



Cloud3 Ventures Inc. Announces Debt Settlement

Toronto, Ontario – February 18, 2025 – Cloud3 Ventures Inc. (“**Cloud3**” or the “**Company**”) (CSE: [CLDV](#)) (OTC Pink: [CLDVF](#)) (FSE: [WQ4](#)), is pleased to announce that it intends to settle up to CAD\$468,000 (the “**Debt**”) of accrued liabilities for fees and expenses owed to certain creditors of the Company (the “**Debt Settlement**”). The Company expects to settle the Debt by issuing up to a total of 2,340,000 Subordinate Voting Shares (“**SVS**”) at a deemed price of \$0.20 per share. The Company is proposing the Debt Settlement to preserve its funds for operations and continued growth opportunities. It is anticipated that the shares to be issued under the Debt Settlement will be subject to a hold period under applicable Canadian securities laws expiring four months and one day from the closing date of the debt settlement, unless approval from the CSE is received. The Debt Settlement is subject to the receipt of all regulatory approvals, including the approval of the CSE.

An insider is expected to participate in the Debt Settlement. Accordingly, the issuance of shares under the Debt Settlement to the insider will be considered a “related party transaction” as such term is defined under Multilateral Instrument 61-101 (“**MI 61-101**”), as the insider is a “related party” (for the purposes of MI 61-101) of the Company by virtue of holding beneficial ownership of more than 10% of the voting rights attached to all the outstanding voting securities of the Company. The Company intends to rely on exemptions from the minority shareholder approval and formal valuation requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the transaction will not be more than 25% of the Company's market capitalization.

About Cloud3 Ventures Inc.

Cloud3 Ventures Inc. is a Canadian company that operates at the forefront of blockchain innovation. Specializing in the LIF3 ecosystem, the Company provides strategic investments and infrastructure solutions to enable the next generation of decentralized applications.

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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.