

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

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

- Item 1.** **Reporting Issuer**
- NexTech AR Solutions Corp. (the “Company” or “Nextech”)
121 Richmond Street West, Suite 501
Toronto, Ontario M5H 2K1
- Item 2.** **Date of Material Change**
- A material changes took place on June 13, 2023.
- Item 3.** **Press Release**
- A news release in respect of the material change was disseminated on June 13, 2023.
- Item 4.** **Summary of Material Change**
- The Company announced that it had received final court approval for its previously announced spinout of Toggle3D.ai Inc. which will commence trading on the Canadian Securities Exchange on June 14, 2023.
- 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
- Item 9.** **Date of Report**
- DATED at Toronto, in the Province of Ontario, this 16th day of June, 2023.

SCHEDULE "A"



Nextech3D.ai AI- IPO Spin-off Toggle3D.ai Approved By The Canadian Securities Exchange (CSE) to Trade on Wednesday June 14th Symbol: TGGL

TORONTO, O.N, Canada – June 13, 2023 - [Nextech3D.AI](#) (formally “Nextech AR Solutions Corp”) (the “Company”) (OTCQX: NEXCF) (CSE: NTAR) (FSE: EP2), a Generative AI-Powered 3D model supplier for Amazon, P&G, Kohls and other major e-commerce retailers is pleased to announce that the Company has received court approval for the Toggle3D.ai Inc. ("Toggle3D.ai") spinout, and the trading date on the Canadian Securities Exchange (CSE) will commence on June 14, 2023. Toggle3D.ai will be trading under the ticker symbol TGGL on the CSE.

Th spinout will be effected pursuant to the Company's previously announced plan of arrangement which received final court approval on June 9, 2023 (the "**Arrangement**"). Nextech3D.ai shareholders will automatically receive an aggregate of 4,000,000 shares as a stock dividend. After the spin-out Nextech3D.ai is going to retain 13 million shares or about a 50% ownership stake in Toggle3D.ai. Toggle3D.ai has raised \$2,158,118 pursuant to the issuance of 8,632,473 common shares and 8,632,473 \$0.50 warrants.

The spin-out of Toggle3D.ai follows Nextech's successful spin-out on 10/26/2022 of ARway.ai, currently trading on the CSE as ARWY and on the OTCQB as ARWYF.

Toggle3D.ai is emerging as a standalone public company, initially trading on the CSE as TGGL, with plans to expand its presence to the Frankfurt and OTC markets in the near future. This strategic move not only drives innovation but also unlocks substantial shareholder value, reflecting Nextech's commitment to driving the industry forward.

Further Details of the Arrangement

Pursuant to the Arrangement, amongst other matters, the Company will receive an aggregate of 16,000,000 common shares of Toggle3D.ai (of which it shall immediately transfer 3,000,000 such shares to certain service providers in respect of services rendered) and an aggregate of 4,000,000 common shares of Toggle3D.ai will be distributed directly



to the shareholders of the Company as noted above. No fractional shares will be issued as a result of the reclassification.

Also pursuant to the Arrangement, the Company will undertake a reorganization of its share capital by:

- renaming and redesignating all of its issued and unissued common shares as Class A common shares; and
- creating a new class consisting of an unlimited number of common shares (the "New Shares").

Each shareholder of Nextech3D.ai will exchange each Class A common share held at the effective time of the Arrangement for (A) one New Share, and (B) such shareholder's pro rata share of an aggregate of 4,000,000 common shares of Toggle3D.ai to be distributed amongst all such shareholders, and such shareholders will cease to be the holders of the Class A common shares so exchanged. The authorized share capital of the Company will then be amended to delete the Class A common shares. The New Shares of the Company being distributed pursuant to the Arrangement will also commence trading at market open on June 14, 2023.

All registered Nextech shareholders must submit a letter of transmittal to Computershare Trust Company of Canada to receive their New Shares and common shares of Toggle3D.ai. The letter of transmittal was included with the meeting materials distributed in connection with the annual and special meeting of the Company held on June 5, 2023 and can also be found under the Company's profile on SEDAR at www.sedar.com.

About Toggle3D.ai

Toggle3D.ai (CSE:TGGL) is a groundbreaking SaaS solution that utilizes generative AI to convert CAD files, apply stunning 4K texturing, and enable seamless publishing of superior 4K 3D models, serving various industries within the \$160 billion CGI market. With its Augmented Reality-based rapid prototyping web app, Toggle3D empowers designers, artists, marketers, and eCommerce owners to effortlessly convert, texture, customize, and publish high-quality 3D models and experiences, regardless of technical or 3D design expertise.

Toggle3D.ai Benefits Over 3D Legacy Software



NO Learning Curve

Toggle3D.ai stands out from legacy 3D design software by eliminating the learning curve and making 3D design accessible to everyone, regardless of their technical background. Unlike traditional systems that require months of learning, Toggle3D.ai simplifies the process by humanizing design terminology, providing guided templates, and using machine learning to make the tools user-friendly.

Web-based Collaboration

Being web-based, users can access Toggle3D.ai instantly on their browsers without the need for downloads, updates, or system compatibility concerns. Additionally, the platform will offer advanced in-app collaboration features, enabling multiple users to work together on the same project in real-time, facilitating quick feedback, decision-making, and cross-department collaboration.

These collaborative tools empower businesses to adopt 3D design organization-wide, enhancing workflow efficiency and unleashing the potential of group iteration.

Visit the Toggle3D.ai website to learn more

<https://toggle3d.com/>

Recent News

- [Nextech3D.ai Showcases Its Patent Pending Groundbreaking AI for Fixed Point Diffusion Of 2D to 3D Model Conversion](#)
- [Nextech3D.ai Launches The Public Company CEO Experience Podcast](#)
- [Nextech3D.ai Reports Sales Surging +550% YoY & Record 3D Modeling Revenue For First Quarter 2023](#)

To learn more, please follow us on [Twitter](#), [YouTube](#), [Instagram](#), [LinkedIn](#), and [Facebook](#), or visit our website: <https://www.Nextechar.com>.



About Nextech3D.ai

(formally “Nextech AR Solutions Corp” or the “Company”) (OTCQX: NEXCF) (CSE: NTAR) (FSE: EP2) is a diversified augmented reality, AI technology company that leverages proprietary artificial intelligence (AI) to create 3D experiences for the metaverse. Its main businesses are creating 3D WebAR photorealistic models for the Prime Ecommerce Marketplace as well as many other online retailers. The Company develops or acquires what it believes are disruptive technologies and once commercialized, spins them out as stand-alone public Companies issuing a stock dividend to shareholders while retaining a significant ownership stake in the public spin-out.

On October 26, 2022 Nextech3D.ai spun out its spatial computing platform, “ARway” as a stand alone public Company. Nextech3D.ai retained a control ownership in ARway Corp. with 13 million shares, or a 50% stake, and distributed 4 million shares to Nextech AR Shareholders. ARway is currently listed on the Canadian Securities Exchange (CSE:ARWY), in USA on the OTCQB (OTC: ARWYF) and Internationally on the Frankfurt Stock Exchange (FSE: E65). ARway Corp. is disrupting the augmented reality wayfinding market with a no-code, no beacon spatial computing platform enabled by visual marker tracking.

On December 14, 2022 Nextech announced its second spinout of Toggle3D, an AI-powered 3D design studio to compete with Adobe. Toggle3D went public in June 2023, listed on the Canadian Securities Exchange (CSE:TGGL).

For further information, please contact:

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Nextech3D.ai

Evan Gappelberg

CEO and Director

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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.