



NEXTECH3D.AI CORP.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON DECEMBER 18, 2024

AND

MANAGEMENT INFORMATION CIRCULAR

OCTOBER 30, 2024

NEXTECH3D.AI CORP.

P.O. Box 64039
RPO Royal Bank Plaza
Toronto, ON M5J 2T6

NOTICE OF MEETING

NOTICE IS GIVEN that an annual general meeting (the "**Meeting**") of the holders of common shares ("**Shareholders**") of Nextech3D.AI Corp. ("**Nextech**") will be held virtually at <https://meetnow.global/M59K6LS> on Wednesday, December 18, 2024, at 10:00 a.m. (Pacific time) for the following purposes:

1. to receive Nextech's audited financial statements for the financial year ended December 31, 2022 and the auditor's report thereon, as further detailed in Item 1 of the management information circular of Nextech dated October 30, 2024 ("**Information Circular**");
2. to set the number of directors at four, as further detailed in Item 2 of the Information Circular;
3. to elect the directors of Nextech for the ensuing year, as further detailed in Item 3 of the Information Circular;
4. to appoint Davidson & Company LLP as Nextech's auditor for the ensuing fiscal year and to authorize the directors to set the auditor's remuneration, as further detailed in Item 4 of the Information Circular;
5. to transact such further business as may properly come before the Meeting or any adjournments thereof.

The Information Circular provides additional information relating to the matters to be addressed at the Meeting, and is deemed to form part of this notice. **You are encouraged and reminded to access and review the Information Circular, prior to voting.**

Nextech is using notice-and-access procedures to deliver the 2024 Meeting materials to beneficial Shareholders. You may be receiving this notice with information on how you can access the Information Circular electronically, along with a voting instruction form – by which to submit your voting instructions.

The Meeting materials can be accessed through Nextech's public filings on the SEDAR+ website (www.sedarplus.ca) under Nextech's name, as well as at Nextech's website at the following link: <https://www.nextechar.com/investors/financial-information>.

Registered Shareholders are entitled to participate and vote at the virtual Meeting by proxy. Registered Shareholders who are unable to attend the virtual Meeting are encouraged to read, complete, sign, date and return the form of proxy in accordance with the instructions set out in the proxy and in the Information Circular.

In order to be valid and acted upon at the Meeting, forms of proxy must be returned to Computershare Investor Services Inc. ("**Computershare**") by December 16, 2024 (the "**Proxy Deadline**") in accordance with the instructions set forth on the form of proxy, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournments thereof.

Non-registered Shareholders should carefully follow the instructions on the voting instruction form in the Meeting materials in order to ensure that their common shares are voted at the Meeting. The voting instruction form will be similar to the proxy provided to the registered Shareholders by Nextech. However, its purpose is limited to instructing an intermediary on how to vote on a non-registered Shareholders' behalf.

The voting instruction form will name the same persons as Nextech's proxy to represent a non-registered Shareholder at the Meeting. **Although as a non-registered Shareholder you may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of your intermediary, you, or a person designated by you (who need not be a Shareholder), may virtually attend at the Meeting as proxyholder for your intermediary and vote your common shares in that capacity.** To exercise this right to virtually attend the Meeting or appoint a proxyholder of your own choosing, you should insert your own name or the name of the desired representative in the blank space provided in the voting instruction form. Alternatively, you may provide other written instructions requesting that you or your desired representative virtually attend the Meeting as proxyholder for your intermediary. The completed voting instruction form or other written instructions must then be returned in accordance with the instructions on the form.

For more information on how to vote as a non-registered Shareholder, please refer to the section in the Information Circular entitled "*General Proxy Information – Voting by Non-Registered Shareholders*" for information on how to vote your common shares of Nextech.

To register a proxyholder, Shareholders **MUST** visit <http://www.computershare.com/Nextech> by December 16, 2024, 10:00 a.m.

(Pacific Standard Time) and provide Computershare with their proxyholder's contact information, so that Computershare may provide the proxyholder with an invite code by email. **In order to participate at the virtual Meeting, Shareholders must have a valid 15-digit control number and proxyholders must have received an email from Computershare containing an invite code.**

Shareholders who wish to appoint a third-party proxyholder to represent them at the virtual Meeting, and non-registered Shareholders who appoint themselves as a proxyholder, **must submit their proxy or voting instruction form (as applicable) prior to registering their proxyholder. Registering the proxyholder at <https://www.computershare.com/Nextech> is an additional step once a Shareholder has submitted their proxy or voting instruction form. Failure to register a duly appointed proxyholder will result in the proxyholder not receiving an invite code to participate in the Meeting.**

Nextech will mail paper copies of the Meeting materials and/or financial statements and management's discussion and analysis to those Shareholders who had previously elected to receive paper copies. All other beneficial Shareholders will receive this notice along with a voting instruction form, as applicable.

If you are beneficial holder and would like to request a paper copy of the Information Circular before the Meeting, go to www.proxyvote.com or call Toll Free, within North America – 1-877-907-7643 or direct, from outside of North America – 303-562-9305 for English and 303-562-9306 for French and enter your control number as indicated on your voting instruction form. The Information Circular will be sent to you within three business days of receiving your request.

If you are beneficial holder and would like to obtain a paper copy of the Information Circular after the Meeting, please call Toll Free, within North America – 1-877-907-7643, or direct from Outside of North America – 303-562-9305 for English and 303-562-9306 for French. The Information Circular will be sent to you within 10 calendar days of receiving your request.

To receive the Information Circular in advance of the Proxy Deadline and Meeting date, requests for printed copies must be received at least five business days in advance of the Proxy Deadline date and time set out in the proxy or voting instruction form. For more information on notice-and-access, please contact Nextech at 1-866-ARITIZE (274-8493).

The Canadian Securities Exchange ("CSE") has neither reviewed nor approved the disclosure in the Information Circular.

DATED at Vancouver, British Columbia this 30th day of October, 2024.

BY ORDER OF THE BOARD OF DIRECTORS OF NEXTECH3D.AI CORP.

"Evan Gappelberg"

Evan Gappelberg
Chief Executive Officer

NEXTECH3D.AI CORP.

P.O. Box 64039
RPO Royal Bank Plaza
Toronto, ON M5J 2T6

**MANAGEMENT INFORMATION CIRCULAR
AS AT OCTOBER 30, 2024**

This Management Information Circular ("Information Circular") is furnished in connection with the solicitation of proxies by management of Nextech3D.AI Corp. (the "Company" or "Nextech") for use at the annual and special meeting (the "Meeting") of the shareholders of Nextech ("Shareholders") to be held virtually at 10:00 a.m. (Pacific Standard Time) on December 18, 2024 and any adjournment or postponement thereof, for the purposes set forth in the attached Notice of Annual and Special Meeting. Except where otherwise indicated, the information contained herein is stated as of October 30, 2024.

