

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

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

**Item 1.**                    **Reporting Issuer**

Arway Corporation (the “Company” or “Arway”)  
121 Richmond Street West, Suite 501  
Toronto, Ontario M5H 2K1

**Item 2.**                    **Date of Material Change**

A material change took place on October 25, 2022

**Item 3.**                    **Press Release**

On October 27, 2022, a news release in respect of the material change was disseminated.

**Item 4.**                    **Summary of Material Change**

The Company announced that it had completed the previously announced plan of arrangement (the “Arrangement”) under the *Business Corporations Act* (British Columbia) to spinout the ARway platform and associated assets through the Company, all as more particularly described in the management information circular of Nextech AR Solutions Corp. (“Nextech”) dated as of September 1, 2022 (the “Circular”) available on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 5.**                    **Full Description of Material Change**

The material change is described in the press release attached hereto as Schedule "A", which press release is incorporated by reference herein.

As previously announced, the Arrangement and related transactions resulted in, among other things, (i) Nextech receiving an aggregate of 15,999,900 common shares of the Company (“Spinco Shares”) in consideration of the transfer of the ARway platform and related assets and liabilities to the Company; (ii) an aggregate of 3,000,000 of the Spinco Shares received by Nextech being transferred to certain service providers of Nextech in consideration of past services and or indebtedness owing (the “Shares for Services Distribution”); and (iii) an aggregate of 4,000,000 Spinco Shares being distributed directly to the shareholders of Nextech on a pro rata basis (the “Pro Rata Share Distribution”), all pursuant to an arrangement agreement dated effective July 29, 2022 between the Company, Nextech and a special purpose financing company, 1373222 B.C. Ltd. (“FinanceCo”).

Also in connection with the closing of the Arrangement, an aggregate of 6,629,554 subscription receipts of FinanceCo automatically converted into 6,629,554 units, with each such unit consisting of one common share of FinanceCo (a “FinanceCo Share”) and one share purchase warrant (a “FinanceCo Warrant”) entitling the holder to acquire one additional FinanceCo Share at an exercise price of \$0.50 for a period of three years. Immediately following the conversion, FinanceCo was amalgamated with a wholly-owned subsidiary of the Company, and all FinanceCo

Shares and FinanceCo Warrants were exchanged for Spinco Shares and share purchase warrants of Arway bearing equivalent terms, on a 1:1 basis.

In connection with the Arrangement, Evan Gappelberg acquired an aggregate of 2,753,933 Spinco Shares, of which 2,475,000 Spinco Shares were acquired pursuant to the Shares for Services Distribution at a deemed price of \$0.25 per share and 278,933 Spinco Shares were acquired pursuant to the Pro Rata Share Distribution for no additional consideration. Mr. Gappelberg is an insider of the Company and Nextech. As of October 25, 2022 immediately prior to the closing of the Arrangement, Mr. Gappelberg held no securities of the Company. Following the closing of the Arrangement, Mr. Gappelberg holds an aggregate of 2,753,933 Spinco Shares, representing approximately 10.3% of the issued and outstanding Spinco Shares.

In connection with the Arrangement, Andrew Chan acquired an aggregate of 2,082 Spinco Shares pursuant to the Pro Rata Share Distribution for no additional consideration. Mr. Chan is an insider of the Company and Nextech. As of October 25, 2022 immediately prior to the closing of the Arrangement, Mr. Chan held no securities of the Company. Following the closing of the Arrangement, Mr. Chan holds an aggregate of 2,082 Spinco Shares, representing less than 1% of the issued and outstanding Spinco Shares.

In connection with the Arrangement, Belinda Tyldesley acquired an aggregate of 2,078 Spinco Shares pursuant to the Pro Rata Share Distribution for no additional consideration. Ms. Tyldesley is an insider of the Company and Nextech. As of October 25, 2022 immediately prior to the closing of the Arrangement, Ms. Tyldesley held no securities of the Company. Following the closing of the Arrangement, Ms. Tyldesley holds an aggregate of 2,078 Spinco Shares, representing less than 1% of the issued and outstanding Spinco Shares.

In connection with the Arrangement, Nextech acquired an aggregate of 15,999,900 Spinco Shares at a deemed price of \$0.125 per share, following which Nextech immediately transferred 3,000,000 such Spinco Shares to third parties pursuant to the Shares for Services Distribution. Nextech is an insider of the Company. As of October 25, 2022 immediately prior to the closing of the Arrangement, Nextech held 100 Spinco Shares representing 100% of the issued and outstanding Spinco Shares. Following the closing of the Arrangement, Nextech holds an aggregate of 13,000,000 Spinco Shares, representing approximately 48.8% of the issued and outstanding Spinco Shares.

The Arrangement was approved by the board of directors of the Company pursuant to directors' resolutions dated October 24, 2022. A formal valuation was received in respect of the Arrangement and Nextech obtained minority of the majority shareholder approval at its annual and special shareholders meeting held on October 12, 2022. A copy of the formal valuation is available under Nextech's profile on SEDAR at [www.sedar.com](http://www.sedar.com), and as appended to the Circular. The Arrangement was completed to spinout the Arway application through the Company. A material change report is being filed in connection with the insider participation in the Arrangement less than 21 days in advance of closing of the Arrangement, as the Company did not have prior confirmation of the closing of the Arrangement.

**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 1<sup>st</sup> day of November, 2022.

## SCHEDULE “A”

### Spin-Out of Nextech AR’s Spatial Computing Platform, “ARway” is Now Complete

**TORONTO, O.N, Canada – OCTOBER 27, 2022 - [Nextech AR Solutions Corp.](#)** (“Nextech” or the “Company”) (OTCQB: NEXCF) (CSE: NTAR) (FSE: N29), Metaverse Company and leading provider of augmented reality (“AR”) experience technologies, wayfinding technologies and 3D model services is pleased to announce that the spin-out of [ARway Corp.](#), a no-code spatial computing platform for real-world metaverse is now complete.

