

FORM 51-102F3
Material Change Report

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

Item 1. Reporting Issuer

ARway Corp. (the “Company” or “ARway”)
PO Box 64039
Toronto RPO Royal Bank Plaza
Toronto, ON M5J 2T6

Item 2. Date of Material Change

A material change took place on February 13, 2024.

Item 3. Press Release

A news release in respect of the material change was disseminated on February 6, 2024.

Item 4. Summary of Material Change

The Company announced that it will issue an aggregate of 1,270,074 share purchase warrants (the “Warrants”) on February 13, 2024 to its service providers in connection with their employment and/or consulting arrangements with the Company. Each Warrant will be exercisable to acquire one common share of the Company (an “Underlying Share”) at an exercise price of CDN\$0.53 for a period of one year.

Item 5. Full Description of Material Change

The material change is described in the Company's press release attached hereto as Schedule "A", which press release is 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, Chief Executive Officer

Item 9. Date of Report

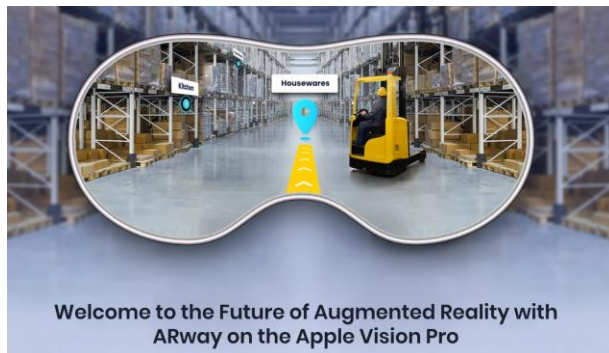
DATED at Toronto, in the Province of Ontario, this 20th day of February, 2024.

SCHEDULE "A"

ARway.ai The Spatial Computing Company Launches Apple Vision Pro Compatibility and Early Access for ARwayKit SDK

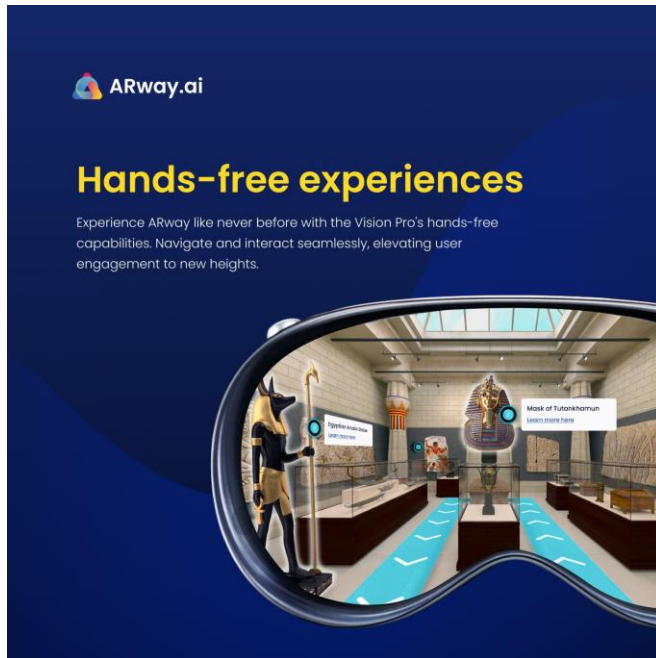
TORONTO, ON, Canada – February 6, 2024 – [ARway.ai](https://arway.ai) ("ARway" or the "Company") (CSE: ARWY), (OTC: ARWYF) (FSE: E65) is an AI powered Augmented Reality Experience platform with a disruptive no-code, no beacon spatial computing solution enabled by visual marker tracking with centimeter precision is pleased to announce it has [launched its compatibility with Apple's Vision Pro](#) alongside the revolutionary headset's recent release on February 2. In addition, the Company is now accepting submissions for their early access list for the ARwayKit SDK for the Apple Vision Pro. The user-friendly ARwayKit SDK will provide a cross-platform developer tool across iOS and RealityOS enabling access to apps with location-persistent AR content and immersive experiences across both headsets and smartphones.