In this Information Circular, references to the "**Company**", "**Nextech**" and "**we**" refer to Nextech3D.AI Corp., "**Registered Shareholders**" means Shareholders whose names appear on the records of the Company as the registered holders of Common Shares (as defined herein), "**Non-Registered Shareholders**" means Shareholders who do not hold Common Shares in their own name, and "**Intermediaries**" refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Non-Registered Shareholders. Unless otherwise indicated, all references to "\$" or "dollars" in this Information Circular means Canadian Dollars.

INTRODUCTION

Unless we advise otherwise by way of news release, **the Company is holding a virtual Meeting which will be conducted via virtual conference.**

To be admitted to the Meeting, please use the following link: <https://meetnow.global/M59K6LS>

Shareholders are strongly encouraged to dial into the Meeting a few minutes early to allow for connection issues. The Company reserves the right to start the Meeting on time and may not permit late Shareholders to access the Meeting.

In order to satisfy the BCBCA (as defined herein) requirements for electronic meetings, the Company must permit and facilitate participation at the Meeting by Shareholders and duly appointed proxyholders. The BCBCA requires that all votes at an electronic meeting be taken by poll or any other manner that adequately discloses the intention of participants. As a result, voting at the Meeting will be conducted by poll.

If you are a Registered Shareholder and unable to virtually attend the Meeting, but wish to have your vote counted, you will be required to complete, date, sign and return, in the envelope provided for that purpose, the accompanying form of proxy ("**Proxy**") for use at the Meeting or any adjournment thereof (or vote in one of the other manners described below under the heading "Appointment and Revocation of Proxies").

If you are a Non-Registered Shareholder and have received this Notice of Meeting and accompanying materials through an Intermediary, please complete and return the voting instructions form provided to you in accordance with the instructions provided therein.

Guests will be able to virtually attend and listen at the Meeting but will not be able to vote or ask questions during the Meeting.

SUMMARY

This summary is qualified in its entirety by the more detailed information appearing elsewhere in this Information Circular, including the Schedules which are attached to and form part of this Information Circular.

The Meeting

The Meeting will be held virtually at 10:00 a.m. (Pacific Standard Time) on December 18, 2024 subject to any necessary adjournment or postponement thereof. Unless we advise otherwise by way of news release, the Company is holding the Meeting via virtual conference. To be admitted to the Meeting, please use the following link: <https://meetnow.global/M59K6LS>. Shareholders are strongly encouraged to dial into the Meeting a few minutes early to allow for connection issues. The Company reserves the right to start the Meeting on time and may not permit late Shareholders to access the Meeting. The Company strongly recommends that Shareholders vote by Proxy or voting instruction form in advance to ease the voting tabulation at the Meeting by Computershare.

Record Date

Only Shareholders of record at the close of business on October 30, 2024 will be entitled to receive notice of and vote at the Meeting, or any adjournment or postponement thereof.

Purpose of the Meeting

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to (i) set the number of directors of the Company; (ii) elect directors; and (iii) appoint the auditor of the Company.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. The Company has arranged to send meeting materials directly to Registered Shareholders, as well as Non-Registered Shareholders who have consented to their ownership information being disclosed by the Intermediary holding the Common Shares on their behalf (non-objecting beneficial owners). The Company has also arranged for Intermediaries to forward the meeting materials to Non-Registered Shareholders who have objected to their ownership information being disclosed by the Intermediary holding the Common Shares on their behalf (objecting beneficial owners). The Company will pay for Intermediaries to forward this Information Circular, the proxy form or a voting instruction form to objecting beneficial owners under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators. As a result, objecting beneficial owners will receive the Information Circular and associated meeting materials from their Intermediary.

Appointment and Revocation of Proxies

The individuals named in the accompanying form of proxy (the "**Proxy**") are officers of the Company or solicitors for the Company. **If you are a Registered Shareholder, you have the right to virtually attend the Meeting or vote by proxy and to appoint a person or company other than the person designated in the Proxy, who need not be a Shareholder, to virtually attend and participate on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of Proxy or otherwise in accordance with applicable law.**

Registered Shareholders or their respective duly appointed proxyholders are entitled to virtually attend and vote their Common Shares at the Meeting. Registered Shareholders who are unable to or do not wish to attend the Meeting virtually and who wish to ensure that their Common Shares will be voted at the Meeting are urged to complete, sign and deliver the enclosed form of Proxy to Computershare in accordance with the instructions and timing requirements set forth herein and on the form of Proxy. See "*Voting by Proxy Generally*" below for further information.

In order to be valid and acted upon at the Meeting, forms of proxy must be returned to the aforesaid address not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournments thereof. Every Proxy may be revoked by an instrument in writing:

- (i) executed by the Shareholder or by his/her attorney authorized in writing or, where the Shareholder is a company, by a duly authorized officer or attorney of the company; and
- (ii) delivered either to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting or any adjournment or postponement thereof, at which the Proxy is to be used, or in any other manner provided by law.

Only Registered Shareholders have the right to revoke a Proxy. Non-Registered Shareholders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective Intermediaries to revoke the Proxy on their behalf. If you are a Non-Registered Shareholder, see "*Voting by Non-Registered Shareholders*" below for further information on how to vote your Common Shares.

Exercise of Discretion by Proxyholder

If you have the right to vote by proxy, the persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (i) each matter or group of matters identified therein for which a choice is not specified;
- (ii) any amendment to or variation of any matter identified therein; and
- (iii) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter. Management is not currently aware of any other matters that may come before the Meeting.

Voting by Registered Shareholders

If you are a Registered Shareholder you may wish to vote by proxy whether or not you are able to virtually attend the Meeting. Registered Shareholders electing to submit a proxy may do so by completing, dating and signing the enclosed form of Proxy and returning it to Computershare, in accordance with the instructions on the Proxy. In all cases you should ensure that the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the Proxy is to be used. If completed Proxies are received after said deadline, they shall not be accepted for the purpose of voting at the Meeting unless authorized by the Chair of the Meeting, in his or her sole discretion.

Voting by Non-Registered Shareholders

The following information is of significant importance to Shareholders who do not hold Common Shares in their own name. Non-Registered Shareholders should note that the only Proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders.

