

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>04-19-2024</u>
Total Shares Outstanding	(B)	<u>117,452,923</u>	<u>04-19-2024</u>
Number of Restricted Shares ¹	(C)	<u>47,823,573</u>	<u>04-19-2024</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>0</u>	<u>04-19-2024</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>69,629,350</u>	<u>04-19-2024</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> ²	(F)	<u>59.28%</u>	<u>04-19-2024</u>
Number of Beneficial Shareholders of at least 100 shares ³	(G)	<u>9,270</u>	<u>04-19-2024</u>

¹ 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.

² 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.

³ 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 (\$) ⁴	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 ⁵	Name of Noteholder (entities must have individual with voting / investment control disclosed). ⁶	Reason for Issuance (e.g., Loan, Services, etc.)
11/6/22	130,771	0	11/8/23	Upon default convert into common shares at lowest price prior 25 trading days	0	0	1800 Diagonal Lending LLC Stephen Czarnik	Loan
04/03/23	100,298	0	02/15/24	Upon default convert into common shares at lowest price prior 25 trading days	0	0	1800 Diagonal Lending LLC Stephen Czarnik	Loan
09/08/23	133,074	70,402	07/15/24	Upon default convert into common shares at lowest price prior 25 trading days	0	7,040,200	1800 Diagonal Lending LLC Stephen Czarnik	Loan
12/06/23	52,500	52,500	09/15/24	Convert into common shares at lowest price prior 30 trading days	0	5,250,000	1800 Diagonal Lending LLC Stephen Czarnik	Convertible Note
07/07/23	700,000	700,000	07/24/24	Converts to common shares at \$0.10	0	7,000,000	Apex VR Holdings Inc. Stuart Gray	Convertible Note

⁴ The Outstanding Balance is to include accrued interest.

⁵ 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.

⁶ 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.

07/07/23	154,200	154,200	07/24/24	Converts to common shares at \$0.10	0	1,542,000	Apex VR Holdings Inc. Stuart Gray	Convertible Note
Total Outstanding Balance:		977,102	Total Shares:		0	20,832,200		

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
Virgil Hlus

DLA Piper
Michael Flur

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".

Broadridge
PO BOX 416423
Boston, MA, 02241-6423
Shagun Sharma
Shareholder meetings

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

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

GSD Group

214 E Roosevelt St.
Phoenix, AZ. 85004
Business Development

Mohawk Management Inc.
1039 Robinson Rd.
Mohawk, NY, 13407
Strategic Consulting

Michele McBride
39 South St.
Red Bank, NJ. 07701
Strategy Consulting

Wild Horse Films LLC
8306 Wilshire #3003
Beverly Hills, CA., 90211
George Furla
Consulting

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

National Inflation Association
112 Camp Ln.
Mooresville, NC, 28117
Gerard Adams
Marketing Services

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

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

Charles Soto

4 Deerfield Drive
Sandy Hook, Ct 06482

Odyssey Trust
1230-300 S. Ave SW
Calgary, AB T2P 3C4 Canada
Transfer Agent

OTC Markets Group
300 Vesey St 12th Floor
New York, NY 10282
OTCQB Listing

Canadian Securities Exchange
100 King St W., Suite 7210
Toronto, On, CA, M5X 1E1
SEC complicity

M2 Compliance LLC
501 East Las Olas Blvd., Suite 300
Fort Lauderdale, FL., 33301
Edgar Filing Agent

Square Root Solutions
Kiltown, Caslecorner
Kilkenny, IR, R95 DX6E
Product Development

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

Cory Braden
11-1308 Rutland Rd N
Kelowna, BC., ViX4Z3
Technology Development

Scott Gamble
12901 Prairie Rd.
Summerland, BC. V0H 1Z8
Technology Development

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)
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	Common 1,306,714 Options 5,000,000	Common	1.1%
Swapan Kakumanu	CFO	193 Simcoe Circle SW, Calgary AB T3H 4S3	Common 187,857 Options 6,400,000	Common	Less than 1%
Cameron Chell	Executive Chairman	1684 Malkin Creek Road, Bowen Island, BC V09 1G2	Common 142,034 Options 4,900,000	Common	Less than 1%
James Geiskopf	Lead Director	3250 Oakland Hills Court, Fairfield, Ca 94534	Common 2,637,857 Options 6,600,000	Common	2.25%
Edmund Moy	Director	4251 Campbell Ave #313, Arlington Va 22206	Options 1,800,000	Common	Less than 1%
Shelly Murphy	Director	1803 W. Encicas, Gilbert Az 85223	Common 1,400,000 Options 1,500,000	Common	1.19%

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

9. Certification:

Date: April 22, 2024

Name of Certifying CEO or CFO: Swapan Kakumanu

Title: CFO

Signature: /s/ Swapan Kakumanu

(Digital Signatures should appear as "/s/ [OFFICER NAME]")