FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Nextech3D.ai Corporation
PO Box 64039
Toronto Rpo Royal Bank Plaza
Toronto, Ontario, M5J 2T6, Canada

Item 2 Date of Material Change

December 9, 2025

Item 3 News Release

The News Release, attached, was disseminated on December 9, 2025, via ACCESS Newswire.

Item 4 Summary of Material Change

Nextech3D.ai to Acquire Krafty Labs, Expanding AI Event Solutions for Enterprise Clients

Item 5 Full Description of Material Change

The material change is described in the News Release, attached.

Item 6 Reliance of subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Evan Gappelberg, CEO and Director
866-ARITIZE (274-8493)

Item 9 Date of Report

December 9, 2025

On Tuesday 12 09, 2025 at 7:30AM ET

Nextech3D.ai to Acquire Krafty Labs, Expanding AI Event Solutions for Enterprise Clients

- ***Krafty Labs Generated 2025 Year to date Revenue of $1.1 mill with a 72% gross margin***
- ***All-Cash Deal for $600,000***
- ***Acquiring a Blue Chip customers list; Google, Meta, Oracle etc***
- ***Nextech3d.ai Doubles Customer Base to 1000+***
- ***Nextech3d.ai is Accelerating its Growth As a One-Stop AI Event Tech Suite***

NEW YORK CITY, NY AND TORONTO, ON / ACCESS Newswire / December 9, 2025 / *Nextech3D.ai* (CSE:NTAR) (OTCQB:NEXCF)(FSE:1SS), an AI-first 3D model and **AI Event Solutions** company, is pleased to announce that it has **signed a definitive agreement** on December 4th, 2025 to acquire **Krafty Labs**, an AI virtual and in-person event engagement platform serving global enterprises customers including **Google, Netflix, Meta, Oracle, Microsoft, Cisco, Dropbox**, and **over 400 additional Fortune 500 and multinational clients**. Nextech3d.ai is anticipating that it will be able to crosssell its live event software into these names however this may or may not happen.

The companies have now entered a **formal due diligence and integration phase**, with closing expected **in the first week of January 2026.**

Krafty Labs has generated **over $1.1M in revenue year-to-date with a 72% gross margin**, delivering global virtual team-building experiences, leadership sessions, training, wellness programs, and cross-cultural learning formats. Recently, the company also began offering **in-person enterprise events**, opening an additional high-growth segment alongside virtual and hybrid delivery.

Deal Terms:

- **Signed definitive acquisition agreement**
- **Total purchase price: ~ $600,000 in cash**
- **$325,000 payable at closing**
- **$275,000 financed through a 36-month note at 7%**
- **Closing anticipated before January 5th, 2026** following due diligence.

Three Platforms Unified Into One AI Event Solutions Ecosystem

With the acquisition of Krafty Labs, alongside **Map Dynamics** and **Eventdex**, Nextech3D.ai now supports **more than 1,000+ customers globally**, including many of the largest, most recognizable brands in the world.

NEW - Krafty Labs In-person enterprise event & hybrid deployment services

This unified product suite positions Nextech3D.ai as a **true one-stop provider**, reducing vendor fragmentation while increasing recurring product revenue potential.

Investment Case & Synergy Highlights

- **400+ Fortune 500 enterprise relationships**
  Krafty Labs brings more than 400 blue-chip enterprise accounts into the Nextech3D.ai ecosystem - a powerful foundation for high-value expansion potential.
- **Collectively - 1,000+ global customers across 3 platforms**
  With Map Dynamics, Eventdex, and Krafty Labs under one umbrella, Nextech3D.ai now serves over 1,000 organizations worldwide. This scale positions the company as one of the largest emerging AI Event Solution providers in the market.

This broad customer base enables bundled pricing, product selling, expansion into new departments, and strong network effects as customers adopt more integrated solutions over time.

- **AI margin Expansion + Automation of Delivery**
  Introducing AI into experience delivery, facilitation, scheduling, program creation, and global deployment is expected to materially improve margins. Automated engagement frameworks reduce staffing requirements, increase session throughput, and unlock scalable delivery capacity - allowing revenue to grow faster than cost. Over time, more engagement becomes software-driven rather than labor-driven, improving gross margin and lifetime value potentially.

- **Deep cross-sell & bundling upside into 2026**
  Krafty Labs sells to HR & employee experience teams. Eventdex & Map D sell to event and marketing teams. Together, they provide two independent entry points into the same enterprise. Once a customer is inside the ecosystem, Nextech can potentially cross-sell registration, ticketing, floor plans, mobile apps, AI matchmaking, engagement programs, and recurring learning series -potentially transforming single-department spend into multi-department budgets.

- **Signed & progressing toward closing with strong visibility**
  A definitive agreement is already signed, with due diligence underway and closing expected in the first week of January . This provides strong line-of-sight to integration, synergy realization, and execution. Nextech3D.ai is entering the most scalable phase of growth to date, with customer reach, product breadth, and AI-enabled margin expansion all aligning at the same time - a setup the company believes positions it for sustained growth in 2026.

Management Commentary

Evan Gappelberg, CEO of Nextech3D.ai comments, "Event organizers want one partner who can help them **sell more**, **operate faster**, and **secure the attendee experience**. By adding Krafty Labs to Eventdex and Map D-we're moving even faster toward a truly **one-stop event operating system**."

"We believe Krafty Labs meaningfully accelerates our vision to build a global AI Event Solutions platform," said **Evan Gappelberg, CEO**. "With more than 1,000 customers worldwide - including leaders in technology, media, and enterprise - and with the addition of in-person events, we are positioned for scale, revenue growth, and strong momentum into 2026."

A **due diligence** period has already commenced; **subject to satisfactory diligence**, and customary approvals, the **parties expect to proceed to closing**.

Completion of the Transaction remains subject to CSE approval and board approval as well as customary closing conditions.

About Nextech3D.ai

Nextech3D.ai is an AI-powered technology company specializing in 3D asset generation, spatial computing, and comprehensive AI Event Solutions for virtual, hybrid, and in-person experiences. Through Map Dynamics, Eventdex, and Krafty Labs, Nextech3D.ai delivers a unified global platform for conferences, expos, corporate activations, learning programs, and enterprise engagement.

Website: www.Nextech3D.ai
Investor Relations: investors@nextechar.com

For further information, please visit: www.Nextech3D.ai.

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For more information, visit Nextech3D.ai.

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Evan Gappelberg/CEO and Director
866-ARITIZE (274-8493)

Forward-Looking Statements

This news release contains "forward-looking statements" within the meaning of applicable securities laws, including statements regarding the proposed acquisition of Krafty Labs, the anticipated timing and consideration,, expected benefits and synergies, product integrations, and growth opportunities. Forward-looking statements are based on assumptions and are subject to risks and uncertainties that could cause actual results to differ materially. There can be no assurance that the proposed transaction will be completed as anticipated or at all. Nextech3D.ai disclaims any obligation to update forward-looking statements except as required by law.

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.

SOURCE: NexTech3D.AI Corp