MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE PERIOD FROM JANUARY 12, 2018 TO MAY 31, 2018

NEXTECH AR SOLUTIONS CORP.
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GENERAL

This discussion and analysis ("MD&A") of financial position and results of operations is prepared as at June 15, 2018 and should be read in conjunction with audited financial statements of NexTech AR Solutions Corp. (the "Company" or "NexTech") for the period ended May 31, 2018 and the related notes thereto. Those financial statements have been prepared using accounting policies in compliance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Except where otherwise noted, all dollar figures included herein are quoted in Canadian dollars.

DESCRIPTION OF BUSINESS

The Company was incorporated on January 12, 2018. NexTech has acquired an exclusive license to a portfolio of patents # 7,054,831, #7,266,509 and patent pending applications # 15351508, # 62457136, # 62559487, related to interactive gaming, interactive advertising, and augmented reality ("AR") technology. It has also acquired a portfolio of 400 published applications both in Apples app store as well as Google Play store which have been consistently generating revenue since 2016 ("App Portfolio"). The App Portfolio was acquired in March 2018 and has a history of earning advertising revenue dating back to 2016. The Company is using its portfolio of patents under exclusive license to develop a new 3D fully immersive advertising platform targeting the cannabis industry first, but the technology can be adapted to any product in any industry. The Company expects that it will be able to leverage its existing relationships with Apple and Google to generate additional advertising revenues using its newly acquired patented technology focusing on augmented reality advertising technology.

FORWARD LOOKING INFORMATION

This MD&A may contain "forward-looking statements" that reflect the Company's current expectations and projections about its future results. When used in this MD&A, words such as "estimate", "intend", "expect", "anticipate" and similar expressions are intended to identify forward-looking statements, which, by their very nature, are not guarantees of the Company's future operational or financial performance, and are subject to risks and uncertainties and other factors that could cause NexTech's actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward-looking statements. These risks, uncertainties and factors may include, but are not limited to: unavailability of financing, failure to obtain advertising contracts by using its AR technology and business competition which could reduce or limit its market share in technology-based advertising.

The operating plan is also dependent on being able to raise new equity or debt financing as required to ensure there are sufficient capital resources to develop advertising platforms to attract clientele and that will generate advertising revenue to sustain cash flow for operations. Other factors which affect NexTech's operating plan are gaining access to the tech-based advertising market and being able to demonstrate the effectiveness of its advertising platform and retaining quality staff who can produce advertising best suited to this medium. If any of these factors are affected negatively, there could be a significant impact on the Company's operating plan and on any forward-looking statements contained herein.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risks and uncertainties, including the risks and uncertainties identified above and elsewhere in this MD&A, actual events may differ materially from current expectations. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether because of new information, future events or otherwise except as required by securities law.

HIGHLIGHTS FOR THE PERIOD

During the period ended May 31, 2018 the Company:

- raised $2,600,000 in a private placement and an additional $250,000 through convertible debentures to provide working capital for the build out of its platform and operations;
- purchased an exclusive license to patents and patent pending technology by issuing 15,775,000 common shares. The exclusive license will provide NexTech with the necessary technology to create a 3D advertising network which will give the company the ability to scale up quickly and generate significant advertising revenues;
- acquired a large and diversified revenue generating published App Portfolio by issuing 1 million common shares. The App Portfolio has a consistent history of generating a gross profit, as well as established relationships with Apple and Google which will dramatically accelerate the scaling of its business as well as help fund ongoing develop work for its Augmented reality 3D-based advertising;
- opened offices in Vancouver, Toronto and Dallas to staff up for the develop and marketing of its technology;
- Signed an exclusive license with a Canadian Public company traded on the TSX-V exchange ARHT Media. The license enhances the company's technology stack and positions it to generate immediate revenue by giving it the exclusive rights to a proven holographic display screen to be deployed in the Cannabis industry.
- The company occupied three booths and successfully demonstrated its augmented reality and licensed holographic screens at the NECANN Trade show, the largest trade show in the Northeast, introducing itself to potential clients;

