

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Cloud Nine Web3 Technologies Inc. (the “Company”)
Suite 1080 – 789 West Pender Street
Vancouver, BC V6C 1H2

Item 2 Date of Material Change

November 10, 2021

Item 3 News Release

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated through the news dissemination services of The Newswire and Globe Newswire on November 10, 2021.

Item 4 Summary of Material Change

The Company announced that it has signed a virtual office services agreement with TerraZero Technologies Inc. on November 8, 2021, to provide Cloud Nine with direct access within Decentraland.

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

Not applicable.

Item 8 Executive Officer

Sefton Fincham
President
Telephone: (604) 669-9788

Item 9 Date of Report

November 10, 2021.



CLOUD NINE WEB3 TECHNOLOGIES

Cloud Nine Web3 Technologies Enters the Metaverse

- Signs Virtual Office Services Agreement with TerraZero Technologies Inc.
- Office will be provided to Cloud Nine within Decentraland
- Cloud Nine intends to set-up and offer its products and services within Decentraland and other Metaverse platforms

News Release - Vancouver, British Columbia, November 10, 2021 - Cloud Nine Web3 Technologies Inc. (CSE: CNI) (OTC: CLGUF) (FRANKFURT: 1JI0) ("**Cloud Nine**" or the "**Company**"), a leading decentralized network and data storage technology company, announces that it has signed a virtual office services agreement (the "**Agreement**") with TerraZero Technologies Inc. ("**TerraZero**") on November 8, 2021, to provide Cloud Nine with direct access within Decentraland, one of the leading decentralized Metaverse worlds.

Cloud Nine's location is situated across the street from Decentraland's University. The Company intends to use this location to promote its EdTech Content and Materials consisting of practical and relevant guides to understanding cybersecurity, blockchain technology, and non-fungible tokens (NFTs). Ownership of land, crypto, wearables, etc. within Decentraland is secured and managed by blockchain and NFTs. In addition, the Company plans to utilize the Metaverse to further establish its propriety virtual private network (VPN) technology where users trade their unused computing power for access to secure Internet access and better privacy. Decentraland is a decentralized Metaverse and management believes its Limitless VPN will provide its users with additional privacy and decentralization who function, play, and operate within the virtual world.

Over the coming weeks, Cloud Nine intends to finalize the design and plan for its virtual office, including the creation of avatars to assist potential users and customers at its Decentraland office. The Company will announce a grand opening of its Metaverse store front when it is ready and open to the public.

Cloud Nine's President, Sefton Fincham commented:

"With the changing environment from in-person to online interactions and entertainment, few have taken the leap to bring education to the forefront of Web3. Decentraland is the perfect medium to take this step and we are proud to be one of the first to establish ourselves and products in the Metaverse. There's been challenges with the current internet experience (video or other web conferencing) in that the experience is not interactive or engaging. Currently, the Metaverse enables interaction and engagement using any mobile desktop or laptop screen, but as augmented and virtual reality matures, proponents anticipate that students will experience the classroom interactively in a similar fashion to the real world. Cloud Nine intends to be not only a leader in Web3 and other aspects of the rapidly changing technology it revolves around but also strive to be a leader in education services within the Metaverse. We believe the store front in Decentraland will also allow us to reach new users for our Limitless VPN and provide extra security and decentralization within this new and exciting technological world. We are excited to be working with TerraZero, a knowledgeable and experienced Metaverse company."

About the Metaverse

"The Metaverse is an expansive network of persistent, real-time rendered 3D worlds and simulations that support continuity of identity, objects, history, payments, and entitlements, and can be experienced synchronously by an effectively unlimited number of users, each with an individual sense of presence."¹

¹ Matthew Ball, author of the extensive *Metaverse Primer*.

About Decentraland

Decentraland is a decentralized virtual world platform where users (avatars) can create, experience and monetize content and applications. Visit: www.decentraland.org.

About TerraZero Technologies Inc.

TerraZero was founded in early 2021 by cryptocurrency and blockchain pioneer Dan Reitzik. The company is a leading WEB 3.0 technology company specializing in the Metaverse space. TerraZero Technologies Inc.'s vision is to Develop, Acquire, and Finance the Metaverse's most promising companies, entrepreneurs, and developers, while creating solutions to further enhance the Metaverse usability for greater community engagement within the Metaverse, and to connect the real world to the Metaverse, for the creation of new economies and user experiences that will shape the future of web3.0. TerraZero also owns digital real estate and provides offices and services to those interested in the Metaverse. TerraZero aims to support the community, foster innovation, and drive adoption. Visit: www.terrazero.com.

On Behalf of the Board,

CLOUD NINE WEB3 TECHNOLOGIES INC.

Sefton Fincham
President
(604) 669-9788

About Cloud Nine Web3 Technologies Inc.

Cloud Nine is a diversified technology company focused on leveraging its proprietary Web 3.0 technology products to enable the decentralized movement among consumers and business alike. Web 3.0 enables a sustainable world 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 creating many benefits such as giving each user full control and ownership of all personal and corporate data.

For further information, please contact:

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Neither the Exchange nor its regulation services provider accepts responsibility for the adequacy of accuracy of this release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contain herein.

Forward-Looking Statements

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 proposed use of the Decentraland location to promote the Company's products; the launch of the virtual office within Decentraland, offering products and services within the Metaverse, the timing thereof, and the expected outcomes and benefits, the development of the Limitless Platform and the expected outcomes and benefits; the ability to enter the market sooner than anticipated; the potential for the Company's products and services; the Company's ability to add additional features to the Company's products and services; and the Company's pursuit of emerging technology products and Web3



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opportunities on a global scale, the use cases for the computational power. Factors that could cause actual results to differ materially from those in forward-looking statements include: the continued availability of capital and financing; failure to obtain any approvals, permits and licenses required to operate the business; the impact of technology changes on the industry; lack of demand for the Company's products and services; competition; increase in operating costs; litigation; loss of key employees, consultants and directors; security threats; failure to develop new and innovative products and services; failure of counterparties to perform their obligations; the impact of the Covid-19 pandemic on the Company's ability to operate and hire personnel; and adverse general economic, market or business conditions. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, including the demand for its products and services, the ability to successfully develop software, that there will be no regulation or law that will prevent the Company from operating its business, anticipated costs, and the ability to secure sufficient capital to complete its business plans. Given these risks, uncertainties and assumptions, you should not place undue reliance on these forward-looking statements. 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.