NEXTECH3D.AI CORPORATION

Management's Discussion and Analysis

For the three months ended June 30, 2026 and 2025

(Expressed in Canadian dollars)

This Management's Discussion and Analysis ("MD&A") of NexTech3D.AI Corporation ("NexTech" or the "Company") and its subsidiaries provides analysis of the Company's financial results for the three months ended June 30, 2026 and 2025 and should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements for the three months ended June 30, 2026 and 2025 (the "Financial Statements"), which are prepared in accordance with International Financial Reporting Standards ("IFRS Accounting Standards") as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee. The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company. Additional information regarding the Company is available on SEDAR+ at www.sedarplus.ca. This MD&A has been prepared effective as of August 24, 2026 (the "MD&A Date"). This discussion covers the three months ended June 30, 2026 and 2025 and the subsequent period up to the MD&A Date.

In this MD&A, unless the context otherwise dictates, a reference to "us", "we", "our", or similar terms refers to the Company. All monetary amounts in the MD&A are expressed in Canadian dollars, the presentation currency of the Company, except number of shares, or as otherwise indicated. The functional currency of the Company and its subsidiaries is disclosed in the notes to the Financial Statements. References to "$" are to Canadian dollars, references to "US$" or "USD" are to United States dollars. Throughout this MD&A, the first, second, third and fourth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3", and "Q4", respectively.

Management is responsible for the preparation and integrity of the Company's Financial Statements, including the maintenance of appropriate information systems, procedures, and internal controls. Management is responsible for ensuring that information disclosed externally, including the information contained within the Company's Financial Statements and MD&A, is complete and reliable.

This MD&A includes trademarks, such as "NexTech", which are protected under applicable intellectual property laws and are the property of NexTech. Solely for convenience, our trademarks and trade names referred to in this MD&A may appear without the ® or ™ symbol, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights to these trademarks and trade names. All other trademarks used in this MD&A are the property of their respective owners.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking statements that relate to our current expectations and views of future events. In some cases, these forward-looking statements can be identified by words or phrases such as "may", "will", "expect", "anticipate", "aim", "estimate", "intend", "plan", "seek", "believe", "potential", "continue", "is/ are likely to" or the negative of these terms, or other similar expressions intended to identify forward-looking statements. Forward-looking statements are intended to assist readers in understanding management's expectations as of the MD&A date and may not be suitable for other purposes. We have based these forward-looking statements on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to:

- the economy generally;
- market participants' interest in NexTech's services and products, both in respect of its current offerings and its proposed roll-out of future products and services;
- fluctuations in foreign currency exchange rates;
- business prospects and opportunities;
- anticipated and unanticipated costs;
- management's outlook regarding future trends;
- our expectations regarding our revenue, expenses and operations;
- our anticipated cash needs and our needs for additional financing;
- our plans for and timing of expansion of our solutions and services;
- our future growth plans including the entry into adjacent markets;
- the acceptance by our customers and the marketplace of new technologies and solutions;
- our ability to attract new customers and develop and maintain existing customers;
- our ability to attract and retain personnel;
- our future growth and its dependence on continued development of our direct sales force; and
- their ability to obtain new customers;
- our expectations with respect to advancement in our technologies;
- our competitive position and our expectations regarding competition;

- regulatory developments and the regulatory environments in which we operate;
- anticipated trends and challenges in our business and the markets in which we operate;
- an increased demand for 3D volumetric objects, content and experiences;
- the anticipated benefits of our product offerings and services; and
- the retention of earnings for corporate purposes and the payment of future dividends.

Forward-looking statements are based on certain assumptions and analysis made by us in light of our experience and perception of historical trends, current conditions and expected future developments and other factors we believe are appropriate. Expected future developments include growth in our target market, an increase in our revenue based on trends in customer behaviour, increasing sales and marketing expenses, research and development expenses and general and administrative expenses based on our business plans. Although we believe that the assumptions underlying the forward-looking statements are reasonable, they may prove to be incorrect.

Whether actual results, performance or achievements will conform to our expectations and predictions is subject to a number of known and unknown risks and uncertainties, including those set forth below under the heading "Risks and Uncertainties". These risks and uncertainties could cause our actual results, performance, achievements, and experience to differ materially from the future expectations expressed or implied by the forward-looking statements. In light of these risks and uncertainties, readers should not place undue reliance on forward-looking statements.

The forward-looking statements made in this MD&A relate only to events or information as of the date on which the statements are made in this MD&A and are expressly qualified in their entirety by this cautionary statement. Except as required by law, we do not assume any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.

Readers should read this MD&A with the understanding that our actual future results may be materially different from what we expect.

All of the forward-looking statements in this MD&A are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, NexTech.

