

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 May 2, 2024.

Item 3. **Press Release**

A news release in respect of the material change was disseminated on May 2, 2024.

Item 4. **Summary of Material Change**

The Company announced the appointment of Hareesh Achi as Chief Executive Officer and Anum Awas as Chief Financial Officer.

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, President and Director

Item 9. **Date of Report**

DATED at Toronto, in the Province of Ontario, this 10th day of May, 2024.

SCHEDULE "A"

Toggle3D.ai Announces Ex-Microsoft Executive as New CEO and Promotes Its Director of Finance to CFO

TORONTO, ON, Canada – May 2, 2024 – [Toggle3D.ai](https://www.toggle3d.ai) (the "Company") (CSE:TGGL)(OTCQB:TGGLF)(FSE:Q0C), an innovative AI solution harnessing the power of generative AI to convert CAD files, apply stunning 4K texturing, and seamlessly publish superior 4K 3D models and 3D photography is pleased to announce new management changes as it prepared for new product launches and rapid growth.

Management Changes:

Hareesh Achi has been appointed CEO and director of Toggle3D.ai. With a solid history at major tech firms like Microsoft and Meta, where he was involved in large-scale operations, Hareesh aims to leverage his expertise to propel the growth and scaling of Toggle3D's AI and 3D technologies. Evan Gappelberg, who is stepping down as CEO/director of Toggle comments, "It's been my pleasure to work with Hareesh preparing Toggle3D.ai for rapid growth in the CAD-3D-AI space. He has a proven track record of success at big technology companies like Microsoft and Meta and so it makes total sense to hand over the reins to him to grow this exciting platform and business."

Hareesh Achi commented, "Joining Nextech3D.ai was a key moment in my career, contributing to the company's growth and profitability. I am excited to lead Toggle3D.ai and drive further expansion and innovation in the AI and 3D sectors."

Anum Waqas, CPA, CGA, previously the Director of Finance for Toggle3D.ai has been appointed interim Chief Financial Officer. Anum brings over a decade of experience from multinational companies and government sectors, with a strong background in financial reporting under IFRS. She succeeds Andrew Chan, who is exploring new job opportunities in different industries. The Board expresses appreciation for his contributions and wishes him success.

Recent News

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

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.

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

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

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.

For further information, please contact:

Investor Relations Contact

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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.