



Cloud3 Ventures Inc. Announces Issuance of Shares for Debt Settlement

Toronto, Ontario – February 26, 2025 – Cloud3 Ventures Inc. (“**Cloud3**” or the “**Company**”) (CSE: [CLDV](#)) (OTC Pink: [CLDVF](#)) (FSE: [WQ4](#)), is pleased to announce that it has issued an aggregate of 2,340,000 Subordinate Voting Shares (“**SVS**”) at a deemed price of CAD\$0.20 per share to settle aggregate debt of CAD\$468,000 of accrued liabilities owed to an insider and a consultant (the “**Debt Settlement**”). The securities issued under the Debt Settlement to the insider are subject to a hold period under applicable Canadian securities laws expiring four months and one day from the closing date of the debt settlement.

The Debt Settlement is considered to be 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 SVS of the Company. The Company has relied 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 is not more than 25% of the Company's market capitalization. The Company did not file a material change report 21 days prior to the closing date of the Debt Settlement as details of the participation of insider in the Debt Settlement was unknown at such time.

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 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 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.