

**FORM 51-102F3
Material Change Report**

**MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF
NATIONAL INSTRUMENT NO. 51-102**

Item 1. Reporting Issuer

Nextech3D.AI Corporation (the “Company” or “Nextech”)
PO Box 64039
RPO Royal Bank Plaza
Toronto, Ontario, M5J 2T6

Item 2. Date of Material Change

A material change took place on February 4, 2025.

Item 3. Press Release

A news release in respect of the material change was disseminated on February 5, 2025.

Item 4. Summary of Material Change

The Company has renewed its previously established share purchase warrant program pursuant to which it will issue an aggregate of 7,781,185 share purchase warrants (the “Warrants”) to its service providers in connection with their employment and/or consulting arrangements with the Company. Each Warrant will be exercisable to acquire one common share of the Company (an “Underlying Share”) at an exercise price of Cdn\$0.08 for a period of one year.

Item 5. Full Description of Material Change

The material change is described in the Company's press release attached hereto as Schedule "A", which press release is incorporated by reference herein.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

The report is not being filed on a confidential basis.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

Evan Gappelberg, Chief Executive Officer

Item 9. Date of Report

DATED at Toronto, in the Province of Ontario, this 6th day of February, 2025.

SCHEDULE “A”

NexTech3D AI Reports Preliminary Unaudited 2024 Revenue of \$3.1mill with Gross Profit of \$1.9 mill +62% Sees Positive Outlook for 2025 With a 80%+ Profit Margins and AI Sales Growth

TORONTO, ON, Canada – February 4th, 2025 - Nextech3D.AI (OTCQX: NEXCF) (CSE: NTAR) (FSE: EP2), established in 2018, has been a pioneer in augmented reality (AR) and artificial intelligence (AI) technologies, and a leader in advanced 3D AI-driven solutions reports preliminary unaudited results for 2024:

Reports Preliminary Unaudited 2024:

Revenue of \$3.1mill

with Gross Profit of \$1.9 mill +62%

Sees Positive Outlook for 2025 With a 80%+ Profit Margin

Comparison of 2024 to 2023: In 2024, Nextech3D AI achieved a strong increase in its gross profit margin, reaching **65%** compared to **29%** in 2023. This was driven by the implementation of AI technologies and having 3D operations in India. Furthermore, the Company reduced its overall operational costs by **35%** in 2024, positioning it for even greater savings and operational efficiency in 2025. The improved gross margin and cost reduction reflect the company's commitment to innovation and its ongoing efforts to streamline operations.

“We are encouraged with our early success in sales in 2025 and the solid progress we made in cost cutting and improving margins in 2024,” said Evan Gappelberg, CEO. “With a strong sales performance in January, cost reduction initiatives on track, and continued advancements in AI, we are confident that we will meet our 2025 goals of achieving an 80% gross profit margin and expanding our market share.”

2025 Outlook and Performance Projections: Looking ahead to 2025, NexTech3D AI is tracking a projected gross profit margin of **80%+** by the end of the year. This is a continuation of the Company’s commitment to enhancing operational efficiency through AI, cloud optimization, and automated processes. The Company is also laser focused on driving sales growth through strategic hires, including new Business Development Representatives (BDRs), and further expansion of its product offerings, including the continued growth of its MapD platform. Additionally, using AI tools the company anticipates reducing its overall operational costs by **more than 50%** in 2025, leveraging AI and optimizing cloud infrastructure to drive sustained profitability.

Nextech3D.AI continues to lead in the development and deployment of AI-powered 3D solutions that drive value for its customers and shareholders, with a focus on technological innovation and operational excellence.

About NexTech3D AI: NexTech3D AI is a leader in the development and deployment of AI-powered 3D solutions for various industries, offering a suite of cutting-edge products that enhance customer engagement and streamline operations. With a focus on technological innovation, the Company is transforming the future of 3D and AI integration for businesses worldwide.

The Company has renewed its previously established share purchase warrant program pursuant to which it will issue an aggregate of 7,781,185 share purchase warrants (the “Warrants”) to its service providers in connection with their employment and/or consulting arrangements with the Company. Each Warrant will be exercisable to acquire one common share of the Company (an “Underlying Share”) at an exercise price of Cdn\$0.08 for a period of one year. The Warrants will be automatically exercised in equal monthly tranches on a pro rata basis over the term of the Warrants, and the exercise price will be satisfied by the monthly salaries otherwise payable by the Company to the recipients of the Warrants. Upon exercise, the recipients of the Warrants may opt to either receive the Underlying Shares, or participate in a managed sale program to sell the Underlying Shares on the open market and receive the cash proceeds. Any shortfall as a result of participation in such a managed sale program will be funded by the Company.

For more information, visit [Nextech3D.ai](https://www.nextech3d.ai).

Sign up for Investor News and Info - [Click Here](#)

For more information and full report go to

<https://www.sedarplus.ca>

For further information, please contact:

For further information, please contact:

Nextech3D.ai

Evan Gappelberg /CEO and Director

866-ARITIZE (274-8493)

About Nextech3D.ai Nextech3D.ai or the "Company," (OTCQX: NEXCF) (CSE: NTAR) (FSE: 1SS), is a versatile augmented reality and AI technology company that utilizes its proprietary artificial intelligence (AI) to craft immersive 3D experiences at scale for manufacturers with CAD files and for E-COMMERCE merchants. The Company's primary focus lies in creating high-quality 3D WebAR photorealistic models for Amazon and various other online retailers with patented 2D-3D technology.

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. Nextech will not update any forward-looking statements or forward-looking information that are incorporated by reference herein, except as required by applicable securities laws