Watch a video demo of ARway x Apple Vision Pro – [click here](#)



After years of anticipation, ARway is thrilled to announce compatibility with the Apple Vision Pro – a revolutionary device set to redefine augmented and mixed reality experiences. With Apple's Vision Pro, users can experience ARway's cutting edge technology like never before with its hands-free capabilities. ARway leverages advanced spatial computing technology to merge the digital and physical worlds, enabling users to navigate and interact seamlessly. The Vision Pro form factor enhances the user experience, providing a hands-free approach to augmented reality and making every

interaction more immersive and engaging, making it a perfect fit with the ARway platform.

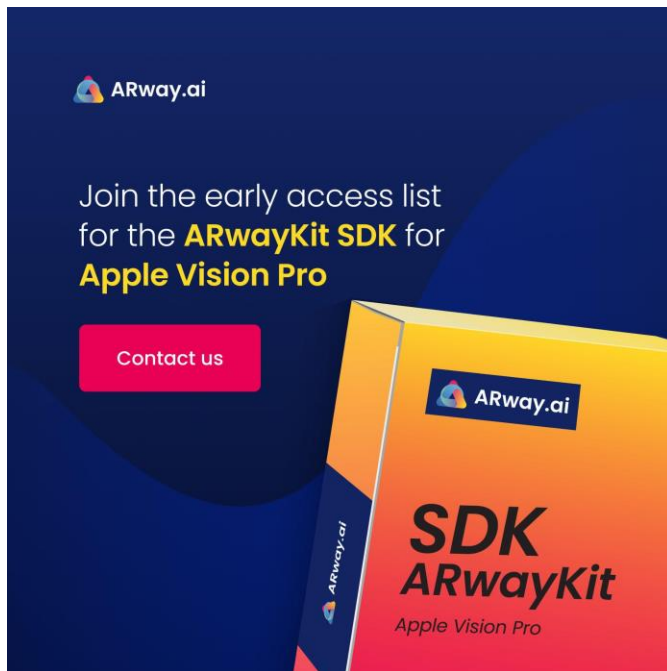


CEO Evan Gappelberg commented: "The long awaited, highly anticipated Apple Vision Pro AR glasses are FINALLY here! We have been waiting for this moment for years and we knew eventually this moment would come. ARway's compatibility with the Vision Pro is game changer for the industry, marking the next step in hands-free immersive experiences that blend the physical and digital worlds. This is a huge opportunity for early investors to invest in the next multi-decade multi-trillion dollar megatrend... which is spatial computing and augmented reality technology. He continues "ARway is purpose-built for the Vision Pro, and our Company is perfectly positioned to capitalize on this opportunity and revolutionize the way consumers interact with digital information. The Vision Pro will augment the iphone, and will obtain mass adoption in the years to come - which will be a MASSIVE boost for the augmented reality industry. With ARway's technology and the Apple Vision Pro, indoor navigation will soon be as ubiquitous as outdoor navigation and we're excited to see ARway.ai our front as the shift unfolds."

The launch is accompanied by a new landing page on the ARway's website providing further information and details, and the Company is also now accepting submissions for their early access list for the ARwayKit SDK for the

Apple Vision Pro. The user-friendly ARwayKit SDK will provide a cross-platform developer tool across iOS and RealityOS enabling access to apps with location-persistent AR content and immersive experiences across both headsets and smartphones.

Learn more about ARway and Apple Vision Pro - [click here](#)



Join the Early Access List for the ARway SDK for Apple Vision Pro - [click here](#)

In September 2023, ARway announced [the Company was selected to participate at Apple's Vision Pro Developer Labs in Cupertino](#), California. As a result, ARway completed a first build of the ARway Platform on Apple's Vision Pro hardware and realityOS operating system, which led to the delivery of optimal performance on iOS devices and the seamless integration into Apple's ecosystem.

