

## OTCQB Certification

I, Swapan Kakumanu, CFO of MetaWorks Platforms, Inc. (“the Company”), certify that:

1. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (mark the box below that applies with an “X”):

**REGISTERED or REPORTING WITH THE SEC:**

- Company is registered under Section 12(g) of the Exchange Act  
 Company is reporting under Section 15(d) of the Exchange Act.  
 Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act  
 Company is reporting under Regulation A (Tier 2)  
 Other (describe) \_\_\_\_\_

**EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATIONS:**

- Company is exempt from registration under Exchange Act Rule 12g3-2(b)  
 Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator  
 Company is reporting under the Alternative Reporting Company Disclosure Guidelines and is otherwise exempt from registration and not required to file periodic reporting

2. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC’s EDGAR system or the OTC Disclosure & News Service, as applicable.
3. The company is duly organized, validly existing and in good standing under the laws of Nevada in which the Company is organized or does business.
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

US Trading Symbol		<u>MWRK</u>	<u>As of (date):</u>
Shares Authorized	(A)	<u>400,000,000</u>	<u>3-14-23</u>
Total Shares Outstanding	(B)	<u>85,645,066</u>	<u>3-14-23</u>
Number of Restricted Shares <sup>1</sup>	(C)	<u>5,738,920</u>	<u>3-14-23</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>0</u>	<u>3-14-23</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>79,906,146</u>	<u>3-14-23</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> <sup>2</sup>	(F)	<u>93%</u>	<u>3-14-23</u>
Number of Beneficial Shareholders of at least 100 shares <sup>3</sup>	(G)	<u>9,305</u>	<u>3-14-23</u>

<sup>1</sup> Restricted Shares means securities that are subject to resale restrictions for any reason. Your transfer agent should be able to provide the total number of restricted securities.

<sup>2</sup> Public Float means the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a “10 percent Control Person”), or any Affiliates thereof, or any Family Members of officers, directors, and control persons. Family Member shall mean a Person’s spouse, parents, children, and siblings, whether by blood, marriage or adoption, or anyone residing in such Person’s home. OTCQB traded securities are required to have a freely traded public float of at least 10% of the shares outstanding unless an exemption applies.

<sup>3</sup> Beneficial Shareholder means any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security. OTCQB traded securities are required to have at least 50 beneficial shareholders unless an exemption applies.

5. Convertible Debt:

The following is a complete list of all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer’s equity securities that were issued or outstanding at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification. **(If the note is no longer outstanding as of the current date, but was outstanding during the previously described timeframe, the note must still be disclosed in the table below.):**

Check this box if there were no promissory notes, convertible notes, or other convertible debt arrangements issued or outstanding at any point during this time period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) <sup>4</sup>	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion <sup>5</sup>	Name of Noteholder (entities must have individual with voting / investment control disclosed). <sup>6</sup>	Reason for Issuance (e.g., Loan, Services, etc.)
11/6/22	130,771	78,463	11/8/23	Upon default convert into common shares at lowest price prior 25 trading days	0	980,788	1800 Diagonal Lending LLC  Stephen Czarnik	Loan
<b>Total Outstanding Balance:</b>		78,463		<b>Total Shares:</b>	0	980,788		

Use the space below to provide any additional details, including footnotes to the table above:

\_\_\_\_\_

6. The following is a complete list of any law firm(s) and attorney(s) that acted as the Company’s primary legal counsel in preparing its most recent annual report. **Include the firm and attorney(s) name if outside counsel, or name and title if internal counsel.** (If no attorney assisted in putting together the disclosure, identify the person(s) who prepared the disclosure and their relationship to the company.) Please also identify any other attorney, if different than the primary legal counsel, that assisted the company during the prior fiscal year on any matter including but not limited to, preparation of disclosure, press releases, consulting services, corporate action or merger assistance, etc.

Clark Wilson

<sup>4</sup> The Outstanding Balance is to include accrued interest.

<sup>5</sup> The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any “blockers” or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

<sup>6</sup> International Reporting Companies may elect not to disclose the names of noteholders who are non-affiliates of the company. “Affiliate” is a Person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, an officer, a director, or a shareholder beneficially owning 10 percent or more of the Company’s outstanding shares.

Virgil Hlus

DLA Piper  
Michael Flur

Alliance Legal Partners  
Jeffrey Marks

7. The following is a complete list of third-party providers, engaged by the Company, its officers, directors or controlling shareholders, at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification, to provide investor relations services, public relations services, marketing, brand awareness, consulting, stock promotion, or any other related services to the Company. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None".

Rolly Bustos  
1804, 1410 1<sup>st</sup> Street SE  
Calgary, AB T2G 5T7 Canada  
Public Relations, Marketing, Investor Relations

Clark Wilson LLP  
885 W. Georgia Street #900  
Vancouver, BC V6C 3H1 Canada  
Virgil Hlus  
Corporate Counsel

Haynie & Company  
1785 W. 2300 S  
Salt Lake City, Utah 84119  
Mark Anderson  
Auditor

Integritat CPA  
9858 Clint Moore Road Ste C111-166  
Boca Raton, Florida 33496  
Cicely Parada-Obreque  
Auditor

Business Instincts Group  
L120 2303-4 Street SW  
Calgary, AB T2S 2S7 Canada  
Erika Racicot  
Product Development, Business Development

Strategic Financial Corp  
Suite 400, Strategic Center  
630-8 Ave SW  
Calgary, Alberta T2P 1G6 Canada  
Travis Callaway  
Capital Markets, Financial Strategy

Segus Holdings Ltd  
2140 S. Dupont Hwy  
Cameron, Delaware 19934

Business & Capital Markets Strategy

Red to Black  
193 Simcoe Circle SW  
Calgary, Alberta T3H 4S3 Canada  
Swapam Kakumanu  
Accounting

