

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Cloud3 Ventures Inc. (the “Company”)  
22 Leader Lane, Suite 409  
Toronto, Ontario M5E 0B2

**Item 2 Date of Material Change**

July 12, 2024

**Item 3 News Release**

A news release dated July 9, 2024, was disseminated through the news dissemination services of Stockwatch, and filed on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)).

**Item 4 Summary of Material Change**

Effective July 12, 2024, the Company completed a vertical short form amalgamation pursuant to the *Canada Business Corporations Act* with the Company’s wholly-owned subsidiary 16156754 Canada Inc. and changed its name from “Orthogonal Global Group Inc.” to “Cloud3 Ventures Inc.”

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

Effective July 12, 2024, the Company completed a vertical short form amalgamation pursuant to the *Canada Business Corporations Act* with the Company’s wholly-owned subsidiary 16156754 Canada Inc. and changed its name from “Orthogonal Global Group Inc.” to “Cloud3 Ventures Inc.” The Company began trading on the Canadian Securities Exchange under the new name and under new stock symbol “CLDV” on the CSE and “CLDVF” on the OTC Pink.

No action is required to be taken by shareholders with respect to the amalgamation and name change. Outstanding share certificates are not affected by the name change and do not need to be exchanged. Letter of transmittals with respect to the name change will be mailed to registered shareholders. Shareholders who wish to exchange their share certificates issued under the previous name of the Company with share certificates under the new name may do so by returning the completed letter of transmittal to the Company’s registrar and transfer agent, Endeavor Trust Corporation. The Company’s ISIN and CUSIP numbers for the subordinate voting shares will change to 18914M108 and CA18914M1086.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6 Reliance on Subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7      Omitted Information**

Not applicable.

**Item 8      Executive Officer**

David Nikzad  
CEO and Director  
Tel: 1-866-395-6989  
E: investors@ortho.gg

**Item 9      Date of Report**

July 12, 2024