When Apple announced the Apple Vision Pro would be available beginning Friday, February 2nd, [ARway began experience an increase in global interest and deals](#), as the Vision Pro has stoked demand for ARway's spatial computing and augmented reality navigation platform. Since then ARway has signed multiple new deals including Suteki, Walk.app, African Technopreneurs, [F3 Geomatic](#), [Localiza](#), and more. ARway's technology has

various use cases across a multitude of industries including

Shares for Services

The Company also announces today that in order to manage its cash flow and reduce or possibly eliminate its dependency of raising capital for payroll it has renewed its share purchase warrant program that was originally announced last year, pursuant to which it will issue an aggregate of 1,270,074 share purchase warrants (the “Warrants”) to its service providers in connection with their employment and/or consulting arrangements with the Company. Each Warrant will be exercisable to acquire one common share of the Company (an “Underlying Share”) at an exercise price of CDN\$0.53 for a period of one year. The Warrants will be automatically exercised in equal monthly tranches on a pro rata basis over the term of the Warrants, and the exercise price will be satisfied by the monthly salaries otherwise payable by the Company to the recipients of the Warrants. Upon exercise, the recipients of the Warrants may opt to either receive the Underlying Shares, or participate in a managed sale program to sell the Underlying Shares on the open market and receive the cash proceeds. Any shortfall as a result of participation in such a managed sale program will be funded by the Company.

Recent News

- [ARway.ai The Spatial Computing Platform to Present at Small-Cap Growth Virtual Investor Conference February 7th](#)
- [ARway.ai The Spatial Computing Platform Signs New Deal with Saudi Arabian Agency for AR Navigation](#)
- [ARway.ai Announces Localiza Rent a Car Extends Its Contract After Its Successful Airport Deployment of AR Navigation](#)

Sign up for Investor News – [HERE](#)

To learn more about ARway, please follow on Social Media: [Twitter](#), [YouTube](#), [Instagram](#), [LinkedIn](#), and [Facebook](#), and visit our website: [www.arway.ai](#)

About ARway.ai

ARway.ai (CSE: ARWY) (OTCQB: ARWYF) (FSE: E65) is a spatial computing platform powered by artificial intelligence (AI) providing an array of augmented reality (AR) experiences for indoor spaces. ARway's breakthrough no-code no-beacon IPNN allows for the easy creation of navigation, tours, information sharing, notifications, advertising and gamification. ARway works seamlessly as a cross platform solution on iOS/ Android. ARway's technology is optimized for both mobile devices and AR glasses: Apple's Vision Pro, Magic Leap and Microsoft's HoloLens. ARway has unlimited use cases for augmenting physical spaces, making it a valuable tool for creators, brands and companies in various industries. The complete ARway platform includes: the Web Creator Studio, the [ARwayKit Software Development Kit \(SDK\)](#) and a mobile app for [iOs](#) and [Android](#).

Nextech 3D.ai

On October 26, 2022, ARway.ai. was spun-out from its parent Company, Nextech3D.ai (OTCQX: NEXCF) (CSE: NTAR) (FSE: ISS). Nextech retained a control ownership in ARway.ai. with 13 million shares, or a 50% stake. Nextech3D.ai is a Generative AI powered 3D modeling Company and leading provider of augmented reality ("AR") experience technologies and 3D model services. Nextech's AI-powered 3D modeling platform, "ARitize3D" has contracts with; AMZN, KSS, CB2, Genuine Parts & many others. To learn more about Nextech3D.ai, [visit www.nextechar.com](http://www.nextechar.com)

For further information, please contact:

Investor Relations Contact

Julia Viola
investor.relations@arway.ai

ARway.ai

Evan Gappelberg
CEO and Director
866-ARITIZE (274-8493)

Forward-looking Statements

The CSE has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.

Certain information contained herein may constitute "forward-looking information" under Canadian securities legislation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as, "will be" or variations of such words and phrases or statements that certain actions, events or results "will" occur. Forward-looking statements regarding the completion of the transaction are subject to known and unknown risks, uncertainties and other factors. There can be no assurance that such statements will prove to be accurate, as future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. ARway.ai will not update any forward-looking statements or forward-looking information that are incorporated by reference herein, except as required by applicable securities laws.