

FORM 51-102F3
Material Change Report

Item 1. Name and Address of Issuer

New World Solutions Inc. (the “**Issuer**”)
2990 Arbutus Street, 2nd Floor,
Vancouver, B.C., V6J 3Y9

Item 2. Date of Material Change

September 10, 2024

Item 3. News Release

The news release dated September 10, 2024 was disseminated on Stockwatch and filed on SEDAR. A copy of the news release is attached as Schedule “A”.

Item 4. Summary of Material Change

Pursuant to a share exchange agreement dated August 30, 2024 (the “**Agreement**”), the Issuer completed an acquisition (the “**Acquisition**”) of 51% interest in the issued and outstanding common shares in the capital of 1491150 B.C. LTD. (“**dialMKT Holdco**”), a private British Columbia corporation, which wholly-owns dialMKT Corp. (“**dialMKT**”).

On September 10, 2024, pursuant to the Agreement, the Acquisition was completed through issuance by the Issuer to the dialMKT Holdco Shareholders of 45,000,000 units (each, a “**Unit**”), as consideration for 45,000,000 common shares of dialMKT Holdco, with each Unit consisting of one common share (each a “**Common Share**”) and 0.35 of one common share purchase warrant (each whole warrant being a “**Warrant**”) of the Issuer. Each Warrant entitles the holder to acquire an additional Common Share at a price of \$0.05 per share for two years from the date of issuance, subject to the ability of the Issuer to accelerate the expiry date as per the Warrant certificate terms. The Warrants include a blocking provision restricting the holder from acquiring more than a 9.99% in the capital of the Issuer. Upon completion of the Acquisition, the Issuer currently indirectly owns 51% of dialMKT by way of its ownership of 51% of dialMKT Holdco.

The Common Shares and Warrants issued in connection with the Acquisition will be subject to a hold period of four months and a day from the date of issuance. The Issuer is at arms-length from dialMKT Holdco and each of dialMKT Holdco’s Shareholders.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

For a full description of the material change, see the news release attached as Schedule “A” to this report.

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

Not Applicable.

Item 8. Executive Officer

For further information, please contact:
Paul Haber, Chief Executive Officer
and Director
(416) 318- 6501
phaber@newworldinc.io

Item 9. Date of Report

September 18, 2024

SCHEDULE "A"

NEWS RELEASE

NEW WORLD CLOSES ACQUISITION OF MAJORITY STAKE IN dialMKT THROUGH SHARE ISSUANCE

Toronto, Ontario – September 10, 2024 – New World Solutions Inc. (CSE: NEWS) (OTC Pink: REGRF) (FSE: RT5) (“New World” or the “Company”) is pleased to announce the successful completion of its acquisition (the “**Acquisition**”) of a 51% interest in dialMKT Corp (“**dialMKT**”) as previously announced on September 3, 2024. The Acquisition was completed pursuant to a share purchase agreement (the “**Agreement**”) dated August 30, 2024 amongst the Company, 1491150 B.C. Ltd. (“**dialMKT Holdco**”), a private company which wholly-owns dialMKT, and the shareholders of dialMKT Holdco (the “**dialMKT Holdco Shareholders**”).

In this strategic transaction, New World has acquired a majority interest in dialMKT, a company that is developing a comprehensive digital ecosystem for the \$31 billion global wristwatch market. The platform will utilize blockchain technology to address key challenges in the pre-owned watch market, such as authenticity verification and ownership history.

Transaction Summary

Pursuant to the Agreement, the Company issued to the dialMKT Holdco Shareholders 45,000,000 units (a “**Unit**”), as consideration for 45,000,000 common shares of dialMKT Holdco, with each Unit consisting of one common share (each a “**Common Share**”) and 0.35 of one common share purchase warrant (each whole warrant being a “**Warrant**”) of New World. Each Warrant entitles the holder to acquire an additional Common Share at a price of \$0.05 per share for two years from the date of issuance, subject to the ability of New World to accelerate the expiry date as per the Warrant certificate terms. The Warrants include a blocking provision restricting the holder from acquiring more than a 9.99% in the capital of New World. Upon completion of the Acquisition, New World currently indirectly owns 51% of dialMKT by way of its ownership of 51% of dialMKT Holdco.

Paul Haber, CEO of New World, commented, "*The acquisition of dialMKT represents a significant addition to our portfolio. With New World's extensive experience in blockchain, having worked with major clients such as IBM and Coca-Cola, we are well-positioned to leverage this technology in the watch market. We are excited to integrate dialMKT's operations and look forward to the growth opportunities this acquisition brings.*"

About New World

New World Solutions is a technology company, driving innovative solutions to new

world problems. Through our blockchain and technology experience, we are leveraging solutions in the decentralized finance space as well as the electric vehicle area. We look to acquire and launch a balanced spectrum of solutions to become a leader in this dynamic tech landscape.

For additional information on New World and other corporate information, please visit the company website at <https://www.newworldinc.io/>.

For further information, please contact:

Paul Haber, C.P.A., C.A., C.Dir
Chief Executive Officer, and Chairman
New World Solutions Inc.
Phone: (416) 318- 6501
Email: phaber@newworldinc.io

Forward-Looking Statements

This news release contains “forward-looking statements” within the meaning of applicable securities laws. All statements contained herein that are not clearly historical in nature may constitute forward-looking statements.

Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or may contain statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “will continue”, “will occur” or “will be achieved”. Forward-looking information in this news release are based on certain assumptions and expected future events. These statements involve known and unknown risks, uncertainties, and other factors, which may cause actual results, performance, or achievements to differ materially from those expressed or implied by such statements, including but not limited to: the potential inability of the Company to continue as a going concern; the risks associated with the blockchain in general, the risk that the Transaction will not be completed as contemplated or at all. Readers are cautioned that the foregoing list is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions, or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.

Forward-looking statements contained in this news release are expressly qualified by this cautionary statement and reflect the Company’s expectations as of the date hereof and are subject to change thereafter. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results, or otherwise or to explain

any material difference between subsequent actual events and such forward-looking information, except as required by applicable law.

The Canadian Stock Exchange (the “**CSE**”) does not accept responsibility for the adequacy or accuracy of this release.

Neither the CSE nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.