

**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 September 25, 2024.

Item 3.

Press Release

A news release in respect of the material change was disseminated on September 25, 2024.

Item 4.

Summary of Material Change

The Company announced that it has closed the first tranche of its previously announced private placement (the “**Offering**”) pursuant to which it has issued an aggregate of 4,750,000 units (“**Units**”) at a price of \$0.10 per Unit, to raise aggregate gross proceeds of \$475,000. The securities underlying the units issued on closing of the Offering will all be subject to a four-month statutory hold period commencing on the date of issuance.

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 2nd day of October, 2024.

SCHEDULE "A"

Nextech3D.ai Announces Closing of First Tranche of Private Placement For \$475,000

Toronto, ON – September 25, 2024 – Nextech3D.AI (the "**Company**") (OTCQX: NEXCF) (CSE: NTAR) (FSE: EP2) is pleased to announce that it has closed the first tranche of its previously announced private placement (the "**Offering**") pursuant to which it has issued an aggregate of 4,750,000 units ("**Units**") at a price of \$0.10 per Unit, to raise aggregate gross proceeds of \$475,000. The securities underlying the units issued on closing of the Offering will all be subject to a four-month statutory hold period commencing on the date of issuance.

Each Unit will be 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 \$0.15 for a period of 24 months from the date of issuance thereof, provided that if the daily volume weighted average trading price of the Shares on the Canadian Securities Exchange exceeds \$0.30 for ten consecutive trading days, the Company may accelerate the expiry date of the Warrants to the date which is 30 days following the date upon which the Company provides notice of such acceleration to the holders of the Warrants.

The net proceeds from the Offering will be used for working capital and general corporate purposes. The Company will pay a cash finders fee of 8% to eligible registrants assisting in the Offering, and issue 8% broker warrants ("**Broker Warrants**") to such registrants, with each Broker Warrant entitling the holder to acquire one Share at \$0.15 for a period of 24 months.

The Offering remains subject to the receipt of all regulatory approvals, including the approval of the Canadian Securities Exchange. 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 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.

The net proceeds from the Offering will be used for working capital and general corporate purposes. The Company paid a finders fee of \$5,600 to eligible registrants assisting in the first tranche of the Offering, and issued an aggregate of 56,000 broker warrants ("**Broker Warrants**") to such registrants, with each Broker Warrant entitling the holder to acquire one Share at \$0.15 for a period of 36 months.

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 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 visit our website: <https://www.nextechar.com>.

For further information, please contact:

Nextech3D.AI

Evan Gappelberg

CEO and Director

866-ARITIZE (274-8493)

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 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 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.sedar.com.

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 forward looking statements, other than as required by law.