If Common Shares are listed in an account statement provided to a Shareholder by an Intermediary, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the name of the Shareholder's Intermediary or an agent of that Intermediary. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. as nominee for The Canadian Depository for Securities Limited (which acts as depository for many Canadian brokerage firms and custodian banks), and in the United States, under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many United States brokerage firms and custodian banks).

If you have consented to disclosure of your ownership information, you will receive a request for voting instructions from the Company (through Computershare). If you have declined to disclose your ownership information, you will receive a request for voting instructions from your Intermediary. Every Intermediary has its own mailing procedures and provides its own return instructions to clients. However, most Intermediaries now delegate responsibility for obtaining voting instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada.

If you are a Non-Registered Shareholder, you should carefully follow the instructions on the voting instruction form received from Broadridge in order to ensure that your Common Shares are voted at the Meeting. The voting instruction form supplied to you will be similar to the Proxy provided to the Registered Shareholders by the Company. However, its purpose is limited to instructing the Intermediary on how to vote on your behalf.

The voting instruction form sent from Broadridge will name the same persons as the Company's Proxy to represent you at the Meeting. **Although as a Non-Registered Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your Intermediary, you, or a person designated by you (who need not be a Shareholder), may virtually attend at the Meeting as Proxyholder for your Intermediary and vote your Common Shares in that capacity.** To exercise this right to virtually attend the Meeting or appoint a Proxyholder of your own choosing, you should insert your own name or the name of the desired representative in the blank space provided in the voting instruction form. Alternatively, you may provide other written instructions requesting that you or your desired representative virtually attend the Meeting as Proxyholder for your Intermediary. The completed voting instruction form or other written instructions must then be returned in accordance with the instructions on the form.

If you receive a voting instruction form from Broadridge, you cannot use it to vote Common Shares directly at the Meeting. The voting instruction form must be completed as described above and returned in accordance with its instructions well in advance of the Meeting in order to have the Common Shares voted.

Attending the Meeting Online

Proxies will not be accepted at the Meeting. All Proxies must be submitted to Computershare by 10:00 a.m. (Pacific Standard Time) on December 16, 2024 (the "**Proxy Deadline**"). Only Registered Shareholders and duly appointed Proxyholders may virtually attend the Meeting.

To register a proxyholder, Shareholders **MUST** visit <http://www.computershare.com/Nextech> by December 16, 2024, 10:00 a.m. (Pacific Standard Time) and provide Computershare with their proxyholder's contact information, so that Computershare may provide the proxyholder with an Invite Code by email.

Registered Shareholders can participate in the meeting by clicking "**Shareholder**" and entering a Control Number, and **duly appointed proxyholders** can participate in the meeting by clicking "**Invitation**" and entering an Invite Code before the start of the Meeting.

- Registered Shareholders: the 15-digit control number is located on the form of Proxy.
- Duly appointed proxyholders: Computershare will provide the proxyholder with an Invite Code by email after the voting deadline has passed.

Non-Registered Shareholders who have not appointed themselves as proxyholders to participate and vote at the Meeting may login as a guest, by clicking on "**Guest**" and complete the online form; however, they will not be able to vote or submit questions.

Shareholders who wish to appoint a third-party proxyholder to represent them at the virtual Meeting, and non-Registered Shareholders who appoint themselves as a proxyholder, **must submit their Proxy or voting instruction form (as applicable) prior to registering their proxyholder. Registering the proxyholder at <https://www.computershare.com/Nextech> is an additional step once a Shareholder has submitted their Proxy or voting instruction form. Failure to register a duly appointed proxyholder will result in the proxyholder not receiving an Invite Code to participate in the Meeting.**

In order to participate online, Shareholders must have a valid 15-digit control number and proxyholders must have received an email from Computershare containing an Invite Code.

United States Beneficial Shareholders: To attend and vote at the virtual Meeting, you must first obtain a valid Legal Proxy from your broker, bank or other agent and then register in advance to attend the Meeting. Follow the instructions from your broker or bank included with the Proxy materials or contact your broker or bank to request a form of Legal Proxy. After first obtaining a valid Legal Proxy from your broker, bank or other agent, you must submit a copy of your Legal Proxy to Computershare in order to register to attend the Meeting. Requests for registration should be sent:

By mail to: Computershare
 100 University Avenue 8th Floor

Toronto, ON M5J 2Y1

By email at: USLegalProxy@computershare.com

Requests for registration must be labeled as "Legal Proxy" and be received no later than December 16, 2024, 10:00 a.m. (Pacific Standard Time). You will receive a confirmation of your registration by email after Computershare receives your registration materials. You may attend the Meeting and vote your Common Shares at <https://meetnow.global/M59K6LS> during the Meeting. Please note that you are required to register your appointment at <https://www.computershare.com/Nextech>.

The virtual Meeting platform is fully supported across most commonly used web browsers (note: Internet Explorer is not a supported browser). We encourage you to access the Meeting prior to the start time. **It is important that you are connected to the internet at all times during the Meeting in order to ensure your ability to participate.**

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Other than as set forth below, no person has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting. For the purpose of this paragraph, "person" shall include each person: (a) who has been a director, senior officer or insider of the Company at any time since the commencement of the Company's twelve month period ended December 31, 2023; or (b) who is an associate or affiliate of a person as listed in (a).

RECORD DATE AND QUORUM

The board of directors (the "**Board**") of the Company has fixed the record date for the Meeting as the close of business on October 30, 2024 (the "**Record Date**"). Only Shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote their Common Shares at the Meeting, except to the extent that any such Shareholder transfers any Common Shares after the Record Date and the transferee of those Common Shares establishes that the transferee owns the Common Shares and demands, not less than ten (10) days before the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote at the Meeting, in which case, only such transferee shall be entitled to vote such Common Shares at the Meeting.

Under the Company's articles, the quorum for the transaction of business at a meeting of Shareholders is one person who is a Shareholder, or who is otherwise permitted to vote shares of the Company at a meeting of Shareholders, present in person or by proxy.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

On the Record Date, there were 154,849,610 Common Shares issued and outstanding, with each Common Share carrying the right to one vote.

To the knowledge of the directors and executive officers of the Company, as of the date of this Information Circular, the Shareholders who beneficially own, or exercise control or direction, directly or indirectly, Common Shares carrying 10% or more of the votes attached to Common Shares are:

Name	Number of Common Shares Owned, or Controlled or Directed, Directly or Indirectly⁽¹⁾	Approximate Percentage of Total Outstanding Common Shares
Evan Gappelberg	11,162,499	7.2%

Note:

(1) The above information was derived from the Shareholder directly or from insider reports available at www.sedi.ca.