BUSINESS OVERVIEW

Nextech3D.AI Corporation (the "Company") was incorporated under the laws of the Province of British Columbia, Canada on January 12, 2018. The Company's registered and head office is located at 150 King Street West, Suite 717, Toronto, Ontario, M5H 4B6. The Company's common shares are traded on the Canadian Securities Exchange ("CSE") under the trading symbol "NTAR", on the Frankfurt Stock Exchange under the trading symbol "EP2", and in the United States on the OTCQB under the trading symbol "NEXCF".

The Company is an event technology and event operating solutions company that provides software platforms and services to support conferences, trade shows, exhibitions, and corporate events. The Company offers a broad range of event technology solutions, including interactive floor plans, booth management, exhibitor self-service portals, attendee registration, ticketing, badging, lead retrieval, AI-powered matchmaking, mobile event applications, analytics, and event engagement solutions. Through Krafty Labs, the Company also provides corporate team-building experiences, employee engagement programs, and curated event experiences designed to enhance attendee participation and strengthen organizational engagement.

The Company's Map Dynamics ("MapD") platform provides interactive floor plans, booth management capabilities, and exhibitor self-service tools for trade shows and event organizers. During the year, the Company acquired assets of Eventdex LLC and Krafty Labs Inc., which expanded the Company's event technology and event service offerings. The Company's Eventdex platform provides attendee registration, ticketing, badging, lead retrieval, AI-powered matchmaking, mobile applications, session management, and event management solutions, enabling organizers to manage the full event lifecycle through an integrated platform. Krafty Labs provides team-building experiences, corporate engagement activities, and experiential event services that complement the Company's event technology offerings. The Company's solutions are utilized by associations, conference organizers, trade show operators, corporations, and event managers.

The Company also maintains investments in artificial intelligence and 3D modeling technologies, an AI-powered 3D design platform that enables the creation and management of digital 3D content.

On October 26, 2022, the Company completed the spinout of ARway Corporation ("ARway"), which began trading on the CSE under the symbol "ARWY". ARway provides a spatial computing and 3D mapping platform for the metaverse. In June 2024, the Company completed the sale of its Map Dynamics business to ARway as part of a strategic reorganization. During the current year, the Company commenced the amalgamation of ARway with the Company, which is expected to consolidate the Company's event technology assets, including Map Dynamics, within a unified operating structure. Toggle continues to operate as a separate entity . On June 13, 2023, the Company successfully spun-out Toggle3D.ai Inc. ("Toggle"), an AI-powered 3D design studio, which began trading on the CSE under the symbol "TGGL".

1. Product offerings

ARWay.ai (controlling interest and consolidated entity) (CSE: ARWY) (OTC:ARWYF)

ARway.ai provides spatial computing, digital mapping, and event technology solutions through the Map Dynamics ("MapD") platform. MapD enables event organizers to create interactive floor plans, manage booth inventory, provide exhibitor self-service portals, facilitate booth sales, and deliver digital venue mapping solutions for trade shows, conferences, and exhibitions. ARway also provides indoor navigation, digital wayfinding, and location-based experiences through its spatial computing technology.the combination of features relevant to their event requirements.

Nextech3D.AI Corporation (CSE: NTAR) (OTC: NEXCF)

- **Registration and Ticketing Solutions**

  The Company provides attendee registration, event ticketing, payment processing, attendee management, and event check-in solutions for conferences, trade shows, exhibitions, and corporate events.

- **Badging and Event Management**

  The Company's solutions include badge design and printing, attendee check-in, QR code scanning, session management, on-site registration, and event access management tools.

- **Lead Retrieval and AI Matchmaking**

  The Company provides lead retrieval applications, attendee networking solutions, AI-powered matchmaking, meeting scheduling, and engagement tools designed to improve attendee and exhibitor interactions.

- **Mobile Applications and Analytics**

  The Company offers mobile event applications, reporting tools, analytics dashboards, and attendee engagement solutions to help organizers manage events from planning through completion.

- **Krafty Experiences**

  The Company provides corporate team-building experiences, employee engagement programs, and curated experiential activities designed to increase participation, strengthen organizational engagement, and create memorable experiences for corporate clients and event attendees.

- **ARitize 3D**

  The Company provides artificial intelligence-powered 3D modeling and digital content solutions that enable businesses to create, manage, and utilize digital 3D assets. The Company's technology leverages AI to simplify 3D content creation and support commercial applications including product visualization, digital content management, and interactive experiences.

Toggle3D.ai Inc. (controlling interest and consolidated entity) (CSE: TGGL) (OTC: TGGLF)

Toggle3D.ai is an artificial intelligence-powered 3D design platform that enables users to create, modify, and manage digital 3D content utilizing AI-assisted design technologies.

