

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. NAME AND ADDRESS OF COMPANY

NEXTECH AR SOLUTIONS CORP. (the “Company” or “NexTech”)
349 Carlaw Avenue, Suite 304
Toronto, ON M4M 2T1

2. DATE OF MATERIAL CHANGE

December 4, 2018

3. NEWS RELEASE

News release dated December 4, 2018 was disseminated through the facilities of Cision.

4. SUMMARY OF MATERIAL CHANGE

NexTech announced that it has exercised its option to acquire “edCetra” a premier eLearning on demand platform. Since signing an exclusive license agreement in May 2018, NexTech has been working on integrating augmented reality (“AR”) into the “edCetra” platform which is now complete. As consideration for the sale, NexTech agreed to issue 300,000 common shares to Reuben Tozman founder and principal of edCetra subject to hold periods required by applicable securities laws.

5. FULL DESCRIPTION OF MATERIAL CHANGE

See attached news release.

The following supplementary information is provided in accordance with Section 5.2 of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”):

(a) a description of the transaction and its material terms:

The Company previously entered into an Exclusive License with Option to Purchase dated May 17, 2018 with EdCetra Training Inc. (“edCetra”), whereby edCetra granted the Company the option to purchase the intellectual property and other related assets to edCetra’s eLearning Platform (the “IP”). On December 3, 2018, the Company entered into an asset purchase agreement (the “**Asset Purchase Agreement**”) with edCetra pursuant to which the Company agreed to purchase the IP in consideration for 300,000 common shares of the Company.

(b) the purpose and business reasons for the transaction:

The Company acquired the IP to integrate with its augmented reality technology and build out its augmented reality training and education platform. See attached news release for additional details

(c) the anticipated effect of the transaction on the issuer's business and affairs,

The acquisition facilitates further integration of the Company's augmented reality technology into the edCetra" platform. See attached news release for additional information.

(d) a description of:

(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties, and

Mr. Reuben Tozman founder and principal of edCetra and director and Chief Operations Officer of NexTech received 300,000 common shares (the "**Consideration Shares**") in the capital stock of NexTech in consideration for edCetra selling the IP to NexTech

(ii) the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person referred to in subparagraph (i) for which there would be a material change in that percentage,

As a result of the issuance of the Consideration Shares to Mr. Reuben Tozman, Mr. Tozman has ownership and control, directly, of 400,000 common shares in the capital stock of NexTech, representing approximately 0.9% of the issued and outstanding common shares of NexTech on a non-diluted basis and 0.6% on a fully diluted basis.

(e) unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:

A resolution of the board of directors of the Company authorized the transaction on December 3, 2018. Mr. Reuben Tozman declared his interest in the transaction and abstained from consenting to the resolutions approving the transaction and the issuance of the Consideration Shares.

(f) a summary, in accordance with section 6.5, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:

Not applicable.

(g) disclosure, in accordance with section 6.8, of every prior valuation in respect of the issuer that relates to the subject matter of or is otherwise relevant to the transaction

(i) that has been made in the 24 months before the date of the material change report:

Not applicable.

(ii) the existence of which is known, after reasonable inquiry, to the issuer or to any director or senior officer of the issuer:

Not applicable.

(h) the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:

See item (a).

(i) disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7, respectively, and the facts supporting reliance on the exemptions:

The transaction constitutes a “related party transaction” for purposes of MI 61-101. The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements available under MI 61-101. The Company is exempt from the formal valuation requirement in section 5.4 of MI 61-101 in reliance on sections 5.5(a) of MI 61-101 as the fair market value of the transaction is not more than the 25% of the Issuer’s market capitalization, Additionally, the Company is exempt from minority shareholder approval requirement in section 5.6 of MI 61-101 in reliance on section 5.7(1)(a) as the fair market value of each transaction is not more than the 25% of the Issuer’s market capitalization.

6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

7. OMITTED INFORMATION

Not applicable.

8. EXECUTIVE OFFICER

Evan Gappelberg, President and CEO
Tel: 631-655-6733

9. DATE OF REPORT

December 14, 2018

NexTech AR Solutions Corp.

