

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

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

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

Nextech3D.AI Corporation (the “Company” or “Nextech”)  
PO Box 64039  
RPO Royal Bank Plaza  
Toronto, Ontario, M5J 2T6

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

A material change took place on November 29, 2023.

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

A news release in respect of the material change was disseminated on November 29, 2023.

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

The Company announced that it had closed the third tranche of its previously announced private placement pursuant to which it issued an aggregate of 359,000 units (“Units”) at a price of \$0.12 per Unit, to raise aggregate gross proceeds of \$43,080. Each Unit was comprised of one common share of the Company (a “Share”) and one common share purchase warrant (a “Warrant”), with each whole Warrant exercisable to acquire one additional Share at a price of \$0.17 for a period of 36 months from the date of issuance thereof.

In total, the Company issued an aggregate of 9,157,722 Units pursuant to the three tranches of the private placement to raise aggregate gross proceeds of \$1,098,926.

**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 29<sup>th</sup> day of November, 2023.

**SCHEDULE "A"**

## **Nextech3D.ai Closes Final Round of Private Placement Raising a Total of \$1,098,926**

**TORONTO, ON – November 29, 2023** – Nextech3D.AI (the “**Company**”) (OTCQX: NEXCF) (CSE: NTAR) (FSE: EP2) is pleased to announce that it has closed the third tranche of its previously announced private placement (the “**Offering**”) pursuant to which it has issued an aggregate of 359,000 units (“**Units**”) at a price of \$0.12 per Unit, to raise aggregate gross proceeds of \$43,080. In total, the Company issued an aggregate of 9,157,722 Units pursuant to the three tranches of the Offering to raise aggregate gross proceeds of \$1,098,926.

Each Unit is comprised of one common share of the Company (a “**Share**”) and one common share purchase warrant (a “**Warrant**”), with each whole Warrant exercisable to acquire one additional Share at a price of \$0.17 for a period of 36 months from the date of issuance thereof.

An aggregate of 254,000 of the Units issued in the third tranche were issued pursuant to National Instrument 45-106 – Prospectus Exemptions (“**NI 45-106**”) in accordance with Part 5A thereof (the “**Listed Issuer Financing Exemption**”). The Units offered under the Listed Issuer Financing Exemption are not subject to resale restrictions pursuant to applicable Canadian securities laws. There is an offering document related to the Offering that can be accessed under the Company’s profile at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Company’s website at <https://www.nextechar.com/>. The balance of the Units issued in the third tranche of the Offering are subject to a statutory hold period expiring on March 30, 2024.

The net proceeds from the Offering will be used for working capital and general corporate purposes. The Company paid a finders fee of \$2,438.40 to eligible registrants assisting in the third tranche of the Offering, and issued an aggregate of 20,320 broker warrants (“**Broker Warrants**”) to such registrants, with each Broker Warrant entitling the holder to acquire one Share at \$0.12 for a period of 36 months.

In other news, the Company is also pleased to announce that it is currently considering the spinout of an interest in its 3D modelling platform, upon terms yet to be determined. No definitive agreement has been reached with regard to any such matter and the Company continues to consider various alternatives to maximize shareholder value. The Company will provide further updates in due course.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of



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America. The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**1933 Act**”) or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

### **About Nextech3D.ai**

The Company 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, the Company spun out its spatial computing platform, “ARway.ai” as a stand alone public company. ARway.ai is disrupting the augmented reality wayfinding market with a no-code, no beacon spatial computing platform enabled by visual marker tracking. The Company retained 13 million shares in ARway and distributed 4 million shares to Nextech3D.AI shareholders. ARway.ai 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).

On June 14, 2023, the Company completed its second spinout of Toggle3D.ai, 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. The Company retained 13 million shares in Toggle3D.ai and distributed 4 million shares to Nextech3D.AI shareholders. Toggle3D.ai is trading on the Canadian Securities Exchange (CSE:TGGL) and in the USA (OTC:TGGLF).

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



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**Nextech3D.AI**

Evan Gappelberg

CEO and Director

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**Disclaimer for Forward-Looking Information**

*This news release includes certain statements and information that constitute forward-looking information within the meaning of applicable Canadian securities laws. All statements in this news release, other than statements of historical facts are forward-looking statements. Such forward-looking statements and forward-looking information specifically include, but are not limited to, statements that relate to the anticipated size and timing of Offering, insider participation in the Offering, and the receipt of all applicable approvals in connection therewith.*

*Statements contained in this release that are not historical facts are forward-looking statements that involve various risks and uncertainty affecting the business of the Company. Such statements can generally, but not always, be identified by words such as “expects”, “plans”, “anticipates”, “intends”, “estimates”, “forecasts”, “schedules”, “prepares”, “potential” and similar expressions, or that events or conditions “will”, “would”, “may”, “could” or “should” occur. All statements that describe the Company’s plans relating to operations and potential strategic opportunities and the potential spinout of an interest in its 3D modelling platform, are forward-looking statements under applicable securities laws. These statements address future events and conditions and are reliant on assumptions made by the Company’s management, and so involve inherent risks and uncertainties, as disclosed in the Company’s periodic filings with Canadian securities regulators. As a result of these risks and uncertainties, and the assumptions underlying the forward-looking information, actual results could materially differ from those currently projected, and there is no representation by the Company that the actual results realized*



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*in the future will be the same in whole or in part as those presented herein. The Company disclaims any intent or obligation to update forward-looking statements or information except as required by law. Readers are referred to the additional information regarding the Company's business contained in the Company's reports filed with the securities regulatory authorities in Canada. Although the Company has attempted to identify important factors that could cause actual actions, events, or results to differ materially from those described in forward-looking statements, there may be other factors that could cause actions, events or results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company's filings that are available at [www.sedarplus.ca](http://www.sedarplus.ca)*

*The Company provides no assurance that forward-looking statements and information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking statements or information. The Company does not undertake to update any for-ward looking statements, other than as required by law.*