ARway Corp. Announces Definitive Agreement for Nextech3D.ai to Acquire 100% of ARway Shares

TORONTO, ON / ACCESS Newswire / December 2, 2025 / ARway Corporation (CSE:ARWY)(OTCQB:ARWYF), a leading provider of no-code, no-hardware AR navigation technology, is pleased to announce that it has entered into a definitive agreement dated December 1, 2025 (the "Definitive Agreement") with Nextech3D.ai (CSE:NTAR)(OTCQX:NEXCF)(FSE:1SS), pursuant to which Nextech has agreed to acquire all of the outstanding common shares of ARway ("Arway Shares") not already owned by Nextech (the "Transaction"). Nextech currently owns approximately 15 million ARway Shares, or ~40% of the 38.6 million ARway Shares outstanding.

The Transaction reunifies ARway with Nextech3D.ai and Map Dynamics ("Map D"), enabling a fully integrated platform that combines AI, AR navigation, and large-scale event technology into one cohesive solution.

Strategic Rationale for ARway Shareholders

ARway's technology - no-code AR navigation using visual marker tracking - has gained traction across enterprise, retail, and venue-based applications. By reintegrating with Nextech3D.ai, ARway will benefit from:

• Streamlined operations and reduced overhead

Consolidating into Nextech's technology ecosystem removes duplicative administrative and operational costs.

• Accelerated product innovation

ARway's AR navigation system will be integrated directly into Map D's event suite, which currently supports hundreds of events annually with interactive floor plans, exhibitor tools, ticketing, badge printing, mobile apps, AI matchmaking, and blockchain ticketing.

• A unified event & navigation platform

Together with Nextech's AI and 3D modeling capabilities, ARway will become part of a single end-to-end platform covering:

- Event setup and management
- AI-powered attendee/exhibitor matchmaking
- AR and AI navigation inside venues

- Ticketing, payment technologies, and blockchain tools

This positions ARway's technology for broader commercial adoption within the global events and enterprise navigation sectors.

Nextech management also holds an additional ~20% stake in ARway, demonstrating strong alignment and long-term commitment to ARway's success.

About ARway

ARway was originally incubated within Nextech before being spun out and listed independently in 2022. The platform enables indoor navigation without beacons, GPS, or hardware-powered solely by visual markers and AI. After completion of the Transaction, ARway will operate as a wholly-owned subsidiary of Nextech3D.ai, with its AR navigation tools fully integrated into the Map D ecosystem.

CEO Comment

"This Transaction sets ARway on an accelerated path forward. By rejoining Nextech3D.ai and integrating directly with Map D, we are unlocking a larger commercial opportunity for our AR navigation technology within an AI-powered unified event platform."

Further Details of the Transaction

- **Arway Shares outstanding:** 38,641,161
- **Nextech Shares outstanding:** 225,298,980
- **Nextech Shares issuable to Arway holders:** 19,866,921
- **Deemed price:**
  - C$0.083 per Arway Share
  - C$0.161 per Nextech Share
- **Exchange ratio:** 1 Arway Share = ~0.514 Nextech Shares
- **Implied valuation of ARway:** ~C$3.2 million

The Transaction will proceed via a three-cornered amalgamation. Arway will amalgamate with a wholly-owned Nextech subsidiary, and Arway shareholders will receive 19,866,921 Nextech Shares on a pro-rata basis according to the Exchange Ratio.

Following completion, ARway shareholders are expected to own **~8.1% of Nextech Shares** on a non-diluted basis. The ARway Shares will be delisted from the CSE at closing.

There will be **no changes to management** of either company as a result of the Transaction.

Completion of the Transaction remains subject to:

- Arway shareholder approval
- CSE approval
- Customary closing conditions

Additional details will be provided in the management information circular to be filed on SEDAR+. Investors are cautioned that information may not be complete until official disclosure documents are released

About ARway

ARway is a pioneering platform specializing in augmented reality (AR) and AI-driven solutions for event management, venue navigation, and attendee engagement. As a spinoff of Nextech3D.ai, ARway leverages cutting-edge technology to revolutionize the way events are managed and experienced, delivering seamless, interactive, and personalized solutions for attendees and organizers alike.

About MapD

MapD is an intuitive, self-serve event management platform offering a comprehensive suite of tools designed to streamline event planning and execution. With its easy-to-use interface, MapD enables clients to manage floor space sales, exhibitor services, speaker schedules, and attendee communications all in real time. By automating event logistics, simplifying the sales process, and providing opportunities for new revenue streams, MapD empowers event organizers to focus on delivering exceptional experiences. Additionally, MapD's future updates include a native mobile app that will incorporate AR wayfinding features for in-person events or serve as a virtual venue for remote events.

For more information, please visit www.ARway.ai.

For media inquiries: Contact:

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Media: Twitter, YouTube, Instagram, LinkedIn, and Facebook, and visit our
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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.

SOURCE: Arway Corporation