

**TOGGLE3D.AI INC.**  
P.O. Box 64039  
RPO Royal Bank Plaza  
Toronto, ON M5J 2T6

## **NOTICE OF MEETING**

**NOTICE IS GIVEN** that an annual general meeting (the "**Meeting**") of the holders of common shares ("**Shareholders**") of Toggle3D.AI Inc. ("**Toggle**") will be held virtually at <https://meetnow.global/MQVWLLZ> on Friday, January 17, 2025, at 9:00 a.m. (Pacific time) for the following purposes:

1. to receive Toggle's audited financial statements for the financial year ended January 31, 2024 and the auditor's report thereon, as further detailed in the management information circular of Toggle dated November 18, 2024 ("**Information Circular**");
2. to set the number of directors at three (3), as further detailed in the Information Circular;
3. to elect the directors of Toggle for the ensuing year, as further detailed in the Information Circular;
4. to appoint Davidson & Company LLP as Toggle's auditor for the ensuing fiscal year and to authorize the directors to set the auditor's remuneration, as further detailed in the Information Circular;
5. to transact such further business as may properly come before the Meeting or any adjournments thereof.

The Information Circular provides additional information relating to the matters to be addressed at the Meeting, and is deemed to form part of this notice. **You are encouraged and reminded to access and review the Information Circular, prior to voting.**

Toggle is using notice-and-access procedures to deliver the 2025 Meeting materials to beneficial Shareholders. You may be receiving this notice with information on how you can access the Information Circular electronically, along with a voting instruction form – by which to submit your voting instructions.

The Meeting materials can be accessed through Toggle's public filings on the SEDAR+ website ([www.sedarplus.ca](http://www.sedarplus.ca)) under Toggle's name, as well as at Toggle's website at the following link: <https://toggle3d.com/investors/financial-information>.

Registered Shareholders are entitled to participate and vote at the virtual Meeting by proxy. Registered Shareholders who are unable to attend the virtual Meeting are encouraged to read, complete, sign, date and return the form of proxy in accordance with the instructions set out in the proxy and in the Information Circular.

In order to be valid and acted upon at the Meeting, forms of proxy must be returned to Computershare Investor Services Inc. ("**Computershare**") by January 15, 2025 (the "**Proxy Deadline**") in accordance with the instructions set forth on the form of proxy, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the

Meeting or any adjournments thereof.

Non-registered Shareholders should carefully follow the instructions on the voting instruction form in the Meeting materials in order to ensure that their common shares are voted at the Meeting. The voting instruction form will be similar to the proxy provided to the registered Shareholders by Toggle. However, its purpose is limited to instructing an intermediary on how to vote on a non-registered Shareholders' behalf.

The voting instruction form will name the same persons as Toggle's proxy to represent a non-registered Shareholder at the Meeting. **Although as a non-registered Shareholder you may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of your intermediary, you, or a person designated by you (who need not be a Shareholder), may virtually attend at the Meeting as proxyholder for your intermediary and vote your common shares in that capacity.** To exercise this right to virtually attend the Meeting or appoint a proxyholder of your own choosing, you should insert your own name or the name of the desired representative in the blank space provided in the voting instruction form. Alternatively, you may provide other written instructions requesting that you or your desired representative virtually attend the Meeting as proxyholder for your intermediary. The completed voting instruction form or other written instructions must then be returned in accordance with the instructions on the form.

For more information on how to vote as a non-registered Shareholder, please refer to the section in the Information Circular entitled "*General Proxy Information – Voting by Non-Registered Shareholders*" for information on how to vote your common shares of Toggle.

To register a proxyholder, Shareholders **MUST** visit <http://www.computershare.com/Toggle3DAI> by January 15, 2025, 9:00 a.m. (Pacific Standard Time) and provide Computershare with their proxyholder's contact information, so that Computershare may provide the proxyholder with an invite code by email. **In order to participate at the virtual Meeting, Shareholders must have a valid 15-digit control number and proxyholders must have received an email from Computershare containing an invite code.**

Shareholders who wish to appoint a third-party proxyholder to represent them at the virtual Meeting, and non-registered Shareholders who appoint themselves as a proxyholder, **must submit their proxy or voting instruction form (as applicable) prior to registering their proxyholder. Registering the proxyholder at <http://www.computershare.com/Toggle3DAI> is an additional step once a Shareholder has submitted their proxy or voting instruction form. Failure to register a duly appointed proxyholder will result in the proxyholder not receiving an invite code to participate in the Meeting.**

Toggle will mail paper copies of the Meeting materials and/or financial statements and management's discussion and analysis to those Shareholders who had previously elected to receive paper copies. All other beneficial Shareholders will receive this notice along with a voting instruction form, as applicable.

If you are beneficial holder and would like to request a paper copy of the Information Circular before the Meeting, go to [www.proxyvote.com](http://www.proxyvote.com) or call Toll Free, within North America – 1-877-907-7643 or direct, from outside of North America – 303-562-9305 for English and 303-562-9306 for French and enter your control number as indicated on your voting instruction form. The Information Circular will be sent to you within three business days of receiving your request.

If you are beneficial holder and would like to obtain a paper copy of the Information Circular after the Meeting, please call Toll Free, within North America – 1-877-907-7643, or direct from Outside of North America – 303-562-9305 for English and 303-562-9306 for French. The Information Circular will be sent to you within 10 calendar days of receiving your request.

To receive the Information Circular in advance of the Proxy Deadline and Meeting date, requests for printed copies must be received at least five business days in advance of the Proxy Deadline date and time set out in the proxy or voting instruction form. For more information on notice-and-access, please contact Toggle at 1-866-274-8493.

The Canadian Securities Exchange ("CSE") has neither reviewed nor approved the disclosure in the Information Circular.

**DATED** at Vancouver, British Columbia this 18<sup>th</sup> day of November, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS OF TOGGLE3D.AI INC.**

*"Evan Gappelberg"*

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Evan Gappelberg  
Director

