half of 2023.

Nextech Investor Relations Contact

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Nextech AR Solutions Corp.

Evan Gappelberg

CEO and Director

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To learn more about Nextech AR, please follow us on Twitter, YouTube, Instagram, LinkedIn, and Facebook, or visit our website: <https://www.Nextechar.com>.

Disclaimer for Forward-Looking Information

This news release includes certain statements and information that constitute forward-looking information within the meaning of applicable Canadian securities laws. All statements in this news release, other than statements of historical facts are forward-looking statements. Such forward-looking statements and forward-looking information specifically include, but are not limited to, statements that relate to the completion of the Offering and the timing and pricing in respect thereof, the use of proceeds of the Offering, the entering into of the agency agreement and timely receipt of all necessary approvals, including any requisite approval of the Canadian Securities Exchange.

Statements contained in this release that are not historical facts are forward-looking statements that involve various risks and uncertainty affecting the business of the Company. Such statements can generally, but not always, be identified by words such as "expects", "plans", "anticipates", "intends", "estimates", "forecasts", "schedules", "prepares", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. All statements that describe the Company's plans relating to operations and potential strategic opportunities are forward-looking statements under applicable securities laws. These statements address future events and conditions and are reliant on assumptions made by the Company's management, and so involve inherent risks and uncertainties, as disclosed in the Company's periodic filings with Canadian securities regulators. As a result of these risks and uncertainties, and the assumptions underlying the forward-looking information, actual results could materially differ from those currently projected, and there is no representation by the Company that the actual results realized in the future will be the same in whole or in part as those presented herein. The Company disclaims any intent or obligation to update forward-looking statements or information except as required by law. Readers are referred to the additional information regarding the Company's business contained in the Company's reports filed with the securities regulatory authorities in Canada. Although the Company 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 could cause actions, events or results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company's filings that are available at www.sedar.com.

The Company provides no assurance that forward-looking statements and information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking statements or information. The Company does not undertake to update any forward looking statements, other than as required by law.

SCHEDULE “B”

Nextech AR Announces Pricing of Public Offering of Units

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TORONTO, ON, Canada – January 24, 2023 – **Nextech AR Solutions Corp.** (“**Nextech**” or the “**Company**”) (OTCQX: NEXCF) (CSE: NTAR) (FSE: EP2) is pleased to announce the price of its previously announced marketed public offering (the “**Offering**”) of units of the Company (the “**Units**”). Pursuant to the Offering, the Company intends to issue Units at a price of \$0.83 per Unit for aggregate gross proceeds of up to \$3,000,000 (the “**Offering**”). The Offering is being led by Research Capital Corporation as the sole agent and sole bookrunner (the “**Agent**”).

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**”). Each Warrant shall entitle the holder thereof to purchase one Common Share at an exercise price of \$1.15 for a period of 48 months following closing of the Offering.

The Company has granted to the Agent an option to increase the size of the Offering by up to an additional number of Units, and/or the components thereof, that in aggregate would be equal to 15% of the total number of Units to be issued under the Offering, to cover over-allotments, if any, and for market stabilization purposes, exercisable at any time and from time to time up to 30 days following the closing of the Offering.

The net proceeds from the Offering will be used for working capital and general corporate purposes.

The closing of the Offering is expected to occur on or about January 31, 2023 (the “**Closing**”), or such other earlier or later date as the Agent and Company may agree upon. Closing is subject to the Company receiving all necessary regulatory approvals, including any requisite approval of the Canadian Securities Exchange (the “**Exchange**”) to list the Common Shares and the Common Shares issuable upon exercise of the Warrants and the Agent’s broker warrants, on the Exchange.

The Company intends to file a prospectus supplement (the “**Prospectus Supplement**”) to the Company’s short form base shelf prospectus dated March 21, 2022 (the “**Shelf Prospectus**”) following pricing of the Offering with the securities regulatory authorities in each of the provinces and territories of Canada (except Quebec). Copies of the Shelf Prospectus and the Prospectus Supplement to be filed in connection with the Offering, can be found on SEDAR at www.sedar.com. The Shelf Prospectus and the Prospectus Supplement will contain, important detailed information about the Company and the Offering. Prospective investors should read the Prospectus Supplement and accompanying Shelf Prospectus and the other documents the Company has filed on SEDAR at www.sedar.com before making an investment decision.

This press release is not an offer to sell or the solicitation of an offer to buy the securities in the United States or in any jurisdiction in which such offer, solicitation or sale would be

unlawful prior to qualification or registration under the securities laws of such jurisdiction. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and such securities may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from U.S. registration requirements and applicable U.S. state securities laws.

About Nextech AR Solutions Corp.

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On 10/26/2022, Nextech AR completed its first spin-out of an augmented reality wayfinding solution company called [ARway](#). Nextech AR retained a control ownership in ARway Corp. with 13 million shares, or a 50% stake. ARway is currently listed on the Canadian Securities Exchange (CSE:ARWY), in USA on the (OTC: ARWYF) and Internationally on the Frankfurt Stock Exchange (FSE: E65).

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SCHEDULE “C”

Nextech AR Amends Terms of Public Offering of Units

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TORONTO, ON, Canada – January 24, 2023 – **Nextech AR Solutions Corp.** (“**Nextech**” or the “**Company**”) (OTCQX: NEXCF) (CSE: NTAR) (FSE: EP2) announces that it has amended certain terms of its marketed offering (the “**Offering**”) of units of the Company (the “**Units**”), that was previously announced on January 23, 2023 and January 24, 2023. Pursuant to the amended terms, the Offering of Units will be conducted at a price of \$0.83 per Unit for aggregate gross proceeds of up to \$3,000,000. 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**”). Each Warrant shall entitle the holder thereof to purchase one Common Share at an exercise price of \$1.03 for a period of 48 months following closing of the Offering.

The Offering is being led by Research Capital Corporation as the sole agent and sole bookrunner (the “**Agent**”).

The Company has granted to the Agent an option to increase the size of the Offering by up to an additional number of Units, and/or the components thereof, that in aggregate would be equal to 15% of the total number of Units to be issued under the Offering, to cover over-allotments, if any, and for market stabilization purposes, exercisable at any time and from time to time up to 30 days following the closing of the Offering.

The net proceeds from the Offering will be used for working capital and general corporate purposes.

The closing of the Offering is expected to occur on or about January 31, 2023 (the “**Closing**”), or such other earlier or later date as the Agent and Company may agree upon. Closing is subject to the Company receiving all necessary regulatory approvals, including any requisite approval of the Canadian Securities Exchange (the “**Exchange**”) to list the Common Shares and the Common Shares issuable upon exercise of the Warrants and the Agent’s broker warrants, on the Exchange.

The Company intends to file a prospectus supplement (the “**Prospectus Supplement**”) to the Company’s short form base shelf prospectus dated March 21, 2022 (the “**Shelf Prospectus**”) following pricing of the Offering with the securities regulatory authorities in each of the provinces and territories of Canada (except Quebec). Copies of the Shelf Prospectus and the Prospectus Supplement to be filed in connection with the Offering, can be found on SEDAR at www.sedar.com. The Shelf Prospectus and the Prospectus Supplement will contain, important detailed information about the Company and the Offering. Prospective investors should read the Prospectus Supplement and accompanying Shelf Prospectus and the other documents the Company has filed on SEDAR at www.sedar.com before making an investment decision.

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