

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 March 5, 2024.

Item 3. **Press Release**

A news release in respect of the material change was disseminated on March 5, 2024.

Item 4. **Summary of Material Change**

The Company announced that it will issue an aggregate of 1,000,000 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\$0.455 for a period of one year.

The Company has issued 200,000 common shares of the Company as bonus shares ("Bonus Shares") to certain employees/consultants of the Company. The Bonus Shares are being issued at a deemed price of \$0.455 per share for past services rendered.

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 15th day of March, 2024.

SCHEDULE "A"

Toggle3D.ai & Nextech3D.ai Partner to License its GPT AI CAD-3D Texturing Software, and Expands Into Blockchain Technology, and NFTs

Toronto, ON, Canada - March 5, 2024 - [Toggle3D.ai](#) (the "Company") (CSE:TGGL) (OTC:TGGLF (FSE:Q0C), 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 that it has established a new business unit with its parent Company [Nextech3D.ai](#), to target the Jewelry Industry with 3D Models, Blockchain Technology, and NFTs. The initiative will be led by former META & Microsoft Executive Hareesh Achi, who is Nextech3D.ai's current Head of Product Operations. This new business unit will focus on using the Toggle3D.ai's GPT AI CAD to 3D texturing platform to convert jewelry CAD files into lightweight, web-friendly 4K 3D quad meshes, then uses AI to texture the jewelry in yellow gold, white gold, or rose gold. After this is complete, the AI photography studio creates stunning lifestyle images before it is published onto the web. Toggle3D.ai intends to license this all-in-one GPT AI platform to global manufacturers, while Nextech3D.ai will be conducting the sales and marketing for this new business unit.

The Company's strategic move to license its GPT AI tech is set to remove the traditional barriers of price and volume that have long restricted the accessibility of high-quality 3D modeling technology for e-commerce and other industries. Nextech3D.ai has leveraged its groundbreaking GPT AI powered technology to dramatically slash the cost of 3D models from CAD files to \$10 to \$20 while producing the highest quality 4K quad mesh photo realistic models, enabling scalability while creating a new highly profitable business.

Toggle.ai recently announced the launch of the [next era of GPT AI 3D product solutions of proprietary Artificial Intelligence \(AI\) algorithms](#) which is the foundation of this new business unit which now is combining the power of blockchain technology and Non-Fungible Tokens (NFTs), opening new avenues for revenue and innovation across various sectors, within the jewelry industry. The Company is working at the integration of 3D modeling with blockchain technology and NFTs, focusing on its implications at first within the jewelry sector. This synergy can enhance authenticity, ownership, and engagement in a market increasingly influenced by digital natives driving value to the substantial [Global Jewelry Market](#).

The Company is looking to capitalize on the intersection of GPT AI CAD-3D Models, Blockchain Technology, and NFTs in Jewelry

GPT AI CAD- 3D modeling technology allows designers to create intricate and customizable jewelry designs that can be viewed and modified in real-time, offering personalization and efficiency in production. This digital transformation not only streamlines the manufacturing process but also enables consumers to engage directly with the creation of their jewelry, enhancing the customer experience. Blockchain technology provides a secure and immutable ledger, ideal for certifying the authenticity and provenance of jewelry pieces. By recording the entire lifecycle of a jewelry item on the blockchain, from raw material sourcing through to the finished product, consumers can verify its authenticity and ethical sourcing. The NFTs represent a unique digital ownership certificate for an asset, stored on a blockchain. In the jewelry industry, NFTs can be used to authenticate ownership of both physical and digital jewelry pieces, offering a new level of exclusivity and personalization. For digital jewelry, NFTs open up avenues for consumers to express themselves in virtual spaces, including social media and virtual reality platforms, where digital assets are becoming increasingly valuable.

NFTs for Ownership and Exclusivity

Application and Benefits

- **Enhancing Customer Engagement and Loyalty**

The integration of 3D models, blockchain, and NFTs enables jewelry brands to offer personalized and immersive shopping experiences. Customers can participate in the design process through 3D modeling, verify the authenticity and history of their purchases via blockchain, and gain exclusive ownership rights through NFTs. This level of engagement fosters a deeper connection between the brand and its customers, enhancing loyalty.