HIGHLIGHTS OF SIGNIFICANT EVENTS

During the three months ended June 30, 2026 and up to the MD&A date the Company:

- On April 14, 2026, Nextech3D.ai Achieves Cash Flow Positive Operations After AI-Enabled Optimization; Blockchain Ticketing With Fiat Checkout Ready.
- On May 01, 2026, Nextech3D.ai Appoints New Independent Auditor.
- On May 05, 2026, Nextech3D.ai Integrates AI-Enabled Hotel Booking with HotelPlanner Using Expedia and Priceline to Extend Event Technology Platform Monetization.
- On May 12, 2026, Nextech3D.ai Launches Krafty Labs AI Event Marketplace.
- On May 19, 2026, Nextech3D.ai Announces Release Date for Q4 and Full Year 2026 Audited Financial Results on June 30th
- On May 21, 2026, Nextech3d.ai to Showcase AI Event Operating System and Krafty Labs Marketplace at Leading EMRG Media Event in New York.
- On May 28, 2026, Nextech3D.ai Announces Appointment of VP of Sales and CFO Share Issuance.
- On June 12, 2026, Nextech3D.ai to Host Livestream Shareholder Update on Q4 Results, Audited FY2026 Financials, and AI Platform Growth Outlook.
- On June 25, 2026 Nextech3D.ai Reports Strong Q4 and Audited Full-Year Results +207% YoY Q4 Revenue Growth, 91% Gross Margins, +101% Sequential Revenue Growth
- On July 06, 2026 Nextech3D.ai Unveils Strategic AI Growth Roadmap Focused on Workforce Intelligence and Event Technology Innovation
- On July 15, 2026 Nextech3D.ai Launches KraftyLab Intelligence(TM), an AI Powered Workforce Intelligence and Employee Engagement Platform
- On July 27, 2026 Nextech3D.ai Provides Update on Acquisition of Remaining ARway Shares; Closing Expected in October 2026
- On Aug 04, 2026 Nextech3D.ai Provides Update on Acquisition of Remaining ARway Shares
- On Aug 05,2026 Nextech3D.ai Signs Strategic Partnership with F2B Services to Drive AI Software Adoption, Expand LED Display Opportunities and Accelerate Event Technology Growth
- On Aug 06, 2026 Nextech3D.ai Expands Enterprise Customer Base, Generating $874,000 in New Contract Value, 160 New Customer Contracts and 92% Software Gross Margins in 2026
- On Aug 11, 2026 Nextech3D.ai CEO Evan Gappelberg Purchases 250,000 Shares in Open Market

SIGNIFICANT FACTORS AFFECTING RESULTS OF OPERATIONS

The Company's results of operations are influenced by a variety of factors, including:

Revenue

The Company primarily generates revenue from event technology solutions, event services, event experiences, and 3D visualization solutions.

- **Event Technology Solutions**

  The Company generates revenue from software solutions that support conferences, trade shows, exhibitions, and corporate events. These solutions include interactive floor plans, booth management, exhibitor self-service tools, attendee registration, ticketing, badging, lead retrieval, AI-powered matchmaking, mobile applications, event analytics, and related event management services.

- **Event Experiences and Services**

  The Company provides corporate team-building experiences, employee engagement programs, and curated event experiences for corporate clients and event organizers. These services are designed to enhance attendee engagement and create interactive experiences for both in-person and virtual events.

- **3D Solutions**

  The Company provides artificial intelligence-powered 3D modeling and digital content solutions that enable businesses to create, manage, and utilize digital 3D assets for commercial applications.

Cost of sales

The Company's cost of sales primarily consists of digital map production costs, badge printing and fulfilment costs, experience kit and shipping costs, event delivery expenses, and other direct costs associated with providing event technology solutions and event experiences.

Selling and marketing expenses

Selling and marketing expenses consist primarily of advertising, personnel and related costs for the sales, marketing, and business development teams, including salaries and benefits, sales commissions, customer acquisition costs, partner referral fees, trade show participation, promotional activities, investor relations, and marketing programs.

The Company intends to continue investing in sales and marketing initiatives to expand its customer base, increase brand awareness, and support the growth of its event technology solutions and event services offerings.

Research and development expenses

Research and development ("R&D") expenses consist primarily of personnel and related costs associated with the enhancement, maintenance, and support of the Company's event technology platforms, software applications, and related technologies.

Management anticipates that future R&D expenditures will remain lower as the Company increasingly utilizes artificial intelligence tools to improve development efficiency and productivity. Future investments are expected to focus primarily on product enhancements, integrations, and new features for existing platforms.

General and administrative expenses

General and administrative expenses consist primarily of personnel and related costs associated with finance, human resources, operations, management, and information technology support. These expenses also include office and administrative costs, professional fees, legal and accounting fees, compliance, software subscriptions, and other corporate overhead expenses.

