

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

NextGen Digital Platforms Inc. (the “Company” or “NextGen”)
70 Trius Drive
Second Floor
Fredericton, New Brunswick
E3B 5E3

Item 2. Date of Material Change

December 19-20, 2024

Item 3. News Release

NextGen issued a press release regarding the matters herein via a Canadian newswire service on December 19, 2024, a copy of which has been filed on SEDAR+.

Item 4. Summary of Material Change

Joel Freudman has resigned from his positions as a director and officer of NextGen, effective at the close of business on December 20, 2024. With effect at such time, NextGen appointed Alexander Tjiang as the interim CEO of the Company and Ajaypreet Toor as a director of the Company.

The Company also announces that it intends to split the common shares in the capital of the Company (the “Shares”) on the basis of 2 (two) post-split Shares for each issued and outstanding pre-split Share (the “Share Split”).

The Company also announced entering into marketing agreements and a share sale by its departing CEO.

Item 5. Full Description of Material Change

Joel Freudman has resigned from his positions as a director and President and CEO of NextGen, effective at the close of business on December 20, 2024. With effect at such time, NextGen appointed Alexander Tjiang as the interim CEO of the Company and Ajaypreet Toor as a director of the Company.

The Company also intends to split the Shares on the basis of 2 (two) post-split Shares for each issued and outstanding pre-split Share. The proposed Share Split is subject to the approval of the Canadian Securities Exchange (the “CSE”). The Company’s name and stock symbol are currently expected to remain unchanged following the Share Split, which will take effect on a record date to be announced in due course.

The Company currently has 11,416,275 Shares issued and outstanding on a pre-split basis. If the proposed Share Split is undertaken, the Company will have approximately 22,832,550 Shares issued and outstanding on a post-split basis.

The Company has engaged Independent Trading Group (ITG), Inc. for market-making services at \$5,500/month starting December 2024, and Machai Capital Inc. (“Machai”) for digital marketing services at \$155,000 for a three-month term, with \$77,500 paid upfront.

Mr. Freudman, through his joint actor Resurgent Capital Corp., entered a private agreement with the incoming interim CEO of the Company to sell 356,000 Shares which remain subject to regulatory escrow restrictions. The Shares are being sold at a price of \$0.10 per Share for gross proceeds of \$35,600 and represent approximately 3.1% of the issued and outstanding Shares on a non-diluted basis.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

Not Applicable.

Item 7. Omitted Information

No significant facts have been omitted from this Material Change Report.

Item 8. Executive Officer

The following senior officer of the Company is knowledgeable about the material change and this report and may be contacted by the Commission as follows:

Ajaypreet Toor
CFO & Corporate Secretary
NextGen Digital Platforms Inc.
Phone: (778) 706-6104
Website: www.nextgendigital.ca

Item 9. Date of Report

December 20, 2024