349 Carlaw Ave Suite 304

Toronto, ON M4M 2T1

NEWS RELEASE

NexTech to Acquire Augmented Reality eLearning Platform

December 4, 2018 – Vancouver, British Columbia - Toronto, ON – NexTech AR Solutions Corp. (the “Company” or “NexTech”) (CSE: NTAR) (FSE:N29) is pleased to announce that it has exercised its option to acquire “edCetra” a premier eLearning on demand platform. Since signing an exclusive license agreement in May 2018, NexTech has been working on integrating augmented reality ("AR") into the “edCetra” platform which is now complete. The company is preparing the eLearning platform for a re-launch in January 2019, with the added augmented reality feature. NexTech sees education and training as another substantial opportunity where augmented reality can transform an entire industry.

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“We believe that AR and VR will disrupt and spawn more than one multi-billion dollar industry with online education and training being one of the industries transformed” comments Evan Gappelberg, CEO of NexTech. He continues “with this acquisition we are now firmly positioned in three multi-billion dollar AR verticals: AR e-commerce, AR education, and AR Live Streaming which all run off our CRM platform creating one of the first AR ecosystems”.

NexTech’s e-learning platform “edCetra” has been used by Fortune 500 companies such as Imperial Oil, Bombardier and Staples, as well as the Library of Congress and others to educate and train employees. With this platform, NexTech is creating a much-needed augmented reality training and education platform for the cannabis industry, and also plans to expand into other industries in the future.

"The continuation of ‘on demand’ learning can definitely find its way in the promise of Augmented Reality. The technology that we’ve been building here at NexTech AR Solutions, married to the technology we were able to build at edCetra Training will most definitely impact generations to come. To have the opportunity to take our on demand educational system and fuse it with rapidly advancing augmented reality will create a platform that delivers content where you are, when you need it, in 3D, with live holograms as teachers. “Wild stuff!” comments Reuben Tozman, COO of NexTech.

According to Statistica, the use of augmented reality as a training and education tool is expected to be a major growth driver for the AR industry. NexTech's management anticipates the

continued widespread adoption of AR in education and training and is moving quickly to market as one of the first next generation AR eLearning platforms.

Core features of the system include digital asset management, user administration, e-commerce and content delivery.

- Fully realized learning on demand system
- Supports multiple file types (video, image, text, PDF, FBX (3d models))
- Pay as you go, and subscription enabled
- Allows for multiple business models supporting retailers, wholesalers and publishers
- Set any price for any piece of content
- Out of the box reporting

As compensation for the sale, Reuben Tozman founder of edCetra will receive 300,000 shares of NexTech AR Solutions stock subject to escrow requirements and/or hold periods required by CSE policies and applicable securities laws. As a result of Reuben Tozman the Chief Operations Officer of NexTech AR Solutions being a control person, the Proposed Transaction constitutes a related party transaction under Canadian Multilateral Instrument 61-101 ("**MI 61-101**"). NexTech AR Solutions is relying on exemptions from the formal valuation and minority approval requirements of MI 61-101 based on a determination that the securities of NexTech AR Solutions are listed on the Canadian Securities Exchange and that neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the Proposed Transaction, insofar as it involves interested parties, exceeds 25% of the market capitalization of NexTech AR Solutions.

About NexTech AR Solutions Corp.

NexTech is bringing augmented reality to the Cannabis market by turning 2D products into exciting 3D consumer experiences. NexTech is currently developing a proprietary and disruptive augmented reality (AR) advertising and education platform that uniquely engages by connecting brands and retailers through a fully immersive 3D AR experience called Native AR. NexTech launched its ARitize™ app in August 2018, which is capable of hosting many brand's 3D objects and augmented reality experiences. NexTech also owns a large and diverse revenue generating App Portfolio that is deployed on the iTunes and Google play store which it intends to ARitize™.

On behalf of the Board of NexTech AR Solutions Corp.

"Evan Gappelberg"

CEO and Director

For further information, please contact:

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