

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

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

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

Toggle3D.ai Inc. (the “Company” or “Toggle”)  
PO Box 64039, Toronto RPO Royal Bank Plaza  
Toronto, Ontario M5J 2T6

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

A material change took place on July 13, 2023.

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

A news release in respect of the material change was disseminated on July 13, 2023.

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

The Company announced that it will issue an aggregate of 737,550 share purchase warrants (the “Warrants”) to its service providers in connection with their employment and/or consulting arrangements with the Company. Each Warrant will be exercisable to acquire one common share of the Company (a “Common Share”) at an exercise price of Cdn\$1.00 for a period of one year. The Warrants will be automatically exercised in equal monthly tranches on a pro rata basis over the term of the Warrants, and the exercise price will be satisfied by the monthly salaries otherwise payable by the Company to the recipients of the Warrants.

In connection with the foregoing, Evan Gappelberg will acquire an aggregate of 159,600 Warrants. Mr. Gappelberg is an insider of the Company. Immediately prior to the issuance of the Warrants, Mr. Gappelberg will hold an aggregate of 1,696,137 Common Shares and convertible securities entitling Mr. Gappelberg to acquire an additional 750,000 Common Shares (representing approximately 5.9% of the issued and outstanding Common Shares, or 8.3% on a partially diluted basis assuming the exercise of such convertible securities only). Following the issuance of the Warrants, Mr. Gappelberg will hold an aggregate of 1,696,137 Common Shares and convertible securities entitling Mr. Gappelberg to acquire an additional 909,600 Common Shares (representing approximately 5.9% of the issued and outstanding Common Shares, or 8.8% on a partially diluted basis assuming the exercise of such convertible securities only).

The issuance of the Warrants was approved by the board of directors of the Company pursuant to directors’ resolutions dated July 13, 2023. The issuance of the Warrants is exempt from the formal valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 as the fair market value of the Warrants represents less than 25% of the market capitalization of the Company. A material change report is being filed in connection with the insider participation in the matter less than 21 days in advance of the issuance of the Warrants, as the Company did not have prior confirmation of the insider participation.

**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 17<sup>th</sup> day of July, 2023.

## SCHEDULE "A"

### **Toggle3D.ai Announces +125% Jump in New Users Crossing 6000+ In First Month After IPO**

### ***Toggle3D Gaining Traction in \$160 Billion Global CAD-3D, Sees Adoption Accelerating in 2023***

**TORONTO, O.N., Canada - July 13, 2023** - Toggle3D.ai (the "Company") (CSE:TGGL) (OTC:TGGLF), a revolutionary SaaS solution harnessing the power of generative AI to convert CAD files, apply stunning 4K texturing, and seamlessly publish superior 4K 3D models, is delighted to announce a significant milestone of surpassing 6000 users since its product launch in June. This remarkable achievement represents a 125% surge in user adoption, positioning Toggle3D.ai as a frontrunner in the estimated \$160 billion Global GGI Application Software market. The rapid growth not only demonstrates the market's strong demand for Toggle3D.ai's cutting-edge technology but also highlights the Company's commitment to driving innovation and delivering substantial value to its shareholders.

Toggle3D.ai's innovative SaaS solution primarily targets product designers and industrial designers, offering seamless integration with CAD files and the ability to convert CAD to Web 3D Mesh effortlessly. Leveraging breakthrough generative AI technology, Toggle3D.ai empowers users to generate 3D materials from text prompts, benefit from AI-powered image analysis and 3D texturing tools, and utilize its powerful CAD to POLY importer capable of converting manufacturing files over 1000mb, a significant improvement of over 10X in converting power. The Company remains dedicated to consistently releasing new features, ensuring a continuously enhanced user experience.

CEO of Toggle3D, Evan Gappelberg, stated, "Since our Beta Version launch in late January, Toggle3D.ai has experienced remarkable growth in user adoption. Our web-based design studio has attracted a diverse range of users, including designers, developers, 3D artists, entrepreneurs, and creators. The invaluable feedback, discovery of new use cases, and suggestions for new features from our active early adopters have been instrumental in shaping the platform's development and reinforcing its product-market fit. We are excited to witness the continuous increase in user sign-ups, enabling us to gather vital user behavior data to further accelerate our development process and address critical pain points."

As Toggle3D.ai continues to revolutionize the industry by offering an efficient and user-friendly platform for converting, texturing, customizing, and sharing web-friendly 3D models, its growing user base showcases the platform's versatility and potential. The Company remains committed to delivering exceptional solutions and actively engaging with its users to drive ongoing innovation.

## **Toggle3D.ai Benefits Over 3D Legacy Software**

### **NO Learning Curve**

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

### **Web-based Collaboration**

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

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

### **Shares for Services**

The Company also announces today that in order to manage its cash flow and reduce or possibly eliminate its dependency of raising capital for payroll or contractor expenses it has established a new share purchase warrant program pursuant to which it will issue an aggregate of 737,550 share purchase warrants (the “Warrants”) to its service providers in connection with their employment and/or consulting arrangements with the Company. Each Warrant will be exercisable to acquire one common share of the Company (an “Underlying Share”) at an exercise price of Cdn\$1.00 for a period of one year. The Warrants will be automatically exercised in

equal monthly tranches on a pro rata basis over the term of the Warrants, and the exercise price will be satisfied by the monthly salaries or contractor payments otherwise payable by the Company to the recipients of the Warrants. Upon exercise, the recipients of the Warrants may opt to either receive the Underlying Shares, or participate in a managed sale program to sell the Underlying Shares on the open market and receive the cash proceeds. Any shortfall as a result of participation in such a managed sale program will be funded by the Company.

## **Recent Toggle3D.ai News**

[Toggle3D.ai Unveils Revolutionary AI-Powered Image Analysis and 3D Texturing Tools](#)

[Toggle3D.ai - the Generative AI CAD-3D Model SaaS Studio Begins Trading in the USA Under the Stock Symbol: TGGLF](#)

[Toggle3D.ai Begins Trading on the Canadian Securities Exchange \(CSE: TGGL\)](#)

## **About Toggle3D.ai**

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

## **Toggle3D.ai Investor Relations**

Visit the [Toggle3D Investor Relations](#) website and sign up for the investor mailing list to receive the latest news, press releases, investor presentations, CEO interviews, financial information and more.

Sign up for the investor mailing list - [click here](#)

### **Follow Toggle3D.ai on Social Media**

Youtube: <https://www.youtube.com/@Toggle3D>

Insta: <https://www.instagram.com/toggle3d.ai/>

Facebook: <https://www.facebook.com/Toggle3D>

LinkedIn: <https://www.linkedin.com/company/toggle3d-ai/>

Twitter: <https://twitter.com/Toggle3Dai>

For further information, please contact:

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### **Toggle3D.ai**

Evan Gappelberg

CEO and Director

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### **Forward-looking Statements**

*The CSE has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.*

*Certain information contained herein may constitute "forward-looking information" under Canadian securities legislation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as, "will be" or variations of such words and phrases or statements that certain actions, events or results "will" occur. Forward-looking statements regarding the completion of the transaction are subject to known and unknown*

*risks, uncertainties and other factors. There can be no assurance that such statements will prove to be accurate, as future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Nextech will not update any forward-looking statements or forward-looking information that are incorporated by reference herein, except as required by applicable securities laws.*