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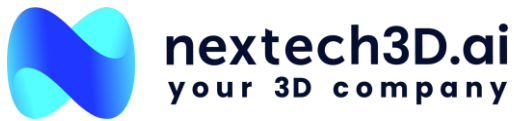
Nextech3D.ai Announces \$3.6 Million Private Placement

Toronto, ON – November 2 , 2023 – [Nextech3D.AI](#) (the “**Company**”) (OTCQX: NEXCF) (CSE: NTAR) (FSE: EP2) announces that it proposes to complete a private placement (the “**Offering**”) pursuant to which it will issue up to 30,000,000 units (“**Units**”) at a price of \$0.12 per Unit, to raise aggregate gross proceeds of up to \$3.6 million.

Each Unit will be comprised of one common share of the Company (a “**Share**”) and one common share purchase warrant (a “**Warrant**”); with each whole Warrant exercisable to acquire one additional common share at a price of \$0.17 for a period of 36 months from the date of issuance thereof.

An aggregate of up to 19,500,000 Units will be issued pursuant to National Instrument 45-106 in accordance with Part 5A thereof (the “**Listed Issuer Financing Exemption**”) to purchasers resident in Canada, except Québec, and other jurisdictions outside of Canada. 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 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 November 22, 2023 (“**Closing**”), or such later date as the Company may determine. The Company may pay a finders fee of up to 8% of the gross proceeds of the Offering to eligible registrants assisting in the Offering, and issue such number of broker warrants (“**Broker Warrants**”) as is equal to up to 8% of the number of Units sold by such registrants, with each Broker Warrant entitling the holder to acquire one Share at \$0.12 for a period of 36 months.

It is anticipated that certain insiders of the Company may acquire Units under the Offering. Such participation, if any, will be considered to be a "related party transaction"



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within the meaning of Multilateral Instrument 61-101-Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company intends to rely on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of any related party participation in the Offering as neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it will involve interested parties, is expected to exceed 25% of the Company's market capitalization (as determined under MI 61-101).

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.

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

The Company 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, the Company 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. The Company retained 13 million shares in ARway and distributed 4 million



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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. The Company 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 visit our website: <https://www.nextechar.com>.

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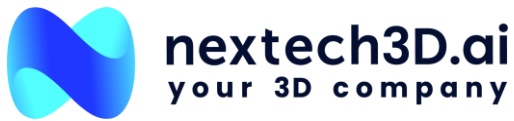
CEO and Director

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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 anticipated size and timing of Offering, insider participation in the Offering, and the receipt of all applicable approvals in connection therewith.

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



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“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 for-ward looking statements, other than as required by law.