PARTICULARS OF MATTERS TO BE ACTED UPON

The matters to be placed before the Meeting are those set forth in the accompanying Notice of Meeting and discussed below.

1. Presentation of Financial Statements

The consolidated financial statements of the Company for the twelve months ended December 31, 2023 together with the auditor's report thereon, will be placed before the Meeting. The Company's financial statements are available on the System of Electronic

2. Setting Number of Directors

At the Meeting, Shareholders will be asked to consider and, if deemed fit, pass an ordinary resolution to set the number of directors of the Company at four (4).

3. Election of Directors

The Company proposes to nominate the persons listed below for election as directors. Each director will hold office until the next annual general meeting of the Company or until his or her successor is elected or appointed, unless his or her office is earlier vacated. Management does not contemplate that any of the nominees will be unable to serve as a director.

As part of its ongoing review of corporate governance policies, on December 14, 2020, the Board adopted a policy providing that in an uncontested election of directors, any nominee who receives a greater number of votes "withheld" than votes "for" will tender his or her resignation to the Chairman of the Board promptly following the shareholders' meeting, conditional upon review by the Board. The Board will consider the offer of resignation and will make a decision whether or not to accept it. In considering whether or not to accept the resignation, the Board will consider all relevant factors. The Board will be expected to accept the resignation except in situations where the considerations would warrant the applicable director continuing to serve on the Board. The Board will make its final decision and announce it in a press release within 90 days following the shareholders' meeting. A director who tenders his or her resignation pursuant to this policy will not participate in any meeting of the Board at which the resignation is considered.

The following table sets out the names of the management nominees; their positions and offices in the Company; their principal occupations or employment; the period of time that they have been directors of the Company; and the number of Common Shares which each beneficially owns or over which control or direction is exercised, directly or indirectly.

Name, Residence and Present Position within the Company	Director Since	Number of Common Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Discretion is Exercised (1)(2)	Principal Occupation (2)
Evan Gappelberg (3) Florida, USA Chief Executive Officer and Director	January 12, 2018	11,162,499	Chief Executive Officer of the Company Chief Executive Officer of Arway Corporation, a technology company and Toggle3D.AI Inc. Managing director at Atlas Advisors, LLC, an independent investment advisory and money management firm that offers small-cap companies consulting services.
Belinda Tyldesley British Columbia, Canada Corporate Secretary & Director	March 26, 2018	65,217	President of Closing Bell Services, a consulting company providing corporate secretarial services
Nidhi Kumra (3)(4) Ontario, Canada Independent Director	June 29, 2023	Nil	CFO of Tradewind Markets, a precious metals digital trading platform
Anthony Pizzonia (3)(4) Ontario, Canada Independent Director, Audit Committee Chair	August 1, 2023	Nil	Senior Director of Finance of GS1, a global standards organization

Notes:

1. Other than the foregoing and as set forth in the above table, to the knowledge of Nextech, no Common Shares are held by (i) any director, officer or other insider of the Company; (ii) any associate or affiliate of the Company or any insider of the Company; or (iii) any person acting jointly or in concert with the Company. All information with respect to securities owned, controlled or directed by the directors and officers of the Issuer, or their respective associates, affiliates or joint actors, was derived from such directors or officers directly, or from insider reports available at www.sedi.ca.
2. The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled have been provided by the respective directors and officers individually. As at October 30, 2024, as a group the directors and executive officers beneficially own or control a total of 11,227,716 Common Shares, or approximately 7.25% of the Common Shares of the Company.
3. Member of the Audit committee of the Company.
4. Member of the Compensation committee of the Company.

No proposed director of the Company:

- (a) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
 - (i) was subject to an order that was issued while the director was acting in the capacity as director, chief executive officer or chief financial officer, or
 - (ii) was subject to an order that was issued after the director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer,
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in the that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director or executive officer;
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

For the purposes of subsection (a) above, "order" means:

- (i) a cease trade order;
- (ii) an order similar to a cease trade order; or
- (iii) an order that denied the relevant company access to any exemption under securities legislation,

that was in effect for more than 30 consecutive days.

4. Appointment of Auditor

At the Meeting, Shareholders will be asked to consider and, if deemed fit, pass an ordinary resolution appointing Davidson & Company LLP ("**Davidson**") of 1200-609 Granville St #1200, Vancouver, British Columbia V7Y 1H4 as the Company's auditor and to authorize the directors to fix their remuneration (the "**Auditor Appointment Resolution**"). Davidson were first appointed auditors of the Company on May 1, 2023.

The Board of Directors recommends that each Shareholder vote FOR the Auditor Appointment Resolution. **Unless otherwise indicated, the persons named in the enclosed Proxy form intend to vote FOR the Auditor Appointment Resolution.**

OTHER BUSINESS

As of the date of this Information Circular, management of the Company knows of no other matters to be acted upon at the Meeting. However, should any other matters properly come before the Meeting, the Common Shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the Common Shares represented by the Proxy.

STATEMENT OF EXECUTIVE COMPENSATION

For the purposes of this Information Circular, a "Named Executive Officer" or "NEO" means each of the following individuals:

- (a) the chief executive officer of the Company ("CEO") during any part of the most recently completed financial year;
- (b) the chief financial officer of the Company ("CFO") during any part of the most recently completed financial year;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year; and
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

As at the end of the Company's twelve months ended December 31, 2023, the Company had two NEOs, whose names and positions held within the Company are set out in the summary compensation table below.

Director and Named Executive Officer Compensation

The following table is a summary of compensation (excluding compensation securities) paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company, or a subsidiary of the Company, to each NEO and director for services provided and for services to be provided, directly or indirectly, to the Company or a subsidiary of the Company, for each of the Company's two most recently completed financial years.

