



NEXTGEN DIGITAL ANNOUNCES NON-BROKERED PRIVATE PLACEMENT OF SPECIAL WARRANTS AND/OR COMMON SHARES

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Fredericton, New Brunswick – April 1, 2025 – **NextGen Digital Platforms Inc. (CSE:NXT) (OTCQB:NXTDF) (FSE:Z12)** (“NextGen” or the “Company”) is pleased to announce that it is undertaking a non-brokered private placement of up to 10,000,000 special warrants (the “**Special Warrants**”) and/or common shares of the Company (the “**Shares**”, and together with the Special Warrants, the “**Offered Securities**”) at the price of \$0.30 per Offered Security for gross proceeds of up to \$3,000,000 (the “**Offering**”).

Each Special Warrant will automatically convert into one Share for no additional consideration.

The Company may pay finder's fees of 7.0% in cash and issue that number of broker warrants (“**Broker Warrants**”) as is equal to 7.0% of the number of Offered Securities sold under the Offering. Each Broker Warrant will be exercisable for one Share at the price of \$0.30 for a period of up to two years from the date of issuance.

The Offering is being conducted pursuant to an exemption from the prospectus requirements under applicable securities laws. The securities issued under the Offering will be subject to a four month hold period from the date of closing of the Offering in addition to any other restrictions under applicable law.

The Company will use the net proceeds from the Offering for corporate development, marketing, and general working capital. Completion of the Offering is subject to certain conditions including, but not limited to the receipt of all necessary approvals, including the approval of the Canadian Securities Exchange (the “**CSE**”).

It is anticipated that insiders of the Company may participate in the Offering. The issuance of Offered Securities to insiders will be considered a “related party transaction” within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company is relying on exemptions from the formal valuation requirements of MI 61-101 pursuant to section 5.5(a) and the minority shareholder approval requirements of MI 61-101 pursuant to section 5.7(1)(a) in respect of such insider participation as the fair market value of the transaction, insofar as it involves interested parties, does not exceed 25% of the Company's market capitalization.

About NextGen Digital Platforms Inc.

NextGen Digital Platforms Inc. (CSE: NXT) is a publicly traded company listed on the Canadian Securities Exchange, with a dual focus on digital assets and artificial intelligence infrastructure.

The Company operates a hardware-as-a-service business supporting the artificial intelligence sector, known as cloud AI hosting (“**Cloud AI Hosting**”), delivering advanced infrastructure solutions for AI-driven applications. The Company also explores opportunities to acquire or develop emerging technology platforms that align with its strategic vision in digital innovation.

For More Information:

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Forward-Looking Statements

Some statements in this news release may contain forward-looking information (within the meaning of Canadian securities legislation), including, without limitation, the receipt of approval for the Offering including the approval of the CSE, the closing of the Offering, and the use of proceeds of the Offering. These statements address future events and conditions and, as such, involve known and unknown risks, uncertainties, and other factors which may cause the actual results, performance, or achievements to be materially different from any future results, performance, or achievements expressed or implied by the statements. Forward-looking statements speak only as of the date those statements are made. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guaranteeing of future performance and actual results may differ materially from those in the forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include regulatory actions, market prices, and continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. Except as required by applicable law, the Company assumes no obligation to update or to publicly announce the results of any change to any forward-looking statement contained or incorporated by reference herein to reflect actual results, future events or developments, changes in assumptions, or changes in other factors affecting the forward-looking statements. If the Company updates any forward-looking statement(s), no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements.

This news release does not constitute an offer for sale, or a solicitation of an offer to buy, in the United States or to any “U.S Person” (as such term is defined in Regulation S under the U.S. Securities Act of 1933, as amended (the “1933 Act”)) of any equity or other securities of the Company. The securities of the Company have not been, and will not be, registered under the 1933 Act or under any state securities laws and may not be offered or sold in the United States or to a U.S. Person absent registration under the 1933 Act and applicable state securities laws or an applicable exemption therefrom.

The Canadian Securities Exchange does not accept responsibility for the adequacy or accuracy of this release.