

**Report Pursuant to National Instrument 62-103 and
Section 5.2 of Multilateral Instrument 62-104 1**

This report is made pursuant to the provisions of the securities legislation referred to above in connection with the disposition (“**Disposition**”) of common shares (“**Shares**”) of Toggle3D.ai Inc. (the “**Company**” or “**Toggle**”), PO Box 64039, Toronto RPO Royal Bank Plaza, Toronto, Ontario, M5J 2T6. The Shares were disposed of pursuant to a private purchase and sale transaction (the “**Transaction**”).

1. Name and Address of Disposing Party

Nextech3D.ai Corporation (“**Nextech**”), PO Box 64039, Toronto RPO Royal Bank Plaza, Toronto, Ontario, M5J 2T6, Tel: 631-655-6733. The transaction described in item 1 above took place effective May 24, 2024.

2. The designation and number or principal amount of securities and the offeror’s securityholding percentage in the class or securities of which the offeror disposed of ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was disposed of in those circumstances.

Nextech disposed of ownership and control of an aggregate of 1,000,000 Shares. The Shares represent approximately 3.3% of all issued and outstanding common shares of the Company as of May 24, 2024, resulting in a corresponding change to the aggregate percentage ownership of the Company by Nextech.

3. The designation and number or principal amount of securities and the offeror’s securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file the news release.

Immediately before the Transaction, Nextech held an aggregate of 13,000,000 Shares, representing approximately 43% of the issued and outstanding Shares. Immediately following the Transaction, Nextech held 12,000,000 Shares representing approximately 39.7% of the issued and outstanding Shares at May 24, 2024.

4. The designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph (c) over which (i) the offeror, either alone or together with any joint actors, has ownership and control:

See item 3 above.

(ii) the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor:

Nil

(iii) the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership:

Nil

5. The name of the market in which the transaction or occurrence that gave rise to the news release took place:

The Shares were sold in a private transaction and not through the facilities of any stock exchange.

6. The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release:

The Shares were disposed of pursuant to the Transaction for an aggregate purchase price of \$50,000.

7. The purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer.

The holdings of securities of the Company by Nextech are managed for investment purposes. Nextech may from time to time acquire additional securities of the Company, dispose of some or all of the existing or additional securities it holds or will hold, or may continue to hold its current position.

8. The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities.

The Shares were disposed of pursuant to a private purchase and sale agreement containing standard terms and conditions.

9. The names of any joint actors in connection with the disclosure required by this Form.

N/A

10. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value of the consideration paid by the offeror.

See item 6 above.

11. If applicable, a description of any change in any material fact set out in a previous report by the offeror under the early warning requirements or Part 4 of National Instrument 62-103 in respect of the reporting issuer's securities.

Not Applicable.

12. If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance.

Not applicable.

DATED this 24th day of May, 2024

“Evan Gappelberg”

Authorized Signatory