Management expects general and administrative expenses to decrease as the Company continues to streamline operations, realize efficiencies from recent acquisitions, and leverage a more integrated operating structure.

Foreign exchange

The Company's presentation and functional currency is the Canadian dollar. The functional currency of the Company's subsidiaries is the Canadian dollar, except for the subsidiaries which are incorporated in the United States, which functional currency is the US dollar. While most of the revenue is denominated in USD, a large portion of expenses is incurred in Canadian dollars due to the head office and a substantial part of the workforce being based in Canada.

RESULTS OF OPERATIONS

A summary of the Company's results of operations is as follows:

	Three Months ended	**Three Months ended**
	June 30, 2026	June 30, 2025
	$	$
Revenue	**660,159**	328,092
Cost of sales	**(129,865)**	(32,468)
Gross profit	**530,294**	**295,624**
Operating expenses	**(1,331,680)**	(806,665)
Other expenses	**(39,373)**	13,278
Total net loss	**(840,759)**	**(497,763)**

	Three Months Ended	Three Months ended
Revenue	**June 30, 2026**	June 30, 2025
	$	$
Event Technology Solutions	**400,252**	271,536
Event Experience and Services	**210,934**	-
3D Solutions	**48,493**	44,094
Others	**480**	12,462
	660,159	328,092

Revenue by category for the three months ended June 30, 2026 compared to three months ended June 30, 2025

For the three months ended June 30, 2026, total revenue increased to $660,159 from $328,092 in the prior-year period. The increase was primarily attributable to growth in Event technology solutions revenue and the contribution from Event experience and services revenue in the current period, partially offset by changes in 3D Solutions and Other revenue.

<u>Event Technology Solutions</u>

Event technology solutions revenue increased to $400,252 for the three months ended June 30, 2026, compared to $271,536 in the prior-year period. The increase reflects stronger adoption of the Company's event technology platform, including software solutions supporting event management, AI-enabled engagement tools, ticketing, matchmaking, analytics and related platform functionality

(Expressed in Canadian dollars, except where noted)

Event Experience and Services

Event Experience and services revenue was $210,934 for the three months ended June 30, 2026, compared to nil in the prior-year period. This revenue category relates to in-person and experiential event fulfilment services, including event execution support and related customer delivery services associated with the Company's expanded event technology offering.

3D Solutions

3D solutions revenue increased to $48,493 for the three months ended June 30, 2026, compared to $44,094 in the prior-year period. The increase reflects a higher volume of 3D model and augmented reality visualization work during the current period as the Company continued its focus toward its event software and AI-enabled platform offerings.

Others

Other revenue decreased to $480 for the three months ended June 30, 2026, compared to $12,462 in the prior-year period. This category includes revenue streams that are not individually material to the Company's primary revenue categories.

Cost of sales and gross margin

	Three months ended	Three months ended
	June 30, 2026	June 30, 2025
	$	$
Cost of sales	**(129,865)**	(32,468)
Gross profit	**530,294**	295,624
Gross margin	**80%**	90%

Gross profit for the three months ended June 30, 2026, increased to $ 530,294 from $295,624 in the prior-year period. Despite the increase in gross profit, the Company's gross margin decreased to 80% for the three months ended June 30, 2026, compared to 90% in the prior-year period. The decrease in gross margin was primarily attributable to a shift in revenue mix toward the Company's event technology and event experience offerings, which generate higher gross margins and lower direct costs than the Company's historical service-based revenue streams.

Sales and marketing expenses

	Three months ended	Three months ended
	June 30, 2026	June 30, 2025
	$	$
Sales and marketing	**288,538**	146,467
As a percentage of revenue	**44%**	45%

Sales and marketing expenses for the three months ended June 30, 2026, increased to $288,538 from $146,467 in the corresponding period of 2025.

As a percentage of revenue, sales and marketing expenses represented 44% for the three months ended June 30, 2026, compared to 45% in the prior-year period.

The year-over-year increase in sales and marketing expenses reflects the Company's investment in the integration of recent acquisitions, the launch and expansion of its event technology platforms, and initiatives to support revenue growth. Despite the increase in quarterly spending, revenue growth outpaced sales and marketing expenses, resulting in improved operating leverage.

(Expressed in Canadian dollars, except where noted)

General and administrative expenses

	Three months ended June 30, 2026	Three months ended June 30, 2025
	$	$
General and administrative expenses	**748,142**	427,892
As a percentage of revenue	**113%**	131%

General and administrative expenses for the three months ended June 30, 2026, increased to $748,142 from $427,892 in the corresponding period of 2025. As a percentage of revenue, general and administrative expenses represented 113% for the three months ended June 30, 2026, compared to 130% for the same period in 2025. The year-over-year increase in general and administrative expenses reflects management's continued focus on supporting the Company's operations and growth initiatives. General and administrative expenses primarily consist of legal, accounting, compliance, and other professional fees, as well as administrative functions supporting finance, human resources, operations, management, and internal information systems. The Company continues to emphasize disciplined cost management and ongoing alignment of expenditures with revenue levels.