Evan at NECANN
https://vimeo.com/267352774/9769c7cb4e

Paul at NECANN
https://vimeo.com/268297845/26bd0c4a97

- Landed its first advertising contract with Team One MotorCars, LLC.
- Signed a MOU with Cannabis FN (link) to use its newly developed patented 3D augmented reality advertising for their websites audience which is over 1,000,000 people per month. CFN launched in June of 2013 to initially serve the growing universe of publicly traded marijuana companies across North America. Today, CFN Media is also the digital media choice for the emerging brands in the space. Nextech has secured a $60,000 payment in return for an exclusive one-year deal.
- The company signed a Nextech/KUSH Bottles Agency Partnership Agreement with KUSH Bottles ($400milll publicly traded on the OTC US exchange SYMBOL: KUSH) the largest supplier of packaging to the cannabis industry serving over 5,000 dispensaries. Nextech is bringing forward its patented 3D augmented reality advertising platform while Kush Bottles is bringing forward its customers and relationships in the Cannabis industry.
- Nextech entered into a worldwide license agreement for the exclusive use of edCetra eLearning

platform with an option to purchase the platform in the next 12 months. edCetra Training is a custom content developer specializing in eLearning and XML based development for use in single sourcing strategies. The edCetra eLearning platform is being used by: Imperial Oil, Bombardier and Staples, as well as the Library of Congress and others to educate and train employees. By licensing the technology, Nextech can accelerate its business plan and will spend the next few months using its patented technology, customizing it to create an augmented reality ("AR") 3D training and education platform for the Cannabis industry, with a plan to expand into other industries in the future.

OPERATIONS REVIEW

Nextech is developing a proprietary Native AR platform where it can ARitize ™ or turn 2D objects into 3D objects at scale. Leveraging its ARitize™ abilities and Native AR platform Nextech is creating a new and disruptive advertising, training and learning environments by using augmented reality objects and live streaming 3D video. As part of its tech stack the company is launching a white label app which uses its patented technology to create volumetric rooms to be filled with augmented reality objects, i.e. cannabis, food, automotive, apparel etc. In summary the company has licensed a broad array of patented technology and developed proprietary technology, taking a 2D object and ARitizing (turns into 3D) it then publishing it on its proprietary Native AR platform where people can learn, shop and purchase goods and services in a fully immersive 3D world.

OUTLOOK

In the next twelve months NexTech plans to launch an impressive stack of patented augmented reality technologies that will generate significant revenue from advertising, training and education. The company is moving rapidly in the development and deployment of its platform with its first application the ARitize™ app expected to hit the market in the next 30 days. This application will secure it with the first mover advantage in the marketplace. The company is also actively building a growing pipeline of sales which include automotive, cannabis, traditional retail, sporting goods, education and training. With the current KUSH agency alone 50 sales reps are currently being trained to sell augmented reality advertising based on the Nextech Native AR platform to the Cannabis industry. With the expected rapid growth, the company has engaged the services of Fish Out of Water a well-respected advertising agency in Toronto to help manage accounts. Also, to stay in lock step with Apple and Google the company will be rolling out new upgrades to its technology stack every 60-90 days for the foreseeable future. As Apple has just released a new ARkit2.0 allowing for shared AR experiences. In addition to persistent and shared experiences, ARKit 2.0 will bring improved face tracking, more realistic rendering, and 3D object detection. Shared experiences will enable multiplayer support for games and group collaboration for productivity apps. In addition, a spectator mode so that others can watch along from another iOS device. Nextech is now working to be able to offer the same to its customers and future customers.

RESULTS OF OPERATIONS

Period Ended May 31, 2018

For the period ended May 31, 2018, the Company generated a gross profit of $14,326 from its App Portfolio, from just over two months of operations. NexTech incurred total general and administrative costs of $865,928 to lease office space, pay its management team, retain legal counsel to assist with its process of becoming listed on the Canadian Securities Exchange ("CSE") and to hire an accounting service group to prepare its financial statements and manage its day to day operations. The Company recorded a foreign exchange gain of $25,536 during the period, mainly due to holding US dollars while the exchange rate for the US dollar to Canadian dollar strengthened. The Company incurred a loss of $826,066 for the period ended May 31, 2018 or $0.04 per common share.