On-Chain LLC  
4023 E 115<sup>th</sup> Street  
Kansas City, Missouri 64137  
Mike Arbach  
Technology Development

Jamie Clark  
4 Heathcliff Court  
Quispamis, NB E2E 4Z1 Canada  
Project Management

Erika Racicot  
1344 Norfolk Drive NW  
Calgary, Alberta T2K 5P6 Canada  
Project Management

Andrew Clarke  
160 Rutledge Street  
Bedford, NS B4A 1X6 Canada  
Project Management

FiveOne Global LLC  
51 Briarwoods Terrace  
Trumbull, CT 06611  
Joel Satin  
Business Development

JB Business Development  
1310 Parker Place  
Brentwood, TN 37027  
Johnny Green  
Business Development

Alliance Legal Partners  
9 Chatelaine  
Newport Coast, Ca 92657  
Jeffrey Marks  
Legal Services

Crown & Ace  
520-2508 Watson Street  
Vancouver BC, V5T 3G9 Canada  
Billie Jo Ansen  
Project Management

DLA Piper LLP  
555 Mission Street, Suite 2400  
San Francisco, Ca 94105

Michael Fluhr  
Legal Services

Enderby Entertainment  
9440 Santa Monica Blvd, Suite 301  
Los Angeles, Ca 90201  
Don Monaco  
Project Management

Barrett-Jackson Auction Co LLC  
15555 North 79<sup>th</sup> Place, Suite A  
Scottsdale, Arizona 85260  
Project Management

Alex Dueling  
288 Champion Road  
Port Angeles, Wa 98362  
Marketing

Charles Soto  
4 Deerfield Drive  
Sandy Hook, Ct 06482  
Marketing

En Passant Digital  
7267 Purple Sage  
Park City Ut 84098  
Bryce Baker  
Marketing

Jeremy Levin  
115 Clearview Drive  
Port Moody BC V3H 2S7 Canada  
Marketing

Los Angeles Distribution & Broadcasting  
2107 W. Alameda Ave  
Burbank, Ca 91506  
Marketing

Luna Worldwide  
1319 11<sup>th</sup> Suite #10  
Santa Monica, Ca 90407  
Staci Griesbach  
Marketing

Beers, Hammerman, Cohen & Burger PC  
234 Church St  
New Haven, Ct 06510  
CPA- Tax Preparation

M2 Compliance  
74075 El Paseo, Suite B3  
Palm Desert, Ca 92260  
Edgar Filing Agent

Odyssey Trust  
1230-300 S. Ave SW  
Calgary, AB T2P 3C4 Canada  
Transfer Agent  
OTC Markets Group  
300 Vesey St 12<sup>th</sup> Floor  
New York, NY 10282  
OTCQB Listing

Chaos Point  
549 Woodbine Blvd SW  
Calgary, AB T2W 4PS Canada  
Darren Stewart  
Marketing

Nathan Ricci  
29726 N. 63<sup>rd</sup> St  
Cave Creek, Az 85331  
Project Management

Utopia Apex VR  
980 Skeena Dr  
Kelowna BC V1V 2K7 Canada  
Technology Development

PCG Holdings  
150 E. 58<sup>th</sup> Street 16<sup>th</sup> Floor  
New York, NY 10155  
Jeff Ramson  
Corporate Strategy

8. Officers, Directors and 5% Control Persons:

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners of five percent (5%) or more of any class of the issuer's equity securities), including name, address, and number of shares owned. Preferred shares, options, warrants that can be converted into common shares within the next 60 days should be included in the shareholdings listed below. **If any of the beneficial shareholders are corporate entities, provide the name and address of the person(s) owning or controlling such corporate entities. If the corporate entity owning 5% or more does not have a person(s) owning or controlling it, provide a note explaining why. For nominee accounts owning 5% or more, provide the name of the 5% beneficial shareholder for this account. If there are no beneficial shareholders of 5% or more behind a nominee account, add a note confirming this.**

Name (First, Last)	Position/company affiliation (ex: CEO, 5% control person)	City and State (and Country if outside US)	Number of Shares Owned (list common, preferred, warrants and options separately)	Class of shares owned	Percentage of Class of Shares Owned (undiluted)
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Bruce Elliott	Former President	6 Kermode Road Crosby, Isle of Man 1M4 4BZ	Options 333,333	Common	Less than 1%
Scott Gallagher	President	3903 Northdale Blvd #100E, Tampa Florida 33624	Options 333,333	Common	Less than 1%
Swapan Kakumanu	CFO	193 Simcoe Circle SW, Calgary AB T3H 4S3	Common 187,857 Options 1,250,000	Common	1.7%
Cameron Chell	Executive Chairman	1684 Malkin Creek Road, Bowen Island, BC V09 1G2	Common 213,034 Options 1,650,000	Common	2.2%
James Geiskopf	Lead Director	3250 Oakland Hills Court, Fairfield, Ca 94534	Common 2,637,857 Options 1,500,000	Common	4.8%
Edmund Moy	Director	4251 Campbell Ave #313, Arlington Va 22206	Options 401,800	Common	Less than 1%
Shelly Murphy	Director	1803 W. Encicas, Gilbert Az 85223	Common 900,000 Options 1,150,000	Common	1.3%

Use the space below to provide any additional details, including conversion terms of any class of the issuer's equity securities:

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9. Certification:

Date: March 22, 2022

Name of Certifying CEO or CFO: Swapan Kakumanu

Title: CFO

Signature:  \_\_\_\_\_  
(Digital Signatures should appear as "/s/ [OFFICER NAME]")