

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
RPO Royal Bank Plaza
Toronto, Ontario, M5J 2T6

Item 2. **Date of Material Change**

A material change took place on February 21, 2025.

Item 3. **Press Release**

A news release in respect of the material change was disseminated on February 21, 2025.

Item 4. **Summary of Material Change**

The Company announced that it had closed the issuance of an aggregate of 2,566,666 common shares ("Shares") in satisfaction of outstanding indebtedness, at a deemed price of \$0.06 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 2,566,666 Shares at a deemed price of \$0.06 per Share. Mr. Gappelberg is an insider of the Company. As of February 21, 2025 immediately prior to the closing of the Transaction, Mr. Gappelberg held an aggregate of 1,559,718 Shares and convertible securities to acquire an additional 750,000 Shares, representing approximately 4.3% of the issued and outstanding Shares (and approximately 6.4% on a partially diluted basis assuming exercise of such convertible securities only). Following the closing of the Transaction, Mr. Gappelberg held an aggregate of 4,126,384 Shares and convertible securities entitling him to acquire an additional 750,000 Shares, representing approximately 10.8% of the issued and outstanding Common Shares (and approximately 12.5% 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 18, 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 28th day of February, 2025.

SCHEDULE "A"



Toggle3D.AI Inc Announces Closing of Share Issuance to CEO Evan Gappelberg

TORONTO, ON / [ACCESS Newswire](#) / February 21, 2025 / Toggle3D.AI Inc. (CSE:TGGL)(OTC PINK:TGGLF)(FSE:Q0C) ("Toggle" or the "Company") is pleased to announce the successful closing of the issuance of 2,566,666 common shares to its Chief Executive Officer, Evan Gappelberg, in consideration of outstanding indebtedness owing. The shares were issued at a deemed price of Cdn\$0.06 per share and comprise part of Toggle's continued strategy to align the interests of its leadership with those of the shareholders, driving long-term value and growth for the Company.

The shares issued to Mr. Gappelberg are subject to a four-month holding period in accordance with applicable securities regulations, ending 21 June 2025. This closing marks an important step in the Company's ongoing efforts to incentivize and retain top leadership talent while reinforcing the shared commitment to driving the business forward.

For further information, please contact:

Investor Relations Contact
Toggle3D.ai
Evan Gappelberg CEO/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 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. The Company 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: Toggle3D.AI Inc.