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**Cloud3 Ventures Inc. Announces New Private Placement, Strategic Asset Acquisitions, and Enhanced Integration with Lif3 Ecosystem**

**Toronto, Ontario – March 6, 2025** – Cloud3 Ventures Inc. (“**Cloud3**” or the “**Company**”) (CSE: [CLDV](#)) (OTC Pink: [CLDVF](#)) (FSE: [WQ40](#)) is thrilled to announce a series of strategic initiatives designed to bolster its position within the decentralized finance (DeFi) ecosystem and capitalize on emerging opportunities in blockchain and artificial intelligence (AI).

**New Private Placement Initiative**

Building on the momentum of our recent over-subscribed private placement, Cloud3 is launching a new non-brokered private placement to raise CAD\$500,000 at a price of CAD\$0.30 per Subordinate Voting Share (SVS). We are excited to report that 50% of this round has already been committed, reflecting strong investor confidence in our strategic direction. The funds raised will be allocated towards expanding our blockchain infrastructure, enhancing validator node operations, and acquiring digital assets to strengthen our DeFi offerings.

**Strategic Asset Acquisitions in Compute and AI**

In our ongoing commitment to innovation, Cloud3 is actively pursuing the acquisition of assets in the compute and AI sectors. These strategic investments aim to enhance our capabilities within the DeFi ecosystem, enabling more efficient and secure decentralized applications. By integrating advanced AI technologies, we anticipate delivering superior services and solutions to our users, further solidifying our leadership in the DeFi space.

**Integration with Lif3 Ecosystem**

All our initiatives are strategically aligned to operate seamlessly within the Lif3 ecosystem wallet. This integration ensures that users can access a comprehensive suite of DeFi services through a unified platform, enhancing user experience and operational efficiency. Our collaboration with Lif3 underscores our dedication to providing cutting-edge solutions in the decentralized finance landscape.

**Expansion of Bitcoin Strategic Reserve**

Recognizing the growing importance of Bitcoin in global financial markets, Cloud3 plans to augment its Bitcoin holdings as part of our strategic reserve. This move aligns with our commitment to maintaining a robust and diversified digital asset portfolio, ensuring long-term stability and value creation for our stakeholders.

**Industry Developments and Global Crypto Adoption**

We are closely monitoring recent developments, including President Donald Trump’s announcement of a U.S. strategic crypto reserve encompassing Bitcoin, Ethereum, XRP, Solana, and Cardano. This initiative

has sparked significant interest and activity within the crypto markets, reflecting a broader trend of increasing global crypto adoption. At Cloud3, we are poised to leverage these developments, positioning ourselves at the forefront of this rapidly evolving industry.

### **CEO Statement**

“Cloud3 Ventures is embarking on an exciting journey of innovation and growth,” stated David Nikzad, CEO and Co-Founder of Cloud3 Ventures Inc. “Our new private placement, strategic asset acquisitions, and deepening integration with the Lif3 ecosystem are pivotal steps toward redefining the future of decentralized finance. We are committed to delivering exceptional value to our shareholders and users by staying ahead of industry trends and embracing the transformative potential of blockchain and AI technologies.”

### **Regulatory Compliance**

The securities issued under the private placement will be subject to a hold period under applicable Canadian securities laws expiring four months and one day from the closing date of the private placement. The closing of the private placement 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 may 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 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.

### **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.*