- **Opening New Markets: Digital and Physical Jewelry**

The fusion of these technologies allows for the creation of both physical jewelry pieces and their digital counterparts. NFTs enable the sale and trade of digital jewelry in virtual environments, appealing to Generation Z's increasing presence in these spaces. Additionally, NFTs linked to physical jewelry pieces can enhance the value and desirability of the tangible product.

- **Addressing Counterfeiting and Promoting Sustainability**

Blockchain's record-keeping capability significantly reduces the risk of counterfeiting, ensuring that customers receive genuine products. Furthermore, transparently tracking the sourcing and production process promotes ethical and sustainable practices in jewelry manufacturing, aligning with the values of Generation Z consumers.

- **Challenges and Considerations**

While the potential benefits are significant, challenges such as technological complexity, privacy concerns, and the environmental impact of blockchain technology must be addressed. Education and awareness efforts are essential to facilitate adoption, while ongoing innovation and collaboration will be crucial to mitigate environmental concerns associated with blockchain technology.

The integration of 3D modeling, blockchain technology, and NFTs presents an opportunity for the jewelry industry, particularly in engaging with Generation Z consumers. By offering enhanced personalization, authenticity, and digital experiences, this technological synergy not only meets the unique demands of Generation Z but also sets a new standard for innovation in the luxury goods market. As the industry navigates this digital revolution, embracing these technologies can lead to sustainable growth and a deeper connection with the next generation of consumers.

3D modeling technology significantly enhances value in the jewelry industry through various avenues, particularly in terms of customization, visualization, and production efficiency. Here's a detailed exploration of how 3D models add value:

Enhanced Customization and Personalization

3D modeling allows for high levels of customization and personalization that were previously difficult or impossible to achieve with traditional jewelry design methods. Customers can be directly involved in the design process, selecting materials, shapes, and styles to create a piece that is uniquely theirs. By offering personalized experiences, jewelry brands can significantly increase customer satisfaction and loyalty.

Improved Visualization and Consumer Confidence

With 3D models, customers can visualize jewelry pieces in exquisite detail before making a purchase, including viewing items from multiple angles and understanding intricate designs. This visualization capability is crucial for online shopping, where the inability to physically inspect products can be a barrier to purchase. By providing a realistic representation of jewelry pieces, 3D modeling technology enhances consumer confidence, reducing hesitation and potentially increasing conversion rates.

Streamlining Production and Reducing Costs

From a production standpoint, GTP AI-CAD 3D models streamline the manufacturing process, allowing for rapid prototyping and adjustments without the need for expensive and time-consuming physical samples. This efficiency not only reduces production costs but also accelerates the time-to-market for new designs. Furthermore, the precision of 3D modeling minimizes errors in the production process, resulting in higher quality products and less waste.

Facilitating Omnichannel Experiences

3D models are pivotal in creating seamless omnichannel shopping experiences. They can be integrated into various platforms, from online stores and social media to augmented reality (AR) applications, allowing customers to interact with jewelry pieces in innovative ways. For example, AR apps can enable consumers to virtually "try on" jewelry, enhancing engagement and interactivity across digital channels creating fluid, interactive shopping experiences across all touchpoints.

The Company believes that 3D modeling technology adds significant value to the jewelry industry by enhancing customization and personalization, improving visualization and consumer confidence, streamlining production processes, facilitating omnichannel experiences, and supporting sustainability efforts. As the industry seeks to attract and retain consumers, leveraging 3D models offers a compelling way to meet their expectations for innovation, quality, and ethical consumerism.

NFT's and 3D Models Can Work together to generate revenue;

The combination of 3D modeling and Non-Fungible Tokens (NFTs) presents a novel and exciting opportunity to create and enhance value in the jewelry industry. This synergy not only appeals to traditional aspects of value such as uniqueness and ownership but also aligns with modern consumer trends, especially among digital-savvy generations like Generation Z. Here's how 3D models and NFTs can work together to create value in the jewelry sector:

Digital Ownership and Authenticity

NFTs serve as digital certificates of ownership and authenticity for unique items, stored securely on a blockchain. When applied to 3D modeled jewelry pieces, NFTs can verify the ownership and originality of both physical and digital jewelry items. This digital authentication process adds immense value by ensuring the item's provenance, a critical factor in the luxury goods market where the authenticity and history of an item significantly influence its value.

