

**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 November 8, 2024.

Item 3. Press Release

A news release in respect of the material change was disseminated on November 8, 2024.

Item 4. Summary of Material Change

The Company announced the departure of Board member Nidhi Kumra for personal reasons.

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 12th day of November, 2024.

SCHEDULE "A"

Toggle3D.AI Announces the Departure of Board Member Nidhi Kumra

Toronto, ON, Canada - November 8th, 2024 - [Toggle3D.ai](https://www.toggle3d.ai) (the "Company") (OTCQB: TGGLF) (CSE: TGGL) (FSE: Q0C), a [Nextech3d.ai](https://www.nextech3d.ai) (OTCQB: NEXCF) (CSE: NTAR) spinout is a innovative AI 3D platform harnessing the power of generative AI to convert CAD files, apply stunning 4K texturing, and seamlessly publish superior 4K 3D models announces the departure of Board member Nidhi Kumra for personal reasons. We thank her for her service!

Nidhi Kumra has resigned from the board due to her new role in a competing AI company to avoid any conflict of interest.

About Toggle3D.ai

Toggle3D.AI is a leading provider of innovative 3D rendering solutions, dedicated to transforming the way businesses visualize and present their products. Our platform harnesses the power of artificial intelligence to deliver high-quality, customizable images quickly and efficiently, helping e-commerce businesses thrive in a competitive market.

Toggle3D.ai Investor Relations

Visit the [Toggle3D Investor Relations](https://www.toggle3d.ai/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](#)

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

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

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

For further information, please contact:

Toggle3D.ai

Evan Gappelberg

Director

866-ARITIZE (274-8493)

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.