

Nextech3D.ai Signs Letter of Intent to Sell Share Control Block of Toggle3D.ai

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(OTCQX:NEXCF)(CSE:NTAR)(FSE:1SS) announced today that it has entered into a Letter of Intent (LOI) on April 4th, 2025 to sell up to an 80% equity interest in its spin-out subsidiary, Toggle3D.ai Inc. (CSE:TGGL) to TQG Technologies ("TQG" or the "Acquirer"). The transaction marks a significant strategic move to both provide Nextech3d.ai with a non-dilutive cash infusion of \$610,000 as well as unlocking shareholder value by transitioning Toggle3D.ai into its next phase of growth under a new controlling shareholder.

Under the terms of the non-binding LOI, the transaction will be completed in three tranches. TQG has committed to an aggregate purchase of up to 80% of Toggle3D.ai's issued and outstanding common shares. The first tranche of 11 million shares will be acquired for a cash consideration of \$610,000 CAD. Subject to the closing of TQG's capital raise a second tranche of 5 million shares will follow for \$276,000 CAD. The final tranche will complete the 80% acquisition through a combination of share purchase and the vending-in of TQG's assets into TGGL.

A non-refundable deposit of CAD \$177,000 is to be paid upon the structure being finalized by TQG's management. Additional payments are scheduled through August 2025, with a potential bonus of \$710,000 payable if TQG closes a financing round of at least US\$5 million by that date.

"This transaction represents a thoughtful and strategic evolution for Toggle3D.ai," said Evan Gappelberg, CEO of Nextech3D.ai. "Importantly It also provides Nextech3d.ai with new capital, allowing Nextech3D.ai to focus on its core AI and 3D modeling technologies."

The LOI provides for an integration and advisory period during which the parties will determine the optimal transaction structure. It also includes standard conditions such as satisfactory due diligence, execution of a definitive agreement within 90 days, and any necessary regulatory or shareholder approvals. TGGL management will maintain insight into major financial decisions for 180 days post-closing to support operational continuity.

A joint public announcement from both companies is planned to coincide with the execution of the definitive agreement. The companies also intend to roll out joint PR initiatives featuring Toggle3D.ai's new business.

For more details on Nextech's AI roadmap and related developments, visit: www.nextechar.com/investors

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

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Nextech3D.ai

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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.

SOURCE: Nextech3D.ai