

**NOTICE OF CHANGE IN CORPORATE STRUCTURE PURSUANT TO
SECTION 4.9 OF NATIONAL INSTRUMENT 51-102**

1. Names of the Parties to the Transaction

Cloud3 Ventures Inc. (formerly, Orthogonal Global Group Inc.) (the “**Company**”) and its wholly owned subsidiary 16156754 Canada Inc.

2. Description of the Transaction

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

There was no change in the capital structure in connection with the Amalgamation.

3. Effective Date of Transaction

July 12, 2024.

4. Names of Each Party, if any, that Ceased to be a Reporting Issuer After the Transaction and of Each Continuing Party

Not applicable. As a result of the Amalgamation, the Company remains a reporting issuer in the Provinces of British Columbia, Alberta and Ontario.

5. Date of Reporting Issuer’s First Financial Year-End Subsequent to the Transaction (if paragraph (a) or subparagraph (b)(ii) of s.4.9 applies)

June 30, 2025.

6. Periods, Including Comparative Periods, if any, of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer’s First Financial Year After the Transaction (if paragraph (a) or subparagraph (b)(ii) of s. 4.9 applies)

The Company will file its annual financial statements for the year ended June 30, 2024, interim financial statements for the interim periods ending September 30, 2024, December 31, 2024, and March 31, 2025 and annual financial statements for the year ended June 30, 2025.

7. Documents Filed Under NI 51-102 that Described the Transaction and Where Those Documents Can be Found in Electronic Format (if paragraph (a) or subparagraph (b)(ii) of s. 4.9 applies)

For additional information concerning the Arrangement, please refer to:

- (a) the news release dated July 9, 2024; and
 - (b) the material change report dated July 12, 2024
- all of which are available under the Company’s profile at SEDAR+

8. Date of Report

October 25, 2024

CLOUD3 VENTURES INC.

/s/ "David Nikzad"
David Nikzad, CEO