ARway began trading on the [Canadian Securities Exchange](#) (CSE) on Wednesday October 26, 2022 using the ticker symbol: ARWY. Nextech AR believes ARway is the first pure-play spatial computing public Company.

View ARway CSE listing - [click here](#)

Nextech AR has retained an ownership stake of 13 million shares of ARway, and is distributing 4 million additional shares as a stock dividend to Nextech shareholders on a pro-rata basis, which are now expected to settle in brokerage accounts on Friday October 28, 2022.

No Hardware.

No BLE Beacons.

Create precise and robust navigation without any on-site hardware installation and ongoing maintenance

ARway is disrupting the augmented reality wayfinding market with a no-code, no hardware no BLE beacon, spatial computing platform enabled by visual marker tracking. ARway can create precise and robust navigation without any on-site hardware installation and ongoing maintenance which represents a significant TAM opportunity for ARway, as the global indoor positioning and indoor navigation market is projected to reach [\\$44 Billion by 2025, growing at a CAGR of 42.0% from 2018 to 2025](#), according to Allied Market Research.<sup>1</sup>

While ARway is focusing revenue generation towards AR wayfinding, it is finding applications of its robust AR engine in additional markets that are opening up entirely new revenue opportunities. [Announced earlier this week](#), ARway’s technology is now being used as part of the XR engine powering the [music app: Encore](#). This application of the ARway platform opens up a substantial new market; providing AR spatial activations for the music industry.

#### **ARway Investor Relations**

Visit the ARway [Investor Relations website](#) and sign up for the investor mailing list to receive the

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<sup>1</sup> <https://www.alliedmarketresearch.com/indoor-positioning-and-indoor-navigation-ipin-market>

latest news, press releases, investor presentations, CEO interviews, financial information and more.

Sign up for the investor mailing list - [click here](#)

## **Recent ARway News**

**October 25:** [Nextech AR's ARway Signs Deal For Kid Cudi Backed XR Music App, "Encore"](#)

**October 20:** [Wall Street Reporter - NEXT SUPER STOCK Live ARway discussion & demo](#)

**October 20:** [Nextech AR Announces Major Upgrades to Its Spatial Computing - Augmented Reality Navigation Platform "ARway"](#)

**October 14:** [Nextech AR Shareholders Approve Spin Out of Real-World Augmented Reality Spatial Computing Platform - ARway](#)

## **About Arway**

ARway is disrupting the Augmented Reality Wayfinding market with a no-code, no beacon spatial computing platform enabled by visual marker tracking. Visitors can access a venue map by scanning a visual marker (e.g., QR code) with their smartphone and navigate to any Point of Interest (POI) by following an augmented path and step-by-step directions, while interacting with rich AR content and experiences. ARway only requires end-users to scan a QR code with their smartphone to activate.

## **ARway Videos**

London Science Museum - [click here to watch](#)

Trend Hunter Future festival - [click here to watch](#)

RC Show 2022 - [click here to watch](#)

## **The ARway Platform Includes:**

### **Web Creator Platform**

The Web-Based Creator Platform provides 'advanced' authoring capabilities compared to the mobile app, including the ability for creators to upload their own OBJ/GLB files, and create their own 3D objects. Placing content in a large area using only mobile app required the user to physically be in the specific location which was unscalable. The web studio allows the user to place and author content remotely and at scale.

### **Mobile App**

With the ARway mobile app, anyone can spatially map their location within minutes using their smartphone, and populate it with interactive 3D content, augmented reality wayfinding, audio,

text, images, and more. Nextech AR provides several pre-loaded 3D objects which creators can leverage to populate their metaverse.

### **Download the Mobile App**

Apple iOs - [click here](#)

Google Play Store - [click here](#)

### **ARwayKit SDK**

The Software Development Kit contains code libraries and API information that allows developers to build their own white label & private label mobile apps on both iOs and Android leveraging ARway's technology and creator tools to build AR wayfinding and spatial experiences. Creators will be able to develop white label and private label apps and access ARway APIs to author maps using the Web Creator Portal. The SDK features the latest and greatest of the ARway mobile app.

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

For further information, please contact:

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### **About Nextech AR**

Nextech AR Solutions is the engine accelerating the growth of the Metaverse. Using breakthrough AI, Nextech AR is able to quickly, easily and affordably ARitize (transform) vast quantities and varieties of existing assets at scale making products, people and places ready for interactive 3D use, giving creators at every level all the essential tools they need to build out their digital AR vision in the Metaverse. Our platform agnostic tools allow brands, educators, students, manufacturers, creators, and technologists to create immersive, interactive and the most photo-realistic 3D assets and digital environments, compose AR experiences, and publish them omnichannel. With a full suite of end-to-end AR solutions in 3D Commerce, Education, Events, and Industrial Manufacturing, Nextech AR is in a unique position to meet the needs of the world's biggest brands and all Metaverse contributors.

Nextech funds the development of its AR and Metaverse growth initiatives through its eCommerce platforms, which currently generate most of its revenue. Nextech's eCommerce platforms include: vacuumcleanermarket.com ("VCM"), infinitepetlife.com ("IPL") and Trulyfesupplements.com ("TruLyfe"). VCM and product sales of residential vacuums, supplies and parts, and small home appliances sold on Amazon. These eCommerce platforms serve as an incubator for developing and testing Nextech's leading edge AR, AI and machine learning applications for powering next-generation eCommerce technology.

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

### **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. Nextech will not update any forward-looking statements or forward-looking information that are incorporated by reference herein, except as required by applicable securities laws.*