Table of compensation excluding compensation securities							
Name and position	Year Ended	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Evan Gappelberg CEO & Director ⁽⁷⁾	Dec 31, 2022	914,027	Nil	Nil	Nil	Nil	914,027
	Dec 31, 2023	1,063,197	Nil	Nil	Nil	Nil	1,063,197
Andrew Chan ⁽¹⁾ Former CFO	Dec 31, 2022	250,000	Nil	Nil	Nil	Nil	250,000
	Dec 31, 2023	213,000	Nil	Nil	Nil	Nil	213,000
Belinda Tyldesley Director & Corporate Secretary	Dec 31, 2022	Nil	Nil	Nil	Nil	34,991	34,991
	Dec 31, 2023	Nil	Nil	Nil	Nil	37,152	37,152
Nidhi Kumra ⁽³⁾ Director	Dec 31, 2022	Nil	Nil	Nil	Nil	Nil	Nil
	Dec 31, 2023	Nil	Nil	Nil	Nil	3,000	3,000
Anthony Pizzonia ⁽⁴⁾ Director	Dec 31, 2022	Nil	Nil	Nil	Nil	Nil	Nil
	Dec 31, 2023	Nil	Nil	Nil	Nil	3,000	3,000
David Cramb ⁽⁵⁾ Former Director	Dec 31, 2022	Nil	Nil	Nil	Nil	Nil	Nil
	Dec 31, 2023	Nil	Nil	Nil	Nil	Nil	Nil
Jeff Dawley ⁽⁶⁾ Former Director	Dec 31, 2022	Nil	Nil	Nil	Nil	Nil	Nil
	Dec 31, 2023	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

1. Mr. Chan was appointed as CFO of the Company on June 1, 2021 and resigned on April 30, 2024.
2. Ms. Tyldesley received \$37,152 in fiscal 2023 and \$34,991 in fiscal 2022 for her services rendered to the Company as Corporate Secretary.
3. Ms. Kumra was appointed as director of the Company on June 29, 2023.
4. Mr. Pizzonia was appointed as director of the Company on August 1, 2023.
5. Mr. Cramb resigned from the Company on November 29, 2023.
6. Mr. Dawley resigned from the Company on June 29, 2023.
7. Mr. Gappelberg is primarily remunerated for his services to Arway Corporation ("Arway") and Toggle3D.AI Inc. ("Toggle") by the Company, which is a significant shareholder of each of Arway and Toggle. CEO services for Arway and Toggle are recognized as management fee expenses paid to Nextech under the management fee agreement between Nextech and each of Arway and Toggle as more fully described under the heading "Interest of Informed Persons in Material Transactions".

Stock options and other compensation securities

No compensation securities were granted nor issued to each director and NEO by the Company or one of its subsidiaries in the twelve months ended December 31, 2023, for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

There were no exercises by a director or NEO of compensation securities during the Company's most recently completed financial year ended December 31, 2022.

Stock option plans and other incentive plans

Stock Option Plan

The Stock Option Plan was most recently approved by the Shareholders at the annual general and special meeting of the Nextech held on June 5, 2023.

The purpose of the Stock Option Plan is to advance the interests of the Company and its shareholders by (a) ensuring that the interests of officers and employees are aligned with the success of the Company; (b) encouraging stock ownership by such persons; and (c) providing compensation opportunities to attract, retain and motivate such persons. The Stock Option Plan provides optionees with the opportunity through the exercise of options to acquire an ownership interest in the Company.

The Stock Option Plan is administered by the Board, which determines, from time to time the eligibility of persons to participate in the Stock Option Plan, when options will be granted, the number of Common Shares subject to each option, the exercise price of each option, the expiration date of each option and the vesting period for each option, in each case in accordance with the Stock Option Plan, applicable securities laws and stock exchange requirements.

Grants of stock options will be considered as the circumstances of the Company and the contributions of the individual warrant. Previous grants of options are taken into account when considering new grants as part of the Company's plan to achieve its objective of retaining quality personnel.

Under the Stock Option Plan, the Company can grant options to acquire Common Shares to directors, officers, consultants and other specified service providers of the Company or affiliates of the Company. The number of Common Shares which may be issued pursuant to options granted under the Stock Option Plan may not currently exceed 20% of the issued and outstanding Common Shares from time to time at the date of the grant of options. The term of any options granted under the Stock Option Plan is fixed by the Board and may not exceed ten years from the date of grant.

The exercise price of options granted under the Stock Option Plan is determined by the Board, and may not currently be less than the highest closing price of the Common Shares on the trading day prior to the date of grant of the options.

Options granted under the Stock Option Plan may be subject to vesting provisions. Such vesting provisions are determined by the Board from time to time.

Options granted pursuant to the Stock Option Plan will terminate generally within 90 days of the option holder ceasing to act as a director, officer, employee or consultant of the Company, unless such cessation is on account of death or disability, subject to extension by the Board in accordance with the Stock Option Plan. If such cessation is on account of death or disability, the options terminate one year from the date of such cessation. Option holders who are terminated for failing to meet the qualification requirements of corporate legislation or for cause, or are removed by order of a securities commission or in other specified circumstances, have their options terminated immediately.

Options granted under the Stock Option Plan are non-assignable and non-transferable. Any substantive amendments to the Stock Option Plan shall be subject to the Company first obtaining the approvals, if required, of (a) the shareholders or disinterested shareholders, as the case may be, of the Company; and (b) any stock exchange on which the Common Shares may then be listed for trading.

Employment, consulting and management agreements

Other than as disclosed below, the Company does not have any agreement under which compensation was provided during the twelve months ended December 31, 2023, or is payable in respect of services provided to the Company or any of its subsidiaries that were performed by a director or a NEO, or performed by any other party but are services typically provided by a director or a NEO.

The Company has an agreement with the CEO in which the Company will compensate the CEO for management services on monthly basis, combining cash and share issuance over a five-year term until April 1, 2027. As at December 31, 2023, accounts payable and accrued liabilities included \$939,532 owed to the CEO (December 31, 2022 - \$227,867). The amounts are nonsecured, non-interest bearing, payable on demand and represent the value of shares to be issued to the CEO.

The Company entered into a services agreement with Belinda Tyldesley, doing business as Closing Bell Services, effective as of December 5, 2019, pursuant to which Ms. Tyldesley agreed to provide services as Corporate Secretary of the Company. In consideration for her services, the Company agreed to pay Ms. Tyldesley an amount of \$125 per hour payable in cash and/or Common Shares of the Company at her option. This agreement may be terminated at any time with 7 days prior written notice.

The Company is not party to any contracts, and has not entered into any plans or arrangements which require compensation to be paid to any of the NEOs in the event of:

- (a) resignation, retirement or any other termination of employment (whether voluntary, involuntary or constructive) with the Company or one of its subsidiaries;
- (b) a change of control of the Company or one of its subsidiaries; or
- (c) a change in the director, officer or employee's responsibilities.

Oversight and description of director and named executive officer compensation.