LIQUIDITY AND CAPITAL RESOURCES

NexTech had cash at May 31, 2018 of $2,523,717 and working capital of $2,222,431. The Company anticipates that it will land more advertising contracts in the next year and that these will generate revenue which will provide a source of operating funds. The App portfolio should also generate a modest cash flow and provide an additional source of capital. The Chief Executive Officer has agreed to have his fees and expenses accrued but not paid in the near term and will accept payment in common shares. This will reduce cash consumption and preserve working capital. The Company believes that it has enough capital resources to sustain its operations for the next twelve months. The Company expects that the convertible debentures will be converted into common shares and this will help preserve working capital for operating activities.

OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company had 37,537,872 common shares issued and outstanding. In addition, there were 16,213,600 share purchase warrants outstanding with an exercise prices of $0.05 per warrant and $0.50 per warrant and expiry dates of February 16, 2019, and March 29, 2020. The Company has issued $250,000 of convertible debentures which have a one-year term and can be converted into common shares at $0.05 per share.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

The Company entered into several transactions with key management personnel. The remuneration of key management personnel includes those persons having the authority and responsibility for the planning, directing and controlling of the activities of the Company are as follows:

Period Ended May 31, 2018		Fees
Consulting fees	$	96,956
Management fees		50,930
Accounting fees		32,000
	$	179,886

All balances due to related parties are included in accounts payable and accrued liabilities. The consulting contracts with senior management are ongoing monthly commitments which can be terminated by either party with sufficient notice. The following are the related party liabilities at May 31, 2018:

Related party liabilities		May 31, 2018
CEO – Fees and expenses	$	89,966
CFO – Accounting fees		7,350
Corporate Secretary		542
Directors – Fees and expenses		7,762
	$	105,620

The Company issued a convertible debenture of $125,000 to the wife of the Chief Executive Officer. There were also 5,000,000 warrants with an exercise price of $0.05 issued with respect to the debenture.

CRITICAL ACCOUNTING ESTIMATES AND JUDGMETS

The preparation of financial statements in conformance with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Critical Accounting Estimates
Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and include, but are not limited to, the following:

<u>Carrying value and recoverability of equipment and intangible assets</u>
The Company has determined that equipment and intangible assets that are capitalized may have future economic benefits and may be economically recoverable. The assessment of any impairment of these

assets is dependent upon estimates of recoverable amounts that take into account factors such as economic and market condition and useful lives of assets.

Recovery of deferred tax assets
The Company estimates the expected manner and timing of the realization or settlement of the carrying value of its assets and liabilities and applies the tax rates that are enacted or substantively enacted on the estimated dates of realization or settlement. Any changes to the timing of the realization or settlement of these items could impact their value.

Share-based payments
Management is required to make a number of estimates when determining the fair value of the payments resulting from share-based transactions, including the forfeiture rate and expected life of the instruments.

Critical Accounting Judgments
Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements include, but are not limited to, the following:

Going concern
The Company may need to raise additional capital to continue as a going concern. Management believes that it can generate revenue from its technology assets and raise additional capital to fund its ongoing operations and accordingly these statements have been prepared on a going concern basis.

FINANCIAL RISK MANAGEMENT

NexTech's strategy with respect to cash is to safeguard this asset by investing any excess cash in very low risk financial instruments such as term deposits or by holding funds in the highest yielding savings accounts with major Canadian banks. By using this strategy, the Company preserves its cash resources and can marginally increase these resources through the yields on these investments. The Company's financial instruments are exposed to certain financial risks, which include currency risk, credit risk, liquidity risk and interest rate risk.

Currency Risk

The Company's functional currency is the Canadian dollar, and major purchases and expenses are transacted in Canadian and US dollars ("USD"). Management does not hedge its foreign exchange risk. A significant change in the currency exchange rates between the Canadian dollar relative to the USD could have an effect on the Company's results of operations, financial position or cash flows. The Company is exposed to currency risk through the following assets and liabilities denominated in USD as at May 31, 2018:

	USD
Cash	$ 998,503
Accounts payable and accrued liabilities	(11,000)
Net exposure	987,503
Canadian dollar equivalent	$ 1,274,402

Based on the above net exposures and if all other variables remain constant, a 10% depreciation or appreciation of the Canadian dollar against the U.S. dollar would result in an increase or decrease of approximately $127,400 in the Company's pre-tax earnings or loss.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. When the Company has sufficient cash, it is invested in term deposits which can be reinvested without penalty after thirty days should interest rates rise. As at May 31, 2018, the Company did not have any interest-bearing loans. Accordingly, the Company does not have significant interest rate risk.

