

NOTICE
NATIONAL INSTRUMENT 51-102
CHANGE IN CORPORATE STRUCTURE

To: Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
Nova Scotia Securities Commission
Office of Attorney General, Prince Edward Island
Financial Services Regulation Division, Newfoundland and Labrador
Financial and Consumer Services Division, New Brunswick
(collectively, the "**Commissions**")

Re: **ARWAY CORPORATION**

This notice is provided pursuant to Section 4.9 of National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**").

1. Parties to the Transaction

Arway Corporation (the "**Company**"), Nextech AR Solutions Corp. ("**Nextech**") 1373221 BC Ltd. ("**Subco**") and 1373222 BC Ltd. ("**FinanceCo**").

2. Description of the Transaction

On October 25, 2022, pursuant to the terms of an arrangement agreement between the Company, Nextech and FinanceCo dated July 29, 2022, Nextech completed a plan of arrangement pursuant to Section 288 of the *Business Corporations Act* (British Columbia) (the "**Transaction**") pursuant to which, amongst other matters:

- Nextech will transfer all its right, title and interest in and to its all-in-one no code real-world Metaverse creation tool and mobile app ARWay to the Company in exchange for the issuance of an aggregate of 15,999,900 common shares of the Company ("**Spinco Shares**") to Nextech;
- an aggregate of approximately 4,000,000 Spinco Shares shall be distributed to the shareholders of Nextech on a pro rata basis (the "**Pro Rata Share Distribution**");
- Nextech will undertake a reorganization of its share capital by: (i) renaming and redesignating all of the issued and unissued common shares as Class A Common Shares; and (ii) creating a new class consisting of an unlimited number of new common shares ("**New Shares**");
- each Nextech shareholder will exchange each Class A Common Share held immediately following the reorganization described above for (A) one New Share, and (B) such shareholder's pro rata share of the aggregate of 4,000,000 Spinco Shares

- to be distributed pursuant to the Pro Rata Share Distribution, and such Shareholders shall cease to be the holders of the Class A Common Shares so exchanged;
- the authorized share capital of Nextech shall be amended to delete the Class A Common Shares, none of which shall be issued and outstanding;
 - FinanceCo and Subco shall amalgamate and each common share and share purchase warrant of FinanceCo will be exchanged for one Spinco Share and one share purchase warrant of the Company, respectively; and
 - the Spinco Shares became listed for trading on the Canadian Securities Exchange.

Additional information regarding the Transaction is found in the management information circular of Nextech dated September 1, 2022 (the “**Circular**”). A copy of the Circular is available under Nextech’s issuer profile on SEDAR at www.sedar.com.

3. Effective Date of the Transaction

The Transaction became effective on October 25, 2022.

4. Names of Each Party that Ceased to Be a Reporting Issuer Subsequent to the Transaction and of each Continuing Entity

In connection with the Transaction, the Company became a reporting issuer in each of the Provinces of Canada other than the Province of Quebec. Following the Transaction, Nextech continues to be a reporting issuer in each of the Provinces of Canada other than the Province of Quebec.

5. Date of the Reporting Issuer’s First Financial Year End Following the Transaction

August 31, 2023.

6. The Periods of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year Subsequent to the Transaction

The Company's financial year end is August 31. The Company's financial statements required to be filed for the first financial year subsequent to the Transaction herein are as follows:

<i>Financial Statements</i>	<i>Period Ended</i>	<i>Comparative Period Ended</i>
Interim	3 months ended November 30, 2022	N/A ⁽¹⁾
	6 months ended February 28, 2023	N/A ⁽¹⁾
	9 months ended May 31, 2023	N/A ⁽¹⁾
Annual	Fiscal year ended August 31, 2023	Period from incorporation (July 15, 2022) to August 31, 2022

(1) As the Company was incorporated on July 15, 2022, there is no comparative prior period.

7. Document(s) filed that describe the Transaction and where such document(s) can be found in electronic format

Details of the Transaction can be found in the following documents:

- news releases of Nextech dated August 2, September 16 and October 14, 2022;
- arrangement agreement in respect of the Transaction filed on August 2, 2022;
- Circular

each of which has been electronically filed with the Canadian securities regulators and is available on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com under Nextech's issuer profile.

8. Date of Report

October 25, 2022