Compensation Discussion and Analysis

The Company's compensation policies and programs are designed to be competitive with similar technology companies and to recognize and reward executive performance consistent with the success of the Company's business. These policies and programs are intended to attract and retain capable and experienced people while complying with regulatory requirements. The compensation committee's (the "**Compensation Committee**") role and philosophy is to ensure that the Company's compensation goals and objectives, as applied to the actual compensation paid to the Company's CEO and other executive officers, are aligned with the Company's overall business objectives and with shareholder interests.

In addition to industry comparables, the Compensation Committee considers a variety of factors when determining both compensation policies and programs and individual compensation levels. These factors include the long-range interests of the Company and Shareholders, the implications of the risks associated with the Company's compensation policies and practices in light of the financial performance of the Company, the overall financial and operating performance of the Company and the Compensation Committee's assessment of each executive's individual performance and contribution toward meeting corporate objectives. Since last year's annual and special shareholders' meeting, neither the Board nor the Compensation Committee of the Company has proceeded to a formal evaluation of the implications of the risks associated with the Company's compensation policies and practices. Risk management is a consideration of the Board when implementing its compensation programme, and the Board does not believe that the Company's compensation programme results in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Company.

The current members of the Compensation Committee are Nidhi Kumra and Anthony Pizzonia. The function of the Compensation Committee is to assist the Board in fulfilling its responsibilities relating to the compensation practices of the executive officers of the Company. The Compensation Committee has been empowered to review the compensation levels of the executive officers of the Company and to report thereon to the Board; to review the strategic objectives of the stock option and other stock-based compensation plans of the Company and to set stock based compensation; and to consider any other matters which, in the Compensation Committee's judgment, should be taken into account in reaching the recommendation to the Board concerning the compensation levels of the Company's executive officers. The Board has adopted a charter for the Compensation Committee.

Report on Executive Compensation

This report on executive compensation has been authorized by the Compensation Committee. The Board assumes responsibility for reviewing and monitoring the long-range compensation strategy for the senior management of the Company although the Compensation Committee guides it in this role. The Board determines the type and amount of compensation for the CEO. The Board also reviews the compensation of the Company's senior executives.

Philosophy and Objectives

The compensation program for the senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining talented, qualified and effective executives;
- (b) motivating the short and long-term performance of these executives; and
- (c) better aligning the interests of these executives with those of the Shareholders.

In compensating its senior management, the Company has employed a combination of base salary and equity participation through its stock option plan.

Elements of the Compensation Program

The significant elements of compensation awarded to the NEOs (as defined above) are a cash salary and stock options. The Company does not presently have a long-term incentive plan for its NEOs. There is no policy or target regarding allocation between cash and non-cash elements of the Company's compensation program. The Compensation Committee reviews annually the total compensation package of each of the Company's executives on an individual basis, against the backdrop of the compensation goals and objectives described above and make recommendations to the Board concerning the individual components of their compensation.

Cash Salary

The Compensation Committee and the Board approve the salary ranges for the NEOs. The base salary review for each NEO is based on assessment of factors such as current competitive market conditions, compensation levels within the peer group and particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual. The Compensation Committee, using this information, together with budgetary guidelines and other internally generated planning and forecasting tools, performs an annual assessment of the compensation of all executive and employee compensation levels.

Equity Participation

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Stock Option Plan. Stock options are granted to senior executives taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and the Company's goals. Options are generally granted to senior executives and vest on terms established by the Compensation Committee.

Use of Financial Instruments

The Company does not have a policy that would prohibit a NEO or director from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director. However, Management is not aware of any NEO or director purchasing such an instrument.

Perquisites and Other Personal Benefits

The Company's NEOs are not generally entitled to significant perquisites or other personal benefits not offered to the Company's other employees.

See "Director and named executive officer compensation" above for a description of the compensation awarded to each NEO during the twelve months ended December 31, 2023. Compensation for the most recently completed financial period should not be considered an indicator of expected compensation levels in future periods. All compensation is subject to and dependent on the Company's financial resources and prospects.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out information as of the end of the twelve months ended December 31, 2023, with respect to compensation plans under which equity securities of the Company are authorized for issuance.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuances under equity compensation plan (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders (Stock Option Plan)	15,575,952	\$0.56	9,923,691 ⁽¹⁾
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	15,575,952	\$0.56	9,923,691 ⁽¹⁾

Notes:

1. Calculated based upon 20% of an aggregate of 127,498,213 Common Shares issued and outstanding as of December 31, 2023, less the number of Common Shares reserved for issuance pursuant to stock options granted and outstanding as of such date.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors, executive officers, employees, and their associates, or any former executive officers, directors and employees of the Company or any of its subsidiaries, is, as at the date of this Information Circular, or has been at any time during the twelve months ended December 31, 2023, indebted to the Company or any of its subsidiaries outside of normal course of business.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed below, since the commencement of the Company's twelve months ended December 31, 2023, no informed person (a director, officer or holder of 10% or more of the Common Shares) or any associate or affiliate of any informed person had any interest in any transaction that has materially affected or would materially affect the Company or any of its subsidiaries.

Certain directors and/or officers of the Company have been granted stock options under the Company's Stock Option Plan and have been issued or became entitled to receive Common Shares in consideration for their services.

The Company entered into management services agreements with Toggle3D.AI Inc. ("Toggle") pursuant to which Toggle pays management fee expense of up to \$150,000 per month to Nextech in consideration of CEO and CFO services as well as shared services such as finance, human resources and Sale Operations provided by Nextech.

During the period from February 14, 2023 (incorporation of Toggle 3D AI Inc) to December 31, 2024, the Company received \$756,667 in relation to the management agreement with Toggle. Nextech is a significant shareholder of Toggle.

On July 13, 2023, Nextech and Arway mutually entered into an intellectual property license agreement. As full consideration for the rights granted under this agreement, Nextech will pay an annual royalty fee of \$500,000 payable in monthly installments of \$41,667. After Nextech has earned \$500,000 in revenue generated from the use of the licensed intellectual property, a royalty equal to 10% of all revenue generated thereafter from the use of such property will be payable. During the year ended December 31, 2023, Nextech paid \$208,333 to Arway.

On October 25, 2022, the Company entered into a management agreement with Arway. The contract stipulates that a management fee of up to \$100,000 per month will be paid by Arway for consulting services, which consists of services performed by executive officers, technology consultants, and shared services such as, finance, human resources, and sales operations. The monthly amount represents the Company's portion of shared expenses with Arway based on fair market rates. During the year ended December 31, 2023, Arway paid \$100,000 in fees as part of general and administrative to Nextech. Nextech is a significant shareholder of Arway.

