

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

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

**Item 1.**                    **Reporting Issuer**

Toggle3D.ai Inc. (the “Company” or “Toggle”)  
PO Box 64039, Toronto RPO Royal Bank Plaza  
Toronto, Ontario M5J 2T6

**Item 2.**                    **Date of Material Change**

A material change took place on January 10, 2025.

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

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

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

The Company announced the departure of Chief Executive Officer Hareesh Achi for personal reasons and the appointment of Evan Gappelberg as Chief Executive Officer.

**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, CEO and Director

**Item 9.**                    **Date of Report**

DATED at Toronto, in the Province of Ontario, this 15<sup>th</sup> day of January, 2025.

## SCHEDULE "A"

### **Toggle3D.AI Options Issuance And CEO Change**

**Toronto, ON, Canada - January 10th, 2025 - Toggle3D.ai** (the "Company") (OTCQB: TGGLF) (CSE: TGGL) (FSE: Q0C), a Nextech3d.ai (OTCQB: NEXCF) (CSE: NTAR) spinout is an innovative AI 3D platform harnessing the power of generative AI to convert CAD files, apply stunning 4K texturing, and seamlessly publish superior 4K 3D models announces stock options issuance.

Toggle3d.ai issued Peter Bloch, a successful entrepreneur and new BOD member 50,000 2-year stock options exercisable at .095/share. The company also issued 500,000 2-year .095/share options to Anum Waqas CFO. BOD member Anthony Pizzonia was also issued 50,000 2 year stock options at .095/share.

Also, Hareesh Achi has been replaced by Evan Gappelberg as CEO effective immediately.

New BOD member Bio:

Peter Bloch was the Chief Executive Officer of Bresotec Inc. Mr. Bloch was also the CEO & Chairman of Bionik Laboratories from 2012 to 2018. Mr. Bloch is a CPA, CA, with a track record of building both public and private technology companies, mainly in the life sciences industry. In these roles, Mr. Bloch has secured significant funding for both private and public companies, gained experience with initial public offerings and led a number of acquisitions and partnership transactions. His past 25 years of executive management experience includes serving as Chief Financial Officer and joint interim CEO of Sanofi Canada Inc., the Canadian affiliate of Sanofi -Aventis, a global healthcare leader; Chief Financial Officer of Intellivax Inc., a biotechnology company which was sold to GlaxoSmithKline for \$1.75 billion; founder of Tribute Pharmaceuticals, a specialty pharmaceutical company; the Chief Financial Officer of Gennum Corporation, a public semiconductor company focused on the TV and medical device market and Chief Financial Officer of Just Energy, a large public electricity and gas company . These companies have ranged in size from start-ups to companies with revenues of over \$2 billion. Mr. Bloch also has substantial experience serving on the Board of Directors of both public and private companies. Mr. Bloch also serves as an advisor to Mars Discovery District, a large Canadian incubator for technology companies.

## **About Toggle3D.ai**

Toggle3D.AI is a leading provider of innovative 3D rendering solutions, dedicated to transforming the way businesses visualize and present their products. Our platform harnesses the power of artificial intelligence to deliver high-quality, customizable images quickly and efficiently, helping e-commerce businesses thrive in a competitive market.

## **Toggle3D.ai Investor Relations**

Visit the [Toggle3D Investor Relations](#) website and sign up for the investor mailing list to receive the latest news, press releases, investor presentations, CEO interviews, financial information and more.

Sign up for the investor mailing list - [click here](#)

## **Follow Toggle3D.ai on Social Media**

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LinkedIn: <https://www.linkedin.com/company/toggle3d-ai/>

Twitter: <https://twitter.com/Toggle3Dai>

For further information, please contact:

## **Toggle3D.ai**

Evan Gappelberg

Director

866-ARITIZE (274-8493)

## **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.*