

NOTICE
NATIONAL INSTRUMENT 51-102
CHANGE IN CORPORATE STRUCTURE

To: Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
Nova Scotia Securities Commission
Office of Attorney General, Prince Edward Island
Financial Services Regulation Division, Newfoundland and Labrador
Financial and Consumer Services Division, New Brunswick
(collectively, the "**Commissions**")

Re: **TOGGLE3D.ai INC.**

This notice is provided pursuant to Section 4.9 of National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**").

1. Parties to the Transaction

Toggle3D.ai Inc. (the "**Company**"), Nextech AR Solutions Corp. ("**Nextech**") 1402354 BC Ltd. ("**Subco**") and 1400330 BC Ltd. ("**FinanceCo**").

2. Description of the Transaction

On June 13, 2023, pursuant to the terms of an arrangement agreement between the Company, Nextech and FinanceCo dated April 5, 2023, Nextech completed a plan of arrangement pursuant to Section 288 of the *Business Corporations Act* (British Columbia) (the "**Transaction**") pursuant to which, amongst other matters:

- Nextech transferred all its right, title and interest in and to all direct and indirect assets of Nextech utilized in connection with the creation of the AR enhanced standalone web application Toggle3D, and associated liabilities, to the Company in exchange for the issuance of an aggregate of 15,999,900 common shares of the Company ("**Spinco Shares**") to Nextech;
- an aggregate of approximately 4,000,000 Spinco Shares were distributed to the shareholders of Nextech on a pro rata basis (the "**Pro Rata Share Distribution**");
- Nextech undertook a reorganization of its share capital by: (i) renaming and redesignating all of the issued and unissued common shares as Class A Common Shares; and (ii) creating a new class consisting of an unlimited number of new common shares ("**New Shares**");

- each Nextech shareholder exchanged each Class A Common Share held immediately following the reorganization described above for (A) one New Share, and (B) such shareholder's pro rata share of the aggregate of 4,000,000 Spinco Shares distributed pursuant to the Pro Rata Share Distribution, and such Shareholders ceased to be the holders of the Class A Common Shares so exchanged;
- the authorized share capital of Nextech was amended to delete the Class A Common Shares, none of which were issued and outstanding;
- FinanceCo and Subco amalgamated and each common share and share purchase warrant of FinanceCo was exchanged for one Spinco Share and one share purchase warrant of the Company, respectively; and
- the Spinco Shares became listed for trading on the Canadian Securities Exchange.

Additional information regarding the Transaction is found in the management information circular of Nextech dated April 18, 2023 (the "**Circular**"). A copy of the Circular is available under Nextech's issuer profile on SEDAR at www.sedar.com.

3. Effective Date of the Transaction

The Transaction became effective on June 13, 2023.

4. Names of Each Party that Ceased to Be a Reporting Issuer Subsequent to the Transaction and of each Continuing Entity

In connection with the Transaction, the Company became a reporting issuer in each of the Provinces of Canada other than the Province of Quebec. Following the Transaction, Nextech continues to be a reporting issuer in each of the Provinces of Canada other than the Province of Quebec.

5. Date of the Reporting Issuer's First Financial Year End Following the Transaction

January 31, 2024.

6. The Periods of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year Subsequent to the Transaction

The Company's financial year end is January 31. The Company's financial statements required to be filed for the first financial year subsequent to the Transaction herein are as follows:

<i>Financial Statements</i>	<i>Period Ended</i>	<i>Comparative Period Ended</i>
Interim	6 months ended July 31, 2023	N/A ⁽¹⁾
	9 months ended October 31, 2023	N/A ⁽¹⁾
Annual	Fiscal year ended January 31, 2023	N/A ⁽¹⁾

(1) As the Company was incorporated on February 14, 2023, there is no comparative prior period.

7. Document(s) filed that describe the Transaction and where such document(s) can be found in electronic format

Details of the Transaction can be found in the following documents:

- news releases of Nextech dated April 6, April 26, June 6, June 8 and June 13, 2023;
- arrangement agreement in respect of the Transaction filed on April 18, 2023; and
- Circular

each of which has been electronically filed with the Canadian securities regulators and is available on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com under Nextech's issuer profile.

8. Date of Report

September 28, 2023