Research and development expenses

	Three months ended June 30, 2026	Three months ended June 30, 2025
	$	$
Research and development expenses	**236,950**	172,399
As a percentage of revenue	**36%**	53%

Research and development expenses for the three months ended June 30, 2026, increased to $236,950 from $172,399 in the corresponding period of 2025. As a percentage of revenue, research and development expenses represented 36% for the three months ended June 30, 2026, compared to 53% for the same period in 2025.

The year-over-year increase in research and development expenses reflects the Company's continued focus on operational efficiencies and the ongoing commercialization of its event technology platforms. Research and development efforts are primarily focused on enhancing existing products, developing new features, improving platform integrations, and supporting the Company's event technology offerings. Management expects future research and development expenditures to remain lower as the Company increasingly utilizes artificial intelligence to improve development efficiency and accelerate product innovation.

Net loss

Net loss for the three months ended June 30, 2026, increased to $840,759 from $497,763 for the corresponding period of June 30, 2025. The increase is primarily due to higher operating expenses during the current period

(Expressed in Canadian dollars, except where noted)

KEY FINANCIAL POSITION ITEMS

A summary of the Company's selected financial position items is as follows:

	June 30, 2026	March 31, 2026
	$	$
Working capital deficit	**(1,845,817)**	(1,802,205)
Total assets	**1,118,578**	1,142,219
Total non-current liabilities	**730,920**	728,343
Total liabilities	**3,439,786**	3,392,498
Receivables	**431,828**	336,408
Deferred revenue	**437,087**	199,154

Working capital deficit

As at June 30, 2026, the Company had a working capital deficit of $1,845,817, compared to a deficit of $1,802,205 as at March 31, 2026. The increase in the working capital deficit was primarily attributable to a decrease in total assets and an increase in total liabilities, partially offset by changes in current asset balances, including an increase in receivables.

Receivables

A summary of the Company's receivables is as follows:

	June 30, 2026	**March 31, 2026**
	$	$
Receivable	**431,828**	336,408

Receivables as of June 30, 2026, were $431,828 compared to $336,408 as at March 31, 2026. The increase reflects the normal timing of collections and billing cycles during the quarter. Management continues to closely monitor receivables to ensure timely collections and maintain a healthy working capital position

Deferred revenue

Deferred revenue represents billings in excess of time value incurred on work in progress in accordance with customer contracts, for which future services are to be provided. As at June 30, 2026, deferred revenue was $437,087 compared to $199,154 as at March 31, 2026. The increase reflects higher upfront customer billings during the quarter, consistent with the Company's contract structure and revenue recognition policies.

QUARTERLY FINANCIAL INFORMATION (1)

	3 months period ended June 30, 2026	**3 months period ended March 31, 2026**	**3 months period ended December 31, 2025**	**3 months period ended September 30, 2025**
			$	$
Total revenue, including revenue from discontinued operations	660,159	939,401	467,810	390,755
Net income/(loss) from continuing operations attributed to shareholders of the Company	(840,759)	(1,357,277)	(1,213,802)	(484,549)
Net loss attributed to shareholders of the Company	(825,840)	(1,287,880)	(1,242,509)	(579,762)
Loss per share from continuing operations, basic and diluted	(0.00)	(0.01)	(0.01)	(0.00)
Loss per share, basic and diluted	(0.00)	(0.01)	(0.01)	(0.00)

(Expressed in Canadian dollars, except where noted)

	3 months period ended June 30, 2025	3 months period ended March 31, 2025	3 months period ended December 31, 2024	3 months period ended September 30, 2024
	$	$	$	$
Total revenue, including revenue from discontinued operations	328,092	305,692	293,707	756,476
Net loss from continuing operations attributed to shareholders of the Company	(497,763)	(6,861,587)	(704,134)	(1,072,473)
Net loss attributed to shareholders of the Company	(533,327)	(6,861,587)	(704,134)	(1,072,473)
Loss per share from continuing operations, basic and diluted	(0.00)	(0.04)	(0.01)	(0.03)
Loss per share, basic and diluted	(0.00)	(0.04)	(0.01)	(0.03)

LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2026, the Company had cash and cash equivalents of $149,638 and a working capital deficit of $1,845,817 (March 31, 2026 – $1,802,205). The increase in the working capital deficit during the quarter reflects ongoing management of current assets and liabilities, though liquidity remains constrained. The Company continues to evaluate financing and operational strategies to support its working capital needs..

