

NEXTECH AR SOLUTIONS CORP.
Audit Committee Charter

Mandate

The primary function of the audit committee (“**Committee**”) is to assist the board of directors in fulfilling its financial oversight responsibilities by reviewing the following: (a) the financial reports and other financial information provided by the Company to regulatory authorities and shareholders; (b) the Company’s systems of internal controls regarding finance and accounting and the Company’s auditing, accounting; and (c) financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels. The Committee’s primary duties and responsibilities are to (i) serve as an independent and objective party to monitor the Company’s financial reporting and internal control system and review the Company’s financial statements; (ii) review and appraise the performance of the Company’s external auditors; (iii) provide an open avenue of communication among the Company’s auditors, financial and senior management and the board of directors; and (iv) to ensure the highest standards of business conduct and ethics.

Composition

The Committee shall be comprised of three directors as determined by the board of directors, all of whom shall be free from any relationship that, in the opinion of the board of directors, would interfere with the exercise of his or her independent judgment as a member of the Committee. Each member shall meet the independence and financial literacy requirements of the NASDAQ Stock Market LLC, the independence requirements of the U.S. Securities and Exchange Commission (the “SEC”), and all requirements of applicable Canadian securities laws applicable to Committee members as in effect from time to time including any exceptions permitted by these requirements.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee shall be financially literate, provided that those that are not financially literate at the time of appointment will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices prior to the first audit committee meeting to approval financial statements of the Company. For the purposes of the Company’s Charter, the definition of financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company’s financial statements.

The members of the Committee shall be elected by the board of directors at its first meeting following the annual shareholders’ meeting. Unless a chair is elected by the full board of directors, the members of the Committee may designate a chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

- (a) Review and update this Charter annually.
- (b) Review the Company’s financial statements, MD&A, annual information form, any annual and interim earning statements and press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion or review rendered by the external auditors.

External Auditors

- (a) Review annually the performance of the external auditors who shall be ultimately accountable to the board of directors and the Committee as representatives of the shareholders of the Company.
- (b) Obtain annually a formal written statement of external auditors setting forth all relationships between the external auditors and the Company.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take or recommend that the full board of directors take appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the board of directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than 5% of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
 - (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - (iii) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the board of directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

- (j) The Committee is responsible for the appointment, compensation, retention, oversight and pre-approval of services provided by the registered accounting firm engaged for the purpose of preparing or issuing an audit report and performing other audit, review or attestation services covering the consolidated financial statements of the Company and any other services provided to the Company by such firm, including resolution of disagreements between management and the independent auditor regarding financial reporting. In this regard, subject to the statutory requirement to obtain annual shareholder approval of the appointment of the auditor of the Company, the Committee shall have the authority to (i) appoint and retain, (ii) determine the funding for and (iii) when appropriate, terminate, the independent auditor. The independent auditor shall report directly to the Committee. The Committee shall have a

clear understanding with the independent auditor that the firm is ultimately accountable to the Committee, as the stockholders' representative.

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review certification process for certificates required under Multilateral Instrument 52-109.
- (i) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Internal Controls and Procedures

Pursuant to the requirements of NI 52-109, the Committee will in connection with each certification required pursuant to such instrument:

- (a) Review the Company's design of disclosure control and procedures and internal controls over financial reporting internal control over financial reporting;
- (b) Review with management the results of their evaluation of internal control over financial reporting;
- (c) Review with management the scope and plans for addressing deficiencies in internal controls and procedures; and
- (d) Advise the Board of any material weaknesses in internal controls and procedures and the steps being taken to remediate such weaknesses.

Other

- (a) Conduct an appropriate review and oversight of all related party transactions for potential conflict of interest situations on an ongoing basis.

- (b) Review reports from persons regarding any questionable accounting, internal accounting controls or auditing matters (“Concerns”) relating to the Company and establish procedures for the receipt, retention and treatment of such Concerns, such that:
 - (i) an individual may confidentially and anonymously submit their Concerns to the Chairman of the Committee in writing, by telephone, or by e-mail;
 - (ii) the Committee reviews as soon as possible all Concerns and addresses same as they deem necessary; and
 - (iii) the Committee retains all records relating to any Concerns reported by an individual for a period the Committee judges to be appropriate.
- (c) Engage independent counsel and other advisers, as the Committee may deem necessary in order to carry out its duties.
- (d) Provide for appropriate funding, as determined by the Committee, for payment of:
 - (i) Compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
 - (ii) Compensation to any advisers employed by the Committee; and
 - (iii) Ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

All of the foregoing in a manner that the individual submitting such Concerns shall have no fear of adverse consequences.