

FORM 51-102F3

Material Change Report

Item 1. Name and Address of Issuer

**World Wide Warranty, Inc.
1455 Bellevue Avenue, #300
West Vancouver, BC V7T 1C3**

Item 2. Date of Material Change

May 5, 2004

Item 3. Press Release

Press release dated May 5, 2004 disseminated through the facilities of Stockwatch and Market News.

Item 4. Summary of Material Change

The Issuer has completed a non-brokered private placement of 4,208,668 common shares, raising gross proceeds of \$505,000.

Item 5. Full Description of Material Change

See attached news release.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

This report is not being filed on a confidential basis.

Item 7. Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

Item 8. Executive Officer

To obtain further information, please contact the President & CEO of the Issuer, Scott S. Walker, at (604) 922-0305.

Item 9. Date of Report

May 11, 2004.



FOR IMMEDIATE RELEASE

For Further Information, please contact:
World Wide Warranty, Inc.
604.922.0305
877.999.1915

May 5, 2004

Trading Symbol: WWI: TSXV

World Wide Warranty Announces Closing of \$500,000 Private Placement

World Wide Warranty, Inc. d/b/a W3 Solutions (the "Issuer") today announced the completion of a non-brokered private placement of 4,208,668 common shares for gross proceeds of \$505,000. The shares are subject to a 4-month hold period expiring on September 1, 2004. The private placement was first announced by press release on April 5, 2004.

Scott Walker, President and CEO, commented, "We are very pleased with the response to this private placement which will provide us working capital to accelerate the growth of the company and materially increase our ability to deliver product into a rapidly expanding market place."

The Issuer also announces that it has terminated the proposed financing with a limited partnership announced on August 22, 2003.

For and on behalf of

World Wide Warranty, Inc.

"Scott Walker"

Scott S. Walker
President & CEO

About World Wide Warranty, Inc. d/b/a W3 Solutions

W3 Solutions, based in Vancouver, Canada and trading on the TSX Venture Exchange (Symbol: WWI), is a leading provider of post sale customer management solutions including extended warranties, after-market affinity products and customer support programs. With over 100 years of management experience in traditional business sectors, W3 Solutions is an exemplary provider of out-sourced customer management expertise.

W3 Solutions is a registered Trade name, Service Mark or Trademark of World Wide Warranty, Inc.

Additional corporate information is available at www.theW3solution.com

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the contents of this news release.