The Company has some contractual obligations including accounts payable and accrued liabilities and lease payments for the warehouse. A summary of the Company's contractual obligations as at June 30, 2026 is as follows:

	< 1 year	1-3 years	3-5 years	Total
	$	$	$	$
Accounts payable and accrued liabilities	1,462,409	-	-	1,462,409
Lease liability	211,752	218,112	-	429,864
	1,674,161	**218,112**	**-**	**1,892,273**

The Company's financial performance continues to depend on the adoption and growth of its event technology solutions, and event experience offerings, together with disciplined cost management. Management believes that continued revenue growth, expanding customer relationships, and the increasing adoption of the Company's event technology platforms are expected to further strengthen the Company's operating performance and liquidity position.

To support ongoing product development and operating needs, the Company has historically accessed funding through equity issuances, receivables factoring, and its employee pay program, which assists in meeting salary and wage commitments. Management remains focused on improving liquidity and working capital through cost management initiatives, collection efforts, and the evaluation of additional financing opportunities.

While the Company continues to manage its working capital position, management believes that the anticipated growth of its event technology and event services business, together with ongoing operating efficiencies and margin improvements, is expected to contribute positively to future liquidity and capital resources. However, there can be no assurance that additional financing, if required, will be available on favorable terms.

A summary of the Company's cash position and changes in cash is as follows:

	June 30, 2026	June 30, 2025
	$	$
Cash used in operating activities	**(809,307)**	(492,864)
Cash (used in)/ provided by investing activities	**31,016**	54,521
Cash provided by financing activities	**687,732**	407,404
Effects of foreign exchange rates on cash and cash equivalents	**(13,952)**	53,041
Net change in cash	**(104,511)**	22,102
Cash and cash equivalents, beginning of period	**254,149**	16,311
Cash and cash equivalents, end of period	**149,638**	38,413

Cash used in operating activities for the three-month period ended June 30, 2026, increased to $809,307 from $492,864 in the prior year. The year-over-year improvement reflects lower cash outflows from operating activities and more disciplined working capital management.

Cash used in investing activities for the three-month period ended June 30, 2026, decreased to $31,016 from $54,521 in the prior year, primarily reflecting investments in the Company's technology platforms and strategic growth initiatives.

Cash provided by financing activities for the three-month period ended June 30, 2026, increased to $687,732 from $407,404 in the prior year, primarily reflecting equity financings, employee pay programs, and other financing activities used to support operations and growth initiatives.

As a result, cash and cash equivalents decreased to $149,638 at June 30, 2026, from $254,149 at March 31, 2026. The movement in cash during the quarter was also impacted by an unfavorable foreign exchange impact of $13,952, compared to a favorable impact of $53,041 in the prior year.

CAPITAL MANAGEMENT

The Company considers equity, including share capital, reserves, accumulated other comprehensive income, deficit, and non-controlling interest, as its capital base. The goal is to maintain the ability to continue as a going concern while creating value for shareholders and stakeholders. As at June 30, 2026, the Company reported a shareholders' deficiency of $2,321,208 compared to $2,250,279 at March 31, 2026.

Funding continues to be primarily through equity issuances, and management reviews its approach regularly to ensure it remains appropriate for the Company's size and stage of development. There were no changes to the capital management strategy during the three months ended June 30, 2026.

The Company is not subject to any externally imposed capital requirements.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

As at June 30, 2026, the Company's financial assets and liabilities include cash and cash equivalents, trade receivables, deferred consideration, and accounts payable and accrued liabilities. These instruments were classified as amortized cost.

The carrying values of cash and cash equivalents, receivables and accounts payable and accrued liabilities approximate their fair values because of their short-term nature.
The Company is exposed to certain financial risks through its financial instruments. The risk exposures and the impact on the Company's financial instruments are summarized below.

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to fulfill its contractual obligations. The Company is exposed to credit risk through its cash and cash equivalents, trade receivables and promissory note payable. The Company mitigates credit risk related to cash by placing cash with sound financial institutions. For sales contracts and trade receivables, the Company trades with recognized creditworthy third parties and regularly reviews the collectability of its accounts receivable.

Liquidity Risk

Liquidity risk is the risk that the Company may not have sufficient cash resources to meet its financial obligations as they come due. The Company's primary source of cash is equity financing. Its financial obligations consist mainly of current liabilities with contractual maturities of less than one year and lease liabilities with fixed payment schedules.

As at June 30, 2026, the Company had cash and cash equivalents of $149,638 (March 31, 2026 – $254,149) and a working capital deficit of $1,845,817 (March 31, 2026 – $1,802,205).

