
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **October 6, 2023**

METAWORKS PLATFORMS, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

000-55049

(Commission
File Number)

27-3098487

(IRS Employer
Identification No.)

3250 Oakland Hills Court, Fairfield, CA 94534

(Address of principal executive offices and Zip Code)

Registrant's telephone number, including area code: **424.570.9446**

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Nil	N/A	N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.02 Unregistered Sales of Equity Securities.

On October 6, 2023, we closed on a promissory note and entered into a promissory note agreement that was dated September 5, 2023 with one subscriber (the “Holder”) to raise a net amount of US\$104,250, pursuant to the terms and subject to the conditions of the unsecured promissory note issued to the Holder (the “Promissory Note”).

The Promissory Note is in the amount of US\$119,887.50, plus a one-time interest charge of 11% (US\$13,187), which accrues on issuance of the Promissory Note, is unsecured and matures on July 15, 2024. We also agreed to an original issuance discount of US\$15,637.50.

The total amount of the Promissory Note of US\$133,074.50 (including principal and interest) will be repaid in ten payments each in the amount of US\$13,307.40, the first payment due on October 15, 2023, with nine subsequent payments each month thereafter. We will have a five day grace period with respect to each payment.

In the event of a default, the Promissory Note is convertible into shares of our common stock. In a default situation the Holder will have the right to convert all or any part of the outstanding and unpaid amount of the Promissory Note into shares of our common stock at a conversion price that is equal to the lowest trading price for the shares of common stock during the 25 trading days prior to the conversion date. Upon the occurrence and during the continuation of any event of default, the Promissory Note will immediately become immediately and payable and, if we wish to repay the Promissory Note in cash, we must pay an amount equal to 200% of the then outstanding principal amount of the Promissory Note plus accrued and unpaid interest on the unpaid principal amount of the Promissory Note plus any default interest, if any.

We issued the Promissory Note and intend to issue shares of our common stock upon conversion of the Promissory Note to one U.S. person (as that term is defined in Regulation S of the Securities Act of 1933, as amended) and in issuing these securities, we relied or will rely on the exemptions from the registration requirements of the Securities Act of 1933 provided by Section 4(a)(2) of the Securities Act of 1933 and/or Rule 506 promulgated under the Securities Act of 1933.

Item 7.01 Regulation FD Disclosure.

A news release dated October 11, 2023 is furnished herewith as Exhibit 99.1.

A news release dated October 12, 2023 is furnished herewith as Exhibit 99.2.

In accordance with General Instruction B.2 of Form 8-K, the information in Item 7.01 of this current report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed to be “filed” for purposes of Section 18 of the *Securities Exchange Act of 1934* (the “**Exchange Act**”), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed under the *Securities Act of 1933* or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

99.1 [News release dated October 11, 2023](#)

99.2 [News release dated October 12, 2023](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

METAWORKS PLATFORMS, INC.

/s/ Scott Gallagher

Scott Gallagher
President

October 13, 2023

THIS NEWS RELEASE IS NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES FOR DISSEMINATION IN THE UNITED STATES



Metaworks Platforms, Inc. Enters Into Promissory Note Agreement

Fairfield, CA. October 11, 2023 – MetaWorks Platforms, Inc. (“MetaWorks” or the “Company”), (CSE: MWRK and OTCQB: MWRK), an award-winning Web3 blockchain platform provider, is pleased to announce that it has entered into a promissory note agreement with one subscriber (the “Holder”) to raise a net amount of US\$104,250, pursuant to the terms and subject to the conditions of the unsecured promissory note issued to the Holder (the “Promissory Note”).

Here are the details of the transaction:

- The Promissory Note in the amount of US\$119,887.50, plus a one-time interest charge of 11% (\$13,187), which accrues on issuance of the Promissory Note, is unsecured and matures on June 30, 2024 (the “Maturity Date”)
- The Company also agreed to an original issuance discount of US\$15,637.50.
- The total amount of the Promissory Note of US\$133,074.50 (including principal and interest) will be repaid in ten (10) payments each in the amount of US\$13,307.40, the first payment due on September 30, 2023, with nine (9) subsequent payments each month thereafter. The Company shall have five (5) day grace period with respect to each payment.
- In the event of a default, the Promissory Note is convertible into shares of common stock of the Company. In a default situation the Holder shall have the right to convert all or any part of the outstanding and unpaid amount of the Note into shares of common stock of the Company at a conversion price that is equal to the lowest trading price for the shares of common stock during the twenty-five (25) trading days prior to the conversion date. Upon the occurrence and during the continuation of any event of default, the Promissory Note shall immediately become immediately and payable and, if the Company wishes to repay the Promissory Note in cash, the Company shall pay an amount equal to 150% of the then outstanding principal amount of the Promissory Note plus accrued and unpaid interest on the unpaid principal amount of the Promissory Note plus any default interest, if any.

About MetaWorks Platforms, Inc.

MetaWorks Platforms, Inc. (CSE: MWRK and OTCQB: MWRK) is an award-winning full-service blockchain and Web3 development platform that empowers Fortune 5000 brands to create and monetize their metaverse. www.MusicFX.io, is a leading digital community connecting artists to their fan bases through NFTs.

For more information on MetaWorks, please visit us at www.metaworksplatforms.io. For additional investor info, visit www.metaworksplatform.io or www.sedar.com, and www.sec.gov, searching MWRK.

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MetaWorks Platforms, Inc. Clarifies Terms of Promissory Note

Fairfield, CA. October 12, 2023 – MetaWorks Platforms, Inc. (“MetaWorks” or the “Company”), (CSE: MWRK and OTCQB: MWRK), an award-winning Web3 blockchain platform provider, announces that further to its News Release of October 11, 2023 (the “**Release**”), announce that the maturity date and first payment date of the promissory note (the “**Promissory Note**”) in the amount of US\$119,887.50 were incorrectly stated. The correct maturity date is July 15, 2024 and the correct first payment date is October 15, 2023. All other information in the Release remains the same.

About MetaWorks Platforms, Inc.

MetaWorks Platforms, Inc. (CSE: MWRK and OTCQB: MWRK) is an award-winning full-service blockchain and Web3 development platform that empowers Fortune 5000 brands to create and monetize their metaverse. www.MusicFX.io, is a leading digital community connecting artists to their fan bases through NFTs.

For more information on MetaWorks, please visit us at www.metaworksplatforms.io. For additional investor info, visit www.metaworksplatform.io or www.sedar.com, and www.sec.gov, searching MWRK.

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