



Cloud3 Ventures Inc. Announces Normal Course Issuer Bid and Upsize of Private Placement

Toronto, Ontario – March 27, 2025 – Cloud3 Ventures Inc. (“**Cloud3**” or the “**Company**”) (CSE: [CLDV](#)) (OTC Pink: [CLDVF](#)) (FSE: [WQ40](#)), announces that it intends to initiate a normal course issuer bid (“NCIB”) through the facilities of the Canadian Securities Exchange or alternative trading systems.

Normal Course Issuer Bid

The Board and management of the Company believe that the Company’s shares are currently undervalued in the market and that repurchasing shares represents a prudent and strategic use of the Company’s funds. Accordingly, the Company intends to initiate the NCIB to acquire up to 545,461 Subordinate Voting Shares (“SVS”) of the Company, representing approximately 14.1% of the Company’s public float or 5% of the Company’s outstanding SVS shares as of the date hereof.

The NCIB is scheduled to commence on April 1, 2025, and end on April 1, 2026, unless the maximum number of shares is purchased prior to that date or the Company elects to terminate the bid earlier. While the Company intends to repurchase shares under the NCIB, the timing and extent of such purchases will depend on market conditions, regulatory requirements, and other factors. There can be no assurance that any shares will be acquired under the NCIB.

The Company has engaged Integral Wealth Securities Limited to administer the NCIB and execute share purchases on its behalf. All shares repurchased under the NCIB will be returned to treasury and subsequently cancelled. The actual number of shares purchased, the timing of such purchases and the price paid will be determined based on prevailing market conditions and in compliance with applicable securities laws.

Private Placement

The Company is also pleased to announce that it is upsizing its private placement announced on March 6, 2025, to CAD\$1,000,000 at a price of CAD\$0.30 per Subordinate Voting Shares (SVS). The Company may offer the private placement to residents of the United States who qualify as accredited investors pursuant to Rule 506(c) and Regulation D under the United States Securities Act of 1933, as amended.

The Company may engage in general solicitation or advertising in connection with this offering, as permitted under Rule 506(c). All purchasers in the United States must be accredited investors and must satisfy verification requirements. The Company will take reasonable steps to verify each U.S. purchaser’s accredited investor status through documentation such as tax returns, bank statements, third-party verification from attorneys or accountants, or other acceptable means under Rule 506(c). There is no guarantee that a potential investor will meet the requirements, and the Company reserves the right to reject subscriptions that do not satisfy applicable verification criteria. The Company will verify accredited investor status through third-party verification and/or reasonable steps in accordance with Rule 506(c).

The funds raised will be allocated towards expanding our blockchain infrastructure, enhancing validator node operations, and acquiring digital assets to strengthen our DeFi offerings.

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. In addition, the securities issued in the United States will be deemed "restricted securities" under Rule 144 and will be subject to limitations on resale under applicable U.S. securities laws. 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 or insiders 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 any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities referenced herein have not been registered under the United States Securities Act of 1933, as amended, and are being offered and sold in the United States only to accredited investors pursuant to the exemption from registration under Rule 506(c) of Regulation D. Any offers and sales will be made solely to persons who are verified as accredited investors through methods compliant with Rule 506(c).

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 the Company's management 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.