Credit Risk

Credit risk is the risk that one party will cause a financial loss for another party by failing to discharge an obligation. The Company's credit risk is primarily attributable to receivables and committed transactions. The Company has no significant concentration of credit risk arising from operations. Financial instruments included in receivables consist of miscellaneous receivables. Management believes that the credit risk concentration with respect to financial instruments included in receivables is reasonable, and the amounts are not significant.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital resources as outlined in Note 9 of the audited financial statements. The Company's objective is to ensure that there are sufficient committed financial resources to meet its current obligations and its future business requirements for a minimum of twelve months. Management believes that there are sufficient capital resources to sustain operations for the next twelve months.

FINANCIAL INSTRUMENTS

Fair Values

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities and convertible debentures. Financial instruments are initially recognized at fair value with subsequent measurement depending on classification as described below. Classification of financial instruments depends on the purpose for which the financial instruments were acquired or issued, their characteristics, and the Company's designation of such instruments. The Company has classified its financial instruments as follows:

As at May 31, 2018	Loans and receivables	Other financial liabilities	Total
Cash	$ 2,523,717	$ -	$ 2,523,717
Accounts payable and accrued liabilities	-	(160,031)	(160,031)
Convertible debenture	-	(218,024)	(218,024)
	$ 2,523,717	$ (378,055)	$ 2,145,662

Financial instruments measured at fair value on the statement of financial position are summarized into the following fair value hierarchy levels:

a) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
b) Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
c) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

RISKS AND UNCERTAINTIES

Financing and Share Price Fluctuation Risks

NexTech has limited financial resources, has modest cash flow from its App Portfolio and has no assurance that additional funding will be available to it for further development of its technology-based assets. Further development of the Company's projects may be dependent upon the Company's ability to obtain financing through equity issues, debt financing or revenue from future advertising contracts and its App Portfolio. Failure to obtain this financing or cash flow could result in delay or indefinite postponement of further development of its advertising projects which could reduce revenue and cash flow.

Securities markets often experience a high degree of price and volume volatility, and the market price of securities of many companies, particularly those considered to be development stage companies such as NexTech, have experienced wide fluctuations in share prices which have not necessarily been related to their operating performance, underlying asset values or prospects. As a result, there can be no assurance that the Company will be able to attract additional capital or whether share prices will be strong to enough to make private placements advisable.

Political and Currency Risks

The Company is operating in Canada and the United States ("USA"). The current relationship between the USA and Canada is going through a period of uncertainty regarding cross-border commerce, which could affect operations in the future. Changing political situations may affect the manner the Company operates. The Company's equity financings are sourced in Canadian dollars but it incurs a significant portion of its expenditures in US dollars. There are no currency hedges in place. Therefore, a weakening of the Canadian dollar against the US dollar could have an adverse impact on the amount of project development conducted.

Insured and Uninsured Risks

NexTech is subject to risks and hazards, including operational accidents, changes in the regulatory environment and natural phenomena such as inclement weather, floods, and earthquakes. Such occurrences could result in damage to the Company's property or facilities, equipment and personal injury.

The Company is in the process of obtaining insurance to protect against various risks. Should such liabilities arise from these operational risks, they could reduce or eliminate future development of its projects and could result in increased costs that would have to be borne by the Company. Consequently, these potential liabilities could have a material adverse effect on the Company's results and cause a decline in the value of its securities.

Conflicts of Interest

The Company's directors and officers may serve as directors or officers of other companies or have significant shareholdings in other resource companies and to the extent that such other companies may participate in ventures in which the Company may participate, some directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. If such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with the laws of British Columbia, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company. In determining whether the Company will participate in a program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Key Personnel Risk

The Company's success is dependent upon the performance of key personnel working in management and administrative capacities. The loss of the services of any senior management or key personnel could have a material and adverse effect on the Company, its business and results of operations.

Competition

The Company will compete with many companies and individuals that have substantially greater financial and technical resources than the Company for the acquisition and development of its projects as well as for the recruitment and retention of qualified consultants and employees.