Currency Risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in Canada and a portion of the Company's expenses are incurred in USD. A significant change in the currency exchange rates between the Canadian dollar relative to the USD could affect the Company's results of operations, financial position or cash flows. The Company has not hedged its exposure to currency fluctuations. As at June 30, 2026, the Company is exposed to currency risk through cash and cash equivalents, receivables, deferred consideration and accounts payable denominated in USD. A 10% change in exchange rate could increase or decrease the Company's net loss by $55,235

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is not exposed to interest rate risk as there is no financial asset or liability that has a variable interest rate.

SUBSEQUENT EVENTS

On Jul 06, 2026, the Company issued 8,584,573 warrants related to employee pay program. The warrants have an exercise price of $0.14 per share and expire on Jul 06, 2027.

On Jul 10, 2026, 3,226,652 warrants related to employee pay program have an exercise price of $0.14 per share has been exercised.

On Jul 25, 2026, 6,062,390 warrants with an exercise price of $0.52 expired unexercised.

On Jul 25, 2026, 645,704 broker warrants having an exercise price of $0.52 expired unexercised.

OUTSTANDING SHARE DATA

A summary of the Company's outstanding securities is as follows:

	June 30, 2026	August 28, 2026
	$	#
Common shares	233,434,139	236,660,791
Options	5,690,000	5,690,000
Warrants	25,507,535	27,384,014

OFF-BALANCE SHEET ARRANGEMENTS

As at June 30, 2026, and the MD&A date, the Company has no off-balance sheet arrangements.

PROPOSED TRANSACTIONS

As at June 30, 2026, and the MD&A date, the Company has no proposed transactions.

RELATED PARTY TRANSACTIONS

The Company entered into a number of transactions with key management personnel that have the authority and responsibility for the planning, directing and controlling of the activities of the Company. The Company considers the executive officers and directors as the key management of the Company.

A summary of the transactions with key management personnel is as follows:

	Three months ended	
	June 30, 2026	June 30, 2025
	$	$
Compliance fees included in general and administrative	**4,500**	3,750
Management fees included in general and administrative	**400,955**	143,872
Salaries of the Chief Financial Officer included in general and administrative	**37,500**	37,500
Share-based compensation	**16,629**	73,816
	459,584	258,938

The Company's policy is to engage in all transactions with related parties on an arm's length basis in accordance with prevailing market terms and conditions. The Company has entered into employment agreements with related parties, and these related parties may participate in the Company's share-based compensation plan.

At times, the executive management team, consisting of the President, the Chief Executive Officer ("CEO"), may enter into shares-for-services agreements, allowing for the election of up to 100% of their compensation to be received in shares.

The Company has an agreement with the Chief Executive Officer ("CEO") in which the Company compensates the CEO for management services monthly, combining cash and share issuance over a five-year term until April 1, 2027. As of June 30, 2026, accounts payable and accrued liabilities included $894,068 owed to the CEO (March 31, 2026 - $816,831). The amounts are non-secured, non-interest bearing, payable on demand and represent the value of shares to be issued to the CEO.

ADDITIONAL DISCLOSURE REGARDING RE-ACQUISITION OF ARWAY:

Following the original spin-out of Arway by Nextech, the Company conducted the impairment testing in accordance with IAS 36 – Impairment of Assets. During the impairment testing the management concluded that they were not reasonably assured that the Arway assets would generate future cash flows sufficient to support their carrying value. As a result, an amortization and impairment charge of approximately $5 million was recognized. The primary drivers of this impairment were twofold:

(i) Limited commercialization: Arway had not secured meaningful external contracts other than an intercompany agreement, significantly reducing its expected recoverable value under IAS 36. (i)Limited commercialization: Arway had not secured meaningful external contracts other than an intercompany agreement, significantly reducing its expected recoverable value under IAS 36.

(ii) Technology underperformance: The Arway technology, as a standalone solution, did not achieve the expected market adoption or performance outcomes.

A subsequent impairment was recognized in connection with the Map D acquisition, which was accounted for under the acquisition method in accordance with IFRS 3 – Business Combinations. Under this method, acquired assets and liabilities are measured at fair value, which can result in the recognition of goodwill. Based on the impairment testing, any goodwill recognized was determined to be fully impaired, resulting in an additional impairment charge of approximately $0.7 million.
Despite these challenges, management of the Company firmly believes that the reacquisition of Arway remains in the best interests of shareholders. The key reasons include:

Strategic integration with Map D: Although Arway technology alone did not achieve commercial success, integrating it into the Map D platform has proven to enhance the combined solution's value proposition. This integration supports broader customer adoption and strengthens Map D's market position.

New synergies following recent acquisitions: The recent acquisition of Event Dex — and additional acquisitions currently under consideration — are expected to further amplify these synergies. Centralizing Arway's capabilities within a unified platform is anticipated to accelerate growth, improve customer retention, and unlock cross-selling opportunities.

Operational efficiencies: Reacquisition allows the Issuer to eliminate duplicative overhead, streamline development resources, and consolidate go-to-market efforts under a single event-technology ecosystem.

