



## **Nextech3D.ai Announces Brokered Offering of Units for Up to \$3 Million, With Participation by CEO**

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

**Toronto, ON – July 17, 2023** – Nextech3D.AI (the “**Company**”) (formerly known as “Nextech AR Solutions Corp”) (OTCQX: NEXCF) (CSE: NTAR) (FSE: EP2) is pleased to announce that it has entered into an agreement with Research Capital Corporation as the sole agent and sole bookrunner (the “**Agent**”) in connection with a marketed private placement offering (the “**Offering**”) of units of the Company (each, a “**Unit**”) at a price of \$0.42 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 purchase warrant of the Company (a “**Warrant**”). Each Warrant shall entitle the holder thereof to purchase one Common Share at an exercise price of \$0.52 for a period of 36 months from Closing (as defined herein).

The Company will grant the Agent an option (the “**Agent’s Option**”) to increase the size of the Offering by up to 15% of the number of Units by giving written notice of the exercise of the Agent’s Option, or a part thereof, to the Company at any time up to 48 hours prior to the Closing Date.

The Offering will be conducted pursuant to the amendments to National Instrument 45-106 – *Prospectus Exemptions* (“**NI 45-106**”) set forth in Part 5A thereof (the “**Listed Issuer Financing Exemption**”) to purchasers resident in Canada, except Québec. The Units offered under the Listed Issuer Financing Exemption will not be subject to resale restrictions pursuant to applicable Canadian securities laws. There is an offering document related to the Offering that can be accessed under the Company’s profile at [www.sedar.com](http://www.sedar.com) and on the Company’s website at <https://www.nextechar.com/>. Prospective investors should read this offering document before making an investment decision.

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

The Offering is anticipated to close on or about the week of July 24, 2023 (“**Closing**”), or such later date as the Company and the Agent may determine. The Closing is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory and other approvals, including the approval of the Canadian Securities Exchange. Mr. Evan Gappelberg intends to participate in the Offering, which will be completed pursuant to available related party exemptions under Multilateral Instrument 61-101 – *Protection of Minority Shareholders in Special Transactions*.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be

unlawful, including any of the securities in the United States of America. The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**1933 Act**”) or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

## **About Nextech3D.ai**

(formally “**Nextech AR Solutions Corp**” or the “**Company**”) (OTCQX: NEXCF) (CSE: NTAR) (FSE: EP2 is a diversified augmented reality, AI technology company that leverages proprietary artificial intelligence (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 are disruptive technologies 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 October 26, 2022 Nextech3D.ai spun out its spatial computing platform, “ARway.ai” as a stand alone public Company. ARway.ai is disrupting the augmented reality wayfinding market with a no-code, no beacon spatial computing platform enabled by visual marker tracking. Nextech3D.ai retained 13 million shares in ARway and distributed 4 million shares to Nextech3D.ai shareholders. ARway.ai is currently listed on the Canadian Securities Exchange (CSE:ARWY), in USA on the OTCQB (OTC: ARWYF) and Internationally on the Frankfurt Stock Exchange (FSE: E65).

On June 14, 2023, the Company completed its second spinout of Toggle3D.ai, a groundbreaking SaaS solution that utilizes generative AI to convert CAD files, apply stunning 4K texturing, and enable seamless publishing of superior 4K 3D models. Nextech3D.ai retained 13 million shares in Toggle3D.ai and distributed 4 million shares to Nextech3D.ai shareholders. Toggle3D.ai is trading on the Canadian Securities Exchange (CSE:TGGL) and in the USA (OTC:TGGLF).

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

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## **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, insider participation; 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](http://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.*