

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Cloud Nine Web3 Technologies Inc. (the "Company")
Suite 610, 700 West Pender Street
Vancouver, British Columbia V6C 1G8

Item 2 Date of Material Change

May 11, 2021

Item 3 News Release

The news release dated May 11, 2021 was disseminated via Globe Newswire.

Item 4 Summary of Material Change

The Company announced the appointments of Stan Shin and Shin-Young Park as strategic advisors.

Item 5 Full Description of Material Change.

5.1 Full Description of Material Change

See the attached news release for a full description of the material change.

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 Officer

Allan Larmour, Chief Executive Officer
Telephone: 778-240-7724

Item 9 Date of Report

May 11, 2021



CLOUD NINE WEB3 TECHNOLOGIES

Cloud Nine Adds eBay Managing Director & Wepay Korea CEO as Strategic Advisors

VANCOUVER, British Columbia, May 11, 2021 (GLOBE NEWSWIRE) - **Cloud Nine Web3 Technologies Inc.** ("**Cloud Nine**" or the "**Company**") (CSE: CNI) (OTC: CLGUF) (FSE: 1JIO), is pleased to announce that it has added Stan Shin, eBay's Managing Director, and Shin-Young Park, WePay Korea's CEO, as Strategic Advisors.

"Bringing on the experience and network of these two payment pioneers to Cloud Nine will add up to more innovation and progress to capitalize on the rising rate of adoptions of crypto currency and the growth in the payments market." Said Sefton Fincham, President of Cloud Nine.

As Executive Director of eBay, Stan Shin is responsible for strategic sourcing and procurement in Asia Pacific, and is recognized as a pioneer and leader in the online market in supply chain and operations of online e-commerce community businesses. Stan also serves as an internal business consultant to support all of eBay's business units. Stan works closely with APAC regional management to creatively expand opportunities, solve problems, and determine where they stand for growth.

Shin-Young Park, CEO of Wepay Korea, is a Payments Development Specialist, operating customized Payment Gateway (PG) systems for some of the largest companies in Asia such as LG Group, Samsung Group and SK Group. Mr. Park also specializes in building blockchain systems, PAYAPP, crypto payments, and various linked API platform solutions. Wepay Korea is a private company engaged in the development, distribution and support of various platforms including PG settlement platforms.

As Strategic Advisor for Cloud Nine, Shin-Young will work together with the senior team at Cloud Nine to align strategic opportunities, support future plans, and help develop and advance the Company's Limitless assets which includes:

- Issuance of a Limitless Coin and listing on an Exchange/Distribution
- Limitless Global PG System Development
- Limitless APP Development / Linkage with a credit card
- Real-Time Conversion Blockchain System Development (Linkage with Limitless Pay)
- Sports Coin Betting Games / Poker Hold'em (Self-Operated)
- Establishment of Limitless Pay Network

By combining a Payment Gateway, POINT Development and Distribution Technology, Crypto Payment Systems, and Blockchain Real-Time Payments, Cloud Nine will enable users to access their data in a truly distributed fashion.

"Both Stan are I thrilled about joining the Cloud Nine team to leverage our skills and accelerate the development of their products and services." Said Shin-Young Park, CEO of Wepay Korea. "It is an amazing opportunity to pursue our bold vision for the future of payments and investing in projects to provide global access to advanced payment solutions."

On Behalf of the Board,

CLOUD NINE WEB3 TECHNOLOGIES INC.

Sefton Fincham
President

About Cloud Nine Web3 Technologies Inc.

Cloud Nine Web3 Technologies is a technology company focused on incorporating emerging technologies into its current platforms leveraging Web 3.0. Cloud Nine's mission is to fuel innovation and make the future more accessible by powering the launch and growth of future tech companies. Web 3.0 enables a future where decentralized users and machines are able to interact with data, value and other counterparties via a substrate of peer-to-peer networks without the need for third parties.

For further information, please contact:

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Disclaimer for Forward-Looking Information

Certain statements in this press release are forward-looking statements and are prospective in nature. Forward-looking statements are not based on historical facts, but rather on current expectations and projections about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. These statements generally can be identified by the use of forward-looking words such as "may", "should", "will", "could", "intend", "estimate", "plan", "anticipate", "expect", "believe" or "continue", or the negative thereof or similar variations. Forward-looking statements in this news release include statements regarding: the Company's ability to successfully launch products and expand partnerships; its pursuit of emerging technology products; support its pursuit of Web3 opportunities on a global scale; and the ability of the Strategic Advisors to use their experience to positively impact Cloud Nine's business. Such forward-looking statements should therefore be construed in light of such factors, and, except as required by applicable law, the Company is not under any obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.