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Cloud3 Ventures Inc. Announces Private Placement and Expands Presence in Decentralized Infrastructure and Decentralized Finance (DeFi) with Lif3 Ecosystem

Toronto, Ontario – February 4, 2025 – Cloud3 Ventures Inc. (“**Cloud3**” or the “**Company**”) (CSE: [CLDV](#)) (OTC Pink: [CLDVF](#)) (FSE: [WQ4](#)) is pleased to announce a non-brokered private placement to raise up CAD\$500,000 at CAD\$0.30 per Subordinate Voting Share (the “**Financing**”) in conjunction with its strategic capital deployment. Cloud3 Ventures is dedicated to the operation of Blockchain and Decentralized Physical Infrastructure Network (dePIN) nodes as well as Decentralized Finance (DeFi). This move marks a significant milestone in Cloud3’s commitment to decentralized technology and infrastructure innovation.

Strategic Investment and Launch

Cloud3 Venture’s first strategic capital deployment will be focusing on the Lif3 Ecosystem. Within the Lif3 Ecosystem, Cloud3 ventures will be operating nodes on the Lif3 Chain Alpha Mainnet and Autumn Mainnet. Other activities will include staking and supporting projects such as Tomb and FTM which are connected with the Lif3 ecosystem.

“LIF3 represents a groundbreaking force in the DeFi space, offering unparalleled liquidity solutions and a comprehensive suite of decentralized applications,” stated **David Nikzad, CEO of Cloud3 Ventures Inc.** “By becoming a major node operator, we aim to contribute meaningfully to the network’s decentralization and growth, while also capturing the immense value that LIF3 is poised to deliver across the blockchain landscape.”

“Cloud3’s decision to invest and support the Lif3 Ecosystem by becoming one of the first major node operators on the network shows the commitment of Decentralization by the Lif3 ecosystem. Having invested in the Lif3 Ecosystem from Day 1, bringing on additional partners into the ecosystem to support the vision of bringing DeFi to the consumer has been key for the organic growth of the project,” says **Managing Director of Quantum Fintech Group, Harry Yeh.** “David’s team and experience in growing technology companies in Silicon Valley and experience in the blockchain and crypto space make them the perfect partner to grow with.”

This strategic partnership combines a public entity vehicle and a decentralized full stack solution which includes curated Layer-1 blockchain infrastructure, DeFi swaps, stable assets, collateralized lending and a consumer mobile wallet. This partnership pioneers public market access to Decentralized Finance. (DeFi).

Financing

Pursuant to the Financing, the Company proposes to issue up to 1,666,667 SVS Shares for gross proceeds of up to CAD\$500,000. The Company retains the right to vary the size of the Financing. The Company has received commitments for up to 80% of the Financing, and anticipates to close the Financing in two tranches. The securities issued under the Financing will be subject to a hold period under applicable Canadian securities laws expiring four months and one day from the closing date of the Financing.

The Company plans to use the proceeds of the Financing for general working capital purposes and for deployment into strategic investments. The closing of the Financing is subject to certain conditions including, but not limited to, the submission of all required forms to the Canadian Securities Exchange.

Certain directors of the Company are expected to participate in the Financing. Such participation will be considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 ("**MI 61-101**"). The Company anticipates relying on exemptions from the minority shareholder approval and formal valuation requirements applicable to the related-party transactions under sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of the securities to be issued to, nor the consideration to be paid by, such persons is anticipated to exceed 25% of the Company's market capitalization.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any securities in any jurisdiction in which such offer, solicitation, or sale would be unlawful. The securities of the Company have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**1933 Act**"), or any state securities laws and may not be offered or sold in the "United States" or to "U.S. persons" (as such terms are defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

About Lif3

[Lif3.com](https://lif3.com) is revolutionizing the blockchain industry with its omni-chain DeFi ecosystem and curated Layer-1 blockchain. The self-custody Lif3 Wallet, available on the [App Store](#) and [Google Store](#), empowers users by unlocking the full potential of Web3, transforming consumer DeFi, Gaming, iGaming, music, entertainment, and more. \$LIF3 is currently listed on [Bitfinex](#), [Bitmart](#), and [MEXC](#).

To learn more about LIF3, visit lif3.com.

For more information, users can contact: media@lif3.com

Social Media

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About Quantum Fintech Group

Quantum Fintech Group is a private investment group founded in 2020, and is focused on providing superior returns in the alternative asset space focusing specifically on blockchain investments.

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About Cloud3 Ventures Inc.

Cloud3 Ventures is dedicated to advancing the capabilities and adoption of decentralized technologies through strategic investments and operational excellence. Cloud3 Ventures Inc., is committed to building and maintaining critical decentralized infrastructure across multiple blockchain networks.

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Cautionary Note Regarding Forward-Looking Statements

Certain information set forth in this news release may contain forward-looking statements that involve substantial known and unknown risks and uncertainties, certain of which are beyond the control of the Company. Forward-looking statements are frequently characterized by words such as “plan”, “continue”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate”, “may”, “will”, “potential”, “proposed” and other similar words, or statements that certain events or conditions “may” or “will” occur or be achieved and other similar expressions. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made. In the news release, such forward-looking statements include, but are not limited to, statements regarding the Company’s performance, business objectives, milestones and the potential outcomes from its development contained therein.

In making the forward-looking statements in this news release, the Company has applied several material assumptions, including without limitation: the Company’s ability to comply with all applicable regulations and laws, including environmental, health and safety laws; the success of 4worlds as a metaverse universe and a DAO on the Bitcoin blockchain; the experience of Orthogonal’s advisory board to oversee the project; the Company has sufficient working capital for future operating activities; the ability of the Company to achieve its business objectives and milestones and the anticipated timing of execution; the Company’s ability to continue as a going concern; the Company’s ability to achieve profitability in the 2025 fiscal year; the Company’s ability to obtain additional financing for continued operations on terms acceptable to the Company outlined herein.

The above lists of forward-looking statements and assumptions are not exhaustive. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated or implied by such forward-looking statements due to a number of factors and risks. These include: changes in general economic, business and political conditions, including changes in the financial markets; consents or authorizations required; changes in laws, regulations and policies affecting the Company’s operations; currency fluctuations; environmental issues and liabilities; the inability of the Company to obtain additional financing for continued operations on terms acceptable to the Company; the lack of control over the Company’s investees; risks relating to investing in the SVS; volatility in the market price of the Company’s SVS; dilution of shareholders’ holdings; negative operating cash flow; the negative effects of interest rate and exchange rate changes; risks relating to the Company’s reliance on key employees; limitations in the liquidity of the SVS; litigation risks; risks with the integration of new businesses and

acquisitions; risks related to the Company's status as an "emerging growth company" under the U.S. securities laws; the Company's inability to expand into new business areas and geographic markets; management of growth; the risk of defaulting on existing debt; the Company's inability to continue as a going concern; and the Company's inability to achieve profitability in 2025.