

**FORM 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, BC V6C 1G8

**Item 2 Date of Material Change**

April 21, 2023

**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 Stockwatch on April 21, 2023.

**Item 4 Summary of Material Change**

The Company announces that it has received conditional approval from the Canadian Securities Exchange for its change of business from an educational technology issuer to a technology issuer focused on developing and offering peer-to-peer or decentralized infrastructure products. The Company further announces that it has closed its non-brokered private placement and issued 14,115,600 units of the Company for gross proceeds of \$705,780.

**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**

Nilda Rivera, CFO  
Telephone: (604) 669-9788

**Item 9 Date of Report**

April 24, 2023

## Schedule A



### **Cloud Nine Announces Conditional Approval for Change of Business to become a Technology Issuer and Closing of Financing**

News Release - Vancouver, British Columbia, April 21, 2023 - Cloud Nine Web3 Technologies Inc. (CSE: CNI) (OTC: CLGUF) (FRANKFURT: 1J10) ("**Cloud Nine**" or the "**Company**"), a leading decentralized network and data storage technology company, is pleased to announce that it has received conditional approval from the Canadian Securities Exchange (the "**Exchange**") for its change of business from an educational technology issuer to a Technology issuer focused on developing and offering peer-to-peer or decentralized infrastructure products (the "**Change of Business**"). A full description of the Change of Business is included in the Company's Information Circular dated March 24, 2023 which is available under the Company's profile at [www.sedar.com](http://www.sedar.com) and the Company's website [www.cloud9web3.com/investors](http://www.cloud9web3.com/investors).

Completion of the Change of Business is subject to a number of conditions, including but not limited to, the approval of shareholders holding more than 50% of Cloud Nine's common shares at the Company's annual general and special meeting on May 3, 2023 and final approval of the Exchange. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

The Company also wishes to announce that further to its news release dated March 27, 2023, it has closed its non-brokered private placement and issued 14,115,600 units (the "**Units**") of the Company for gross proceeds of \$705,780 (the "**Offering**"). Each Unit consists of one common share in the capital of the Company (each, a "**Share**") and one transferable Share purchase warrant (each warrant, a "**Warrant**"). Each Warrant entitles the holder to purchase one Share at a price of \$0.06 per Share for a period of five years from the date of closing of the Offering. In the event that the Shares trade at a price of \$0.15 and above for ten (10) consecutive trading days, the Company may, at its option, accelerate the Warrant expiry date by providing notice (the "**Acceleration Notice**") to the Warrant holders by way of a news release that the Warrants will expire on the 30<sup>th</sup> day from the date of the Acceleration Notice.

The net proceeds from the Offering will be used for software development, marketing, working capital and general corporate purposes.

The Offering was completed pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 - *Prospectus Exemptions* (the "**Listed Issuer Financing Exemption**"). The securities offered under the Listed Issuer Financing Exemption are not subject to a statutory hold period pursuant to applicable Canadian securities laws. The offering document related to this Offering can be accessed under Cloud Nine's profile at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.cloud9web3.com](http://www.cloud9web3.com).

On Behalf of the Board,  
**CLOUD NINE WEB3 TECHNOLOGIES INC.**

Lucas Russell  
President & CEO  
(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:**

Paul Searle  
Corporate Communications  
Citygate Capital Corp  
Phone: (778) 240-7724  
[psearle@citygatecap.com](mailto:psearle@citygatecap.com)

*Neither the Canadian Securities 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 contained herein.*

**Forward-Looking Statements**

*Forward-looking statements in this news release may include, but are not limited to, statements relating to those in respect of the proposed Offering, including the size, pricing and timing thereof, the type of securities being offered thereunder, the investors participating therein, the intended use of proceeds therefrom, and the conditions and approvals required and applications being filed in connection therewith. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Certain of these risks are set out in more detail in the Company's Annual Information Form for the financial year ended September 30, 2022, dated as of January 17, 2023 which has been filed on SEDAR and can be accessed at [www.sedar.com](http://www.sedar.com). The forward-looking statements contained in this news release are made as of the date hereof, and except as may be required by applicable securities laws, the Company assumes no obligation or intent to update publicly or revise any forward-looking statements made herein or otherwise, whether as a result of new information, future events or otherwise.*