MANAGEMENT CONTRACTS

Management functions of the Company or any of its subsidiaries are not to any substantial degree performed by anyone other than by the directors or executive officers of the Company or subsidiary.

STATEMENT OF CORPORATE GOVERNANCE

Corporate Governance

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and charged with the day-to-day management of the Company. The Canadian Securities Administrators ("CSA") have adopted National Policy 58-201 *Corporate Governance Guidelines*, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, the CSA have implemented National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101"), which prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

Board of Directors

The composition of the Board currently consists of four members: Evan Gappelberg, Belinda Tyldesley, Nidhi Kumra and Anthony Pizzonia.

Of these individuals, two directors, Evan Gappelberg (CEO) and Belinda Tyldesley (Corporate Secretary), are not considered to be independent for purposes of membership on the Board. For this purpose, a director is independent if he has no direct or indirect "material relationship" with the Company. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of the director's independent judgment.

Other Directorships

The following table sets forth the directors of the Company who are directors of other reporting issuers as of the date hereof:

Name	Name of other reporting issuer
Evan Gappelberg	Arway Corporation Toggle3D.ai Inc.
Belinda Tyldesley	Arway Corporation Toggle3D.ai Inc.
Nidhi Kumra	Arway Corporation Toggle3D.ai Inc.
Anthony Pizzonia	Arway Corporation Toggle3D.ai Inc.

Orientation and Continuing Education

When new directors are appointed, they receive orientation on the Company's business, current projects, reports on operations and results, public disclosure filings by the Company, reports on and industry, and the responsibilities of directors. With respect to continuing education, Board meetings may include presentations by the Company's management and employees to give the directors additional insight into the Company's business. In addition, management of the Company makes itself available for discussion with all Board members on an ongoing basis.

Ethical Business Conduct

The Board has adopted a written code of conduct applicable to directors, officers, employees, consultants and contractors of the Company, entitled "Code of Business Conduct and Ethics" (the "**Code**"). The Board monitors compliance with the Code through the Chair of the Audit Committee and the Chief Executive Officer. The Code provides that each person is personally responsible for and it is their duty to report violations or suspected violations of the Code, and that no person will be discriminated against for reporting what that person reasonably believes to be a breach of the Code or any law or regulation.

The Code also requires each director, officer, employee and consultant of the Company to fully disclose in writing his or her interest in respect of any transaction or agreement to be entered into by the Company. Once such an interest has been disclosed, the Chair of the Audit Committee or Board will determine what course of action should be taken.

A copy of the Code is available on SEDAR+ at www.sedarplus.ca and on the Company's website.

The Company requires any director or officer who has a material interest in an entity which is a party to a proposed or actual material contract or transaction with the Company to disclose the nature and extent of such interest in writing to the Company, or at a meeting of directors. Directors are also required to comply with the Company's "Timely Disclosure, Confidentiality and Insider Trading Policy" and "Code of Business Ethics and Conduct".

Nomination of Directors

The Board identifies new candidates for board nomination by an informal process of discussion and consensus-building on the need for additional directors, the specific attributes being sought, likely prospects and timing. Prospective directors are not approached until consensus is reached. This process takes place among the Chairman and a majority of the non-executive directors.

Compensation

The members of the Compensation Committee are Nidhi Kumra and Anthony Pizzonia. For a description of the role of the Compensation Committee, please see "*Compensation Discussion and Analysis*" above.

Board Committees

The Board has no standing committees other than the Audit Committee, the Compensation Committee and the Disclosure Committee. The role of the Disclosure Committee of Nextech is to oversee and assist in documenting and monitoring the integrity of, and evaluating the effectiveness of, the Company's disclosure controls and procedures.

Assessments

The Board annually, and at such other times as it deems appropriate, reviews the performance and effectiveness of the Board, the directors and its committees to determine whether changes in size, personnel or responsibilities are warranted. To assist in its review, the Board conducts informal surveys of its directors and receives reports from each committee respecting its own effectiveness. As part of the assessments, the Board or the individual committee may review their respective mandate or charter and conduct reviews of applicable corporate policies.

AUDIT COMMITTEE

National Instrument 52-110 of the Canadian Securities Administrators ("**NI 52-110**") requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee (the "**Audit Committee**") and its relationship with its independent auditor, as set forth in the following.

Audit Committee Disclosure

Pursuant to Section 224(1) of the BCBCA and NI 52-110 the Company is required to have an audit committee comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company.

The primary function of the Audit Committee is to assist the Board in fulfilling its financial oversight responsibilities by: (a) reviewing the financial reports and other financial information provided by the Company to regulatory authorities and Shareholders; (b) reviewing the systems for internal corporate controls which have been established by the Board and management; and (c) overseeing the Company's financial reporting processes generally. In meeting these responsibilities, the Audit Committee monitors the financial reporting process and internal control system; reviews and appraises the work of external auditors and provides an avenue of communication between the external auditors, senior management and the Board. The Audit Committee is also mandated to review and approve all material related party transactions.

Composition of the Audit Committee

The Company's current Audit Committee consists of Nidhi Kumra, Anthony Pizzonia and Evan Gappelberg.

Each member of the Audit Committee is considered to be independent other than Evan Gappelberg who is non-independent. In addition, each member of the Audit Committee is considered to be financially literate as defined by NI 52-110 in that he has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

All members of the audit committee have:

- an understanding of the accounting principles used by the Company to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and provisions;
- experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising individuals engaged in such activities; and
- an understanding of internal controls and procedures for financial reporting.

The relevant education and/or experience of each member of the Audit Committee is described below:

Ms. Kumra is an accounting and finance professional with over 15 years of experience in audit, finance & business operations. Ms. Kumra graduated with a Bachelor of Business Administration from the Schulich School of Business. She has a Chartered Professional Accountant / Chartered Accountant (CPA, CA) designation. She started her career at KPMG where she worked for over 9 years and quickly rose to become a senior manager in the audit and assurance practice, working as a team leader of large private and public client engagements. She also served as VP Finance for a global marketing agency, and helped to lead a national implementation of an end-to-end ERP system across the enterprise. Previous to that, Ms. Kumra led the finance team at Labatt Breweries, a subsidiary of AB InBev – a Fortune 500 Company. She was a key strategic partner working on the transformation of the business through system implementations, designing corporate budgets, and leading acquisition integrations. Most recently, Ms. Kumra has served as CFO of entrepreneurial start up companies in CPG, technology and marketing sectors. She has served as a public company CFO where she helped the company grow through evaluation, analysis & acquisition of strategic investments. As a CFO, Ms. Kumra has helped aid companies through strategic acquisitions, obtaining debt and equity investments, liquidation process, and sale process as well. She is focused on growing companies by applying her strengths in strategy, accounting, finance and tax.