Further Details

Completion of the Transaction remains subject to execution of a definitive agreement, receipt of Arway shareholder approval, CSE approval, and customary closing conditions. A notice of meeting and circular with full details will be filed on **SEDAR+** in due course. There can be no assurance that the Transaction will be completed as proposed, or at all.

Further details about the proposed Transaction will be provided in a disclosure document to be prepared and filed in connection therewith. Investors are cautioned that, except as disclosed in the disclosure document to be prepared in connection with the Transaction, any information released or received with respect to the foregoing matters may not be accurate or complete and should not be relied upon.

ADDITIONAL DISCLOSURE RELATED TO TOGGLE:

Toggle has remained a pre-revenue company which did not achieve the expected commercial traction over the past year. Accordingly, the Company continued to incur development and maintenance costs without generating revenue. As a result, management prioritized preserving cash resources and deferred the audit process while exploring strategic alternatives.

The Company continues to seek opportunities to enhance shareholder value and will provide additional corporate updates in due course. Toggle intends to complete the required financial statement filings once a definitive transaction structure is finalized with a potential buyer and sufficient funds or deposits are secured to support the audit process. Discussions with interested parties are ongoing, and Toggle remains committed to completing all applicable filings as soon as practicable.

SIGNIFICANT ACCOUNTING JUDGEMENTS AND SOURCES OF ESTIMATION UNCERTAINITY:

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and expenses. Management continually evaluates these judgments, estimates and assumptions based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates and judgments which may cause a material adjustment to the carrying amounts of assets and liabilities. The Company's interim results are not necessarily indicative of its results for a full year. The critical judgements and estimates applied in the preparation of these financial statements are consistent with those applied and disclosed in the notes to the Annual Financial Statements.

UPDATE ON PRESS RELEASES

For the three months ended June 30, 2026, the Company signed a total of 149 contracts with an aggregate value of approximately $547,969. The disclosed contracts ranged in value from $50 to $50,267, excluding those contracts where no immediate value to the Company was determinable. To the extent these figures were originally expressed or recorded in United States dollars, the Company has converted such figures into Canadian dollars using an exchange rate of US$1.00 = C$1.39, aggregated the totals, and rounded the results. The aggregate value of the contracts is material to the Company. All contracts outstanding as at June 30, 2026 were fully billed by the Company, and no orders were cancelled June 30, 2026 were fully billed by the Company,
and no orders were cancelled.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

There have been no changes during the 3-month period ended June 30, 2026 in the Company's internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

RISKS AND UNCERTAINTIES

The Company is exposed to various risks and uncertainties that may adversely affect its business, financial condition, operating results, and future growth prospects, including the following:

- The Company may be unable to attract new customers or expand business with existing customers, which could adversely affect revenue growth and profitability.
- The event technology industry is highly competitive, and increased competition may adversely affect pricing, customer acquisition, and market share.
- Economic conditions, reductions in corporate spending, or declines in trade show, conference, and event activity may reduce demand for the Company's products and services.
- The Company experiences fluctuations in quarterly operating results due to the timing of customer contracts, event schedules, and seasonality within the event industry.
- The Company relies on the continued performance, availability, and security of its software platforms, hosting providers, and third-party technology services.
- Actual or perceived cybersecurity incidents, data breaches, or interruptions in service could adversely affect customer relationships and the Company's reputation.

- The Company may not successfully integrate acquired businesses, realize expected synergies, or achieve anticipated financial results from acquisitions.
- The Company has incurred operating losses in the past and may continue to incur losses until revenues and operating cash flows increase sufficiently to support operations.
- The Company may require additional financing to support operations, growth initiatives, or working capital requirements, and such financing may not be available on acceptable terms.
- The Company is subject to foreign currency fluctuations, which may impact operating results and cash flows.
- The Company's common shares may experience significant price volatility due to market conditions, operating performance, or industry developments.
- The Company depends on key management and employees, and the loss of key personnel could adversely affect the business.
- The Company's growth strategy depends upon continued adoption of its event technology solutions, event services, and event experience offerings.

These risks are described in further detail in the section entitled "Risk Factors" in our most recently filed Annual Information Form. Although the forward-looking statements contained in this MD&A are based upon assumptions management believes to be reasonable, these risks, uncertainties, assumptions, and other factors could cause our actual results, performance, achievements and experience to differ materially from our expectations, future results, performances or achievements expressed or implied by the forward-looking statements. In light of these risks, uncertainties and assumptions, readers should not place undue reliance on forward-looking statements.

Additional risks and uncertainties not presently known to us or that we currently consider immaterial may impair our business and operations and cause the price of our shares to decline. If any of the noted risks occur, our business may be harmed, and our financial condition and results of operations may suffer significantly.