

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

NextGen Digital Platforms Inc. (“**NextGen**” or the “**Company**”)
1500 – 1055 West Georgia Street
Vancouver, BC V6E 4N7

Item 2. Date of Material Change

May 23, 2025

Item 3. News Release

News Release dated May 23, 2025 was disseminated via Executive Business Services and filed on SEDAR+ on May 26, 2025.

Item 4. Summary of Material Change

The Company has completed the third and final tranche of its previously announced non-brokered private placement. Pursuant to the Third Tranche, the Company issued 2,468,032 special warrants at the price of \$0.30 per special warrant for gross proceeds of \$740,409.74.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company has completed the third and final tranche (the “**Third Tranche**”) of its previously announced non-brokered private placement (the “**Offering**”). Pursuant to the Third Tranche, the Company issued 2,468,032 special warrants (the “**Special Warrants**”) at the price of \$0.30 per Special Warrant for gross proceeds of \$740,409.74.

In connection with the Third Tranche, the Company paid finder’s fees to eligible finders consisting of \$7,476.00 in cash and 13,320 common share purchase warrants (the “**Finder’s Warrants**”). Each Finder’s Warrant is exercisable to acquire one common share of the Company (a “**Common Share**”) at an exercise price of \$0.30 per Share for a period of 24-months.

In connection with the Offering, the Company issued a total of 8,979,498 Special Warrants and 440,000 Common Shares (collectively, the “**Securities**”), at a price of \$0.30 per Security for total gross proceeds of \$2,825,849.84 and paid total finder’s fees to eligible finders consisting of \$54,712.01 in cash and 162,533 Finder’s Warrants.

Each Special Warrant will automatically convert, for no additional consideration, into one Common Share on the date that is the earlier of: (i) the date that is three business days following the date on which the Company files a prospectus supplement to a short form base shelf prospectus with the securities commissions qualifying distribution of the Common Shares underlying the Special Warrants (the “**Prospectus Supplement**”), and (ii) the date that is four months and one day after the closing of the Offering.

The Company will use its commercially reasonable efforts to file the Prospectus Supplement within 60 days of the closing of the Offering (not including the date of closing), provided, however, that there is no assurance that a Prospectus Supplement will be filed with the securities commissions, prior to the expiry of the statutory four month hold period.

All securities issued in connection with the Third Tranche are subject to a statutory hold period of four months plus a day in accordance with applicable securities legislation ending on September 24, 2025.

The Company will use the net proceeds from the Offering for corporate development, marketing, and general working capital.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51–102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Alexander Tjiang, Interim Chief Executive Officer
Telephone: (416) 300-7398

Item 9. Date of Report

June 2, 2025.