Mr. Pizzonia has over 30 years of experience in operating, financing, and business development within the public markets and has a demonstrated ability to manage financial and operational challenges within dynamic and growing businesses. Mr. Pizzonia currently serves as Senior Director of Finance for GS1, a global standards organization. Previously, Mr. Pizzonia held a variety of positions with increasing responsibility for over 24 years, at AlarmForce Industries, one of the largest residential security companies in North America. He ultimately served as Director and Chief Financial Officer from 1992 to 2016, and eventually President before the company was acquired by Bell Canada (BCE) in Sept 2017. Mr. Pizzonia was also CFO of ImaginAR, a publicly traded technology company that provides a self-publishing platform that integrates with a mobile app to instantly create augmented reality campaigns. Mr. Pizzonia is Chartered Public Accountant and holds an Honours Bachelor of Administrative Studies degree from York University.

Mr. Gappelberg is an accomplished entrepreneur with an expertise in creating, funding and running start-ups, and he has extensive experience both as a hands-on operating executive and well as a public markets professional. From 2000 to 2005, Mr. Gappelberg was the co-founder and CEO of EG Products, where he funded, patented, imported and distributed the market's first LED light-

up toy. He secured license deals from Disney, Universal Studios, Clear Channel Communication and built a national sales channel, landing contracts with Walgreen's, Macy's, and live event shows like Ringling Bros. He was also was co-founder and CEO of an app development company which created and published over 200 successful apps for both Apples iTunes store and the Google Play store. Prior to being a successful entrepreneur, Mr. Gappelberg worked on Wall Street and has more than 20 years of extensive experience as both a hedge fund manager and Senior Vice President of Finance.

The Audit Committee's Charter

The Company has adopted a Charter of the Audit Committee of the Board, a copy of which is attached as Schedule "A".

Audit Committee Oversight

Since the commencement of the Company's twelve months ended December 31, 2023, the Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the commencement of the Company's twelve months ended December 31, 2023, the Company has not relied on the exemptions contained in sections 2.4, 6.1.1(4), (5) or (6), or Part 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 6.1.1(4), (5) and (6) provide exemptions in certain circumstances from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the venture issuer. Part 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board, and where applicable the Audit Committee, on a case-by-case basis.

External Auditor Service Fees

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject period. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Company to its auditor in each of the last two fiscal periods, by category, are as follows:

Fiscal Year Ended	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
December 31, 2022	\$366,080	\$119,808	N/A	N/A
December 31, 2023	\$215,000	\$96,918	N/A	2623

Exemption

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 5 (Reporting Obligations) of NI 52-110.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on the SEDAR+ website at www.sedarplus.ca. Financial information is provided in the Company's comparative financial statements and management's discussion and analysis for the twelve months ended December 31, 2023, and available online at www.sedarplus.ca. Shareholders may request copies by mail to Nextech3D.AI Corp., P.O. Box 64039, RPO Royal Bank Plaza, Toronto, ON M5J 2T6.

DIRECTORS' APPROVAL

The contents and the sending of the Notice of Meeting and this Information Circular to Shareholders has been approved by the Board. The most recent annual financial report of the Company for the fiscal year ended December 31, 2023 is available on SEDAR+ at www.sedarplus.ca, and a copy will be sent without charge to any security holder upon request.

ON BEHALF OF THE BOARD OF DIRECTORS

"Evan Gappelberg"

Evan Gappelberg
Chief Executive Officer

Schedule "A"

NEXTECH3D.AI CORP. Audit Committee Charter

Mandate

The primary function of the audit committee ("**Committee**") is to assist the board of directors in fulfilling its financial oversight responsibilities by reviewing the following: (a) the financial reports and other financial information provided by the Company to regulatory authorities and shareholders; (b) the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting; and (c) financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to (i) serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements; (ii) review and appraise the performance of the Company's external auditors; (iii) provide an open avenue of communication among the Company's auditors, financial and senior management and the board of directors; and (iv) to ensure the highest standards of business conduct and ethics.

Composition

The Committee shall be comprised of three directors as determined by the board of directors, all of whom shall be free from any relationship that, in the opinion of the board of directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee shall be financially literate, provided that those that are not financially literate at the time of appointment will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices prior to the first audit committee meeting to approval financial statements of the Company. For the purposes of the Company's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the board of directors at its first meeting following the annual shareholders' meeting. Unless a chair is elected by the full board of directors, the members of the Committee may designate a chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

- (a) Review and update this Charter annually.
- (b) Review the Company's financial statements, MD&A, annual information form, any annual and interim earning statements and press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion or review rendered by the external auditors.

External Auditors

- (a) Review annually the performance of the external auditors who shall be ultimately accountable to the board of directors and the Committee as representatives of the shareholders of the Company.

- (b) Obtain annually a formal written statement of external auditors setting forth all relationships between the external auditors and the Company.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take or recommend that the full board of directors take appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the board of directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:

- i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than 5% of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
- ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and
- iii. such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the board of directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.

- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review certification process for certificates required under Multilateral Instrument 52-109.
- (i) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Internal Controls and Procedures

Pursuant to the requirements of NI 52-109, the Committee will in connection with each certification required pursuant to such instrument:

- (a) Review the Company's design of disclosure control and procedures and internal controls over financial reporting internal control over financial reporting;
- (b) Review with management the results of their evaluation of internal control over financial reporting;
- (c) Review with management the scope and plans for addressing deficiencies in internal controls and procedures; and
- (d) Advise the Board of any material weaknesses in internal controls and procedures and the steps being taken to remediate such weaknesses.

Other

- (a) Review any related party transactions.
- (b) Review reports from persons regarding any questionable accounting, internal accounting controls or auditing matters ("Concerns") relating to the Company such that:
 - i. an individual may confidentially and anonymously submit their Concerns to the Chairman of the Committee in writing, by telephone, or by e-mail;
 - ii. the Committee reviews as soon as possible all Concerns and addresses same as they deem necessary; and
 - iii. the Committee retains all records relating to any Concerns reported by an individual for a period the Committee judges to be appropriate.

All of the foregoing in a manner that the individual submitting such Concerns shall have no fear of adverse consequences.