

**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 7, 2025.

**Item 3.**                    **Press Release**

A news release in respect of the material change was disseminated on February 10, 2025.

**Item 4.**                    **Summary of Material Change**

The Company announced that it had closed the issuance of an aggregate of 21,046,338 common shares ("Shares") in satisfaction of outstanding indebtedness, at a deemed price of \$0.065 per share (the "Transaction").

**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.

Pursuant to the Transaction, Evan Gappelberg subscribed for an aggregate of 21,046,338 Shares at a deemed price of \$0.065 per Share. Mr. Gappelberg is an insider of the Company. As of February 7, 2025 immediately prior to the closing of the Transaction, Mr. Gappelberg held an aggregate of 10,672,461 Shares and convertible securities to acquire an additional 1,250,000 Shares, representing approximately 6.5% of the issued and outstanding Shares (and approximately 7.2% on a partially diluted basis assuming exercise of such convertible securities only). Following the closing of the Transaction, Mr. Gappelberg held an aggregate of 31,718,799 Shares and convertible securities entitling him to acquire an additional 1,250,000 Shares, representing approximately 17.3% of the issued and outstanding Common Shares (and approximately 17.9% on a partially diluted basis assuming exercise of such convertible securities only).

The Transaction was approved by the board of directors pursuant to directors' resolutions dated January 22, 2025. The transaction is exempt from the formal valuation and minority shareholder approval requirements of applicable securities laws as at the time the Transaction was agreed to, neither the fair market value of the subject matter of, or the fair market value of the consideration for, the Transaction insofar as it involves interested parties, exceeded 25% of the Company's market capitalization. The Transaction was completed to satisfy outstanding indebtedness of the Company and to preserve capital. A material

change report is being filed in connection with the insider participation in the Transaction less than 21 days in advance of closing of the Transaction, as the Company did not have prior confirmation of such participation.

**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

**Item 9. Date of Report**

DATED at Toronto, in the Province of Ontario, this 11<sup>th</sup> day of March, 2025.

## **SCHEDULE "A"**