FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)[1]

Name of Listed Issuer: Arway Corporation (the "Issuer").

Trading Symbol: ARWY

Issued and Outstanding Securities of the Issuer Prior to Transaction: 38,641,161 common shares

Date of News Release Fully Disclosing the Transaction: July 27 and August 4, 2026

1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: The Issuer has entered into a definitive acquisition agreement with Nextech3D.ai Corporation ("Nextech") pursuant to which (i) the Issuer shall amalgamate with a wholly-owned subsidiary of Nextech; and (ii) shareholders of the Issuer shall receive common shares of Nextech, on a pro rata basis, in consideration of their respective shareholdings in the Issuer on the basis of an exchange ratio of 0.5141388221 common shares of Nextech for each common share of the Issuer held.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:

   (a) Total aggregate consideration in Canadian dollars: $2,787,607 (calculated based upon 19,866,921 common shares of Nextech

[1] If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

issuable pursuant to the transaction multiplied by the 20 day VWAP of C$0.140314 per Nextech share as of the valuation date) ______ .

(b) Cash: N/A ______ .

(c) Other: See item 1 above ______ .

(d) Work commitments: N/A ______ .

3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). Negotiation based upon an independent third party valuation and special committee review and recommendation.

4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer::The parties retained an independent third party valuator who prepared a fairness opinion which ascribed a deemed price of $0.140314 per common share of Nextech and $0.06596 per common share of the Issuer. ______ .

5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: N/A ______ .

6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.): N/A

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): ______.

(b) Cash ______ .

(c) Other ______ .

7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has

any other relationship with the Issuer and provide details of the relationship. All registered shareholders of the Issuer as of the record date for the transaction will receive common shares of Nextech calculated based upon their pro rata entitlement to the common shares of Nextech issuable pursuant to the transaction as set forth above. Certain of the shareholders of the Issuer who will participate in the transaction are expected to be related parties of the Issuer, and will receive common shares of Nextech upon the same terms and conditions as all other shareholders of the Issuer. In addition, Nextech is an existing significant shareholder of the Issuer and will receive common shares of Nextech in consideration for its shareholdings on the same terms as all other shareholders of the Issuer. All common shares of Nextech received by Nextech as aforesaid will be cancelled promptly following closing.

8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A.

2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: Please refer to item 1(1) above. The Issuer will schedule a special meeting of shareholders to consider the transaction and will circulate a management information circular to registered shareholders which will contain all applicable details in due course.

3. Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.

2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.

3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated August 4, 2026.

Anum Waqas
Name of Director or Senior Officer

/s/ "Anum Waqas"
Signature

CFO
Official Capacity