Exclusive and Customizable Digital Jewelry

3D modeling allows designers to create intricate, customizable jewelry designs that can be minted as NFTs. This opens up a market for exclusive digital jewelry that can be collected, worn in virtual environments, or used as avatars on social media platforms and in virtual worlds. For Generation Z, who spend considerable time in digital spaces, owning unique digital assets is a form of self-expression and status. This exclusivity and customization potential make digital jewelry an attractive investment and fashion statement.

Bridging Physical and Digital Worlds

The integration of 3D models with NFTs enables a seamless connection between physical jewelry pieces and their digital counterparts. Purchasing a physical jewelry item could also grant the buyer ownership of a digital twin represented by an NFT, which can be used or displayed in virtual spaces. This dual ownership model adds value by offering a comprehensive experience that spans both the physical and digital realms, catering to the modern consumer's lifestyle that increasingly blends the two.

Enhancing Customer Experience and Engagement

The use of 3D models and NFTs in the jewelry industry can significantly enhance customer engagement by offering an interactive and immersive buying experience. Customers can participate in the creation of their jewelry through 3D modeling interfaces, making personalized adjustments before finalizing their purchase. The final piece can then be minted as an NFT, providing a new layer of engagement through digital ownership and potential participation in virtual economies. This personalized and interactive process enhances the customer experience, fostering a deeper emotional connection with the brand.

New Revenue Streams and Marketplaces

NFTs enable the creation of new revenue streams and marketplaces for jewelry designers and brands. Digital jewelry pieces can be traded on NFT marketplaces, opening up global markets and attracting new demographics interested in digital fashion and collectibles. Additionally, brands can leverage NFTs to offer limited edition releases, pre-orders, or special collections, creating hype and exclusivity around their products. This not only generates direct revenue but also enhances brand visibility and engagement in digital spaces.

Sustainability and Ethical Consumption

Digital jewelry represented by NFTs offers an eco-friendly alternative to traditional jewelry, which often involves resource-intensive production processes. By creating value in digital items, the industry can cater to ethically conscious consumers, including Generation Z, who prioritize sustainability. Digital collectibles reduce the need for physical materials and the environmental impact associated with mining and manufacturing, aligning with the growing demand for responsible and sustainable consumption practices.

The Company believes that the integration of 3D models and NFTs in the jewelry industry represents a timely forward-thinking approach to creating value, blending traditional craftsmanship with digital innovation. By offering authenticated ownership, exclusive digital collectibles, enhanced customer engagement, and new revenue opportunities, this synergy caters to the evolving preferences of modern consumers. As the digital and physical realms continue to converge, leveraging 3D modeling and NFTs will be crucial for the jewelry industry to stay relevant and thrive in the digital age.

Further, the synergy between 3D models and blockchain technology creates value by enhancing authenticity, facilitating secure transactions, protecting intellectual property, streamlining supply chains, and offering customization opportunities. This integration represents a significant step forward in digital innovation, opening up new possibilities for creators, consumers, and industries at large. As these technologies continue to evolve, their combined potential to transform traditional business models and marketplaces will only increase, paving the way for a more secure, efficient, and innovative future which the Company intends to participate in.

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 it has renewed its share purchase warrant program that was

originally announced last year, pursuant to which it will issue an aggregate of 1,000,000 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\$0.455 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. 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.

Bonus Shares

The Company has issued 200,000 common shares of the Company as bonus shares ("Bonus Shares") to certain employees/consultants of the Company. The Bonus Shares are being issued at a deemed price of \$0.455 per share for past services rendered. All Bonus Shares issued are subject to a four (4) month and one day hold period.

Recent Toggle3D.ai News

- [Toggle3D.ai Expanding GPT AI With 3D Virtual Photography Studio for 3D Models](#)
- [Toggle3D.ai Launches Suite of GPT AI 3D Solutions Led by Former Microsoft Executive, In Partnership with Nextech3D.ai](#)
- [Toggle3D.ai Announces its Groundbreaking AI Textures Increases Productivity by 100% In 3D Model Production For Ecommerce](#)
- [Toggle3D.ai Reports 75% Usage Growth in Q4, New Release With AI Search Engine Integration Set for Q1](#)

About Toggle3D.ai

Toggle3D.ai(CSE:TGGL) (OTC:TGGLF (FSE:Q0C) 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

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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