



**NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES AND DOES NOT CONSTITUTE AN OFFER OF THE SECURITIES DESCRIBED HEREIN**

**Cloud3 Ventures Inc. Announces Closing of Over-Subscribed Private Placement, Welcomes Strategic Investment from Lif3.One Ltd., Strengthening Market Position and Paving the Way for Expansion and Engages Integral Wealth Securities for Market-Making Services**

**Toronto, Ontario – February 26, 2025** – Cloud3 Ventures Inc. (“**Cloud3**” or the “**Company**”) (CSE: [CLDV](#)) (OTC Pink: [CLDVF](#)) (FSE: [WQ4](#)) proudly announces the successful closing of an over-subscribed private placement, raising CAD\$768,633.42 through the issuance of 2,562,112 Subordinate Voting Shares (SVS) at CAD\$0.30 per share. The strong demand for this Financing underscores the market’s confidence in Cloud3’s vision and growth strategy.

### **Strategic Investment Highlights**

- **Lif3.One Ltd. Participation:** A significant portion of the Financing was led by Lif3.One Ltd., a Singapore-based investment firm co-founded by Harry Yeh and Jonathan Teo, two industry leaders in blockchain and decentralized finance (DeFi). This partnership reinforces Cloud3’s position as a driving force in the blockchain infrastructure and digital asset ecosystem.
- **Acquisition of Lif3 Tokens:** As part of this transaction, Cloud3 has acquired over 111 million Lif3 Tokens, deepening its integration within the rapidly expanding Lif3 ecosystem and positioning itself for strategic opportunities within the DeFi sector.
- **Insider Commitment:** CEO and co-founder David Nikzad, and co-founder Jason Hobson, participated in the Financing, acquiring 952,000 SVS, demonstrating their long-term confidence in the Company’s growth trajectory.

### **About Lif3.One Ltd. and Its Founders**

Lif3.One Ltd. is a Singapore-based investment firm specializing in blockchain innovation, DeFi, and digital asset infrastructure. Led by industry veterans Harry Yeh and Jonathan Teo, the firm invests in transformative blockchain ecosystems with a focus on global impact.

- **Harry Yeh:** Managing Director of Quantum Fintech Group, a pioneering blockchain and cryptocurrency investment firm. Harry has played a pivotal role in the development of DeFi protocols, digital asset markets, and institutional-grade crypto solutions.
- **Jonathan Teo:** A visionary investor with deep expertise in blockchain infrastructure and high-growth technology companies. As a co-founder of Lif3.One Ltd., Jonathan brings strategic foresight and a track record of scaling next-generation financial ecosystems.

### **Cloud3’s Future Expansion Strategy**

With this infusion of capital and strategic alignment, Cloud3 is poised for accelerated growth, with several key initiatives underway:

- **Upcoming Financing Round:** Following the strong demand for this private placement, Cloud3 is preparing for an additional capital raise, which has already garnered significant interest from institutional investors and strategic partners.
- **Expansion of Digital Assets & Blockchain Investments:** Cloud3 is actively evaluating new DeFi protocols, blockchain projects, and digital assets to further diversify its ecosystem and enhance its market positioning.
- **Exploring U.S. Markets:** Cloud3 is actively exploring opportunities in the U.S. markets, aiming to enhance liquidity, attract a broader investor base, and drive shareholder value. Discussions with regulatory advisors and exchange representatives are currently underway.

### **CEO's Statement**

"We are incredibly excited to welcome Lif3.One Ltd. as a strategic investor," said David Nikzad, CEO and Co-Founder of Cloud3 Ventures Inc. "Having blockchain visionaries like Harry Yeh and Jonathan Teo support our platform is a testament to Cloud3's strength and potential. This investment is not just about capital, it's about executing a shared vision for the future of blockchain and decentralized finance. We are laser-focused on scaling Cloud3 to new heights, integrating high-value assets, and positioning ourselves for long-term success. This is just the beginning."

### **Regulatory Compliance**

In accordance with Canadian Securities Exchange (CSE) policies, the closing of the Financing is subject to certain conditions including, but not limited to, the submission of all required forms to the CSE. The securities issued under the Financing are subject to a four-month and one-day hold period from the closing date of the Financing under Canadian securities laws. The Company plans to use the proceeds of the Financing for general working capital purposes and for deployment into strategic investments.

The participation of David Nikzad and Jason Hobson in the Financing is considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 ("**MI 61-101**"). 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 neither the fair market value of the securities to be issued to, nor the consideration to be paid by, such persons exceeded 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 Financing as details of the respective participation of such insiders in the Financing was unknown at such time.

This announcement does not constitute an offer to sell or a solicitation of an offer to buy any securities in jurisdictions where such actions would be unlawful. The securities have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements

### **Market-Making Services**

The Company has entered into a letter agreement with Integral Wealth Securities Limited ("Integral") to provide market-making services with the objectives of maintaining a reasonable market and improving the liquidity of the Company's SVS, in accordance with the Canadian Securities Exchange ("CSE") policies.

Integral will trade securities of the Company on the CSE for the purposes of maintaining an orderly market of the Company's securities.

Integral assist in maintaining active and orderly trading in the market for the Company's securities and improve the liquidity of the Company's shares. In consideration of the services provided by Integral, the Company will pay Integral a monthly cash fee of CAD\$6,000. There are no performance factors contained in the agreement and Integral will not receive any shares or options as compensation. The agreement has an initial minimum term of 3 months and thereafter the Company has the right to terminate the agreement on 30 days prior written notice.

The Company and Integral are unrelated and unaffiliated entities. Integral and its clients may acquire an interest in the securities of the Company. The capital and securities required for any trade undertaken by Integral as principal will be provided by Integral. Integral will be responsible for the costs it incurs in buying and selling the Company's securities, and no third party will be providing funds or securities for the market making activities. Integral is a member of the Canadian Investment Regulatory Organization ("CIRO") and can access all Canadian Stock Exchanges and Alternative Trading Systems.

### **About Integral Wealth Securities Limited**

Integral Wealth Securities Limited is an independent CIRO-licensed investment dealer engaged in market making, investment banking and wealth management. Headquartered in Toronto, the firm operates from nine offices across Canada. The firm's FINRA-licensed US broker dealer affiliate, Integral Wealth Securities LLC, is based in Malvern, PA and provides investment banking as well as private placement services.

### **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.

### **For further information please contact:**

David Nikzad  
CEO and Co-Founder  
Telephone: 1-866-395-6989  
Email: [admin@cloud3.ventures](mailto:admin@cloud3.ventures)  
Website: <https://cloud3.ventures/>  
Social Media [X](#)

### **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.*