

Cloud3 Ventures Inc. Announces Management Cease Trade Order

Toronto, Ontario – October 29, 2024 – Cloud3 Ventures Inc. (“**Cloud3**” or the “**Company**”) (CSE: [CLDV](#)) (OTC Pink: [CLDVF](#)) (FSE: [WQ4](#)), a leading venture firm specializing in blockchain technologies, artificial intelligence, and decentralized finance, announces that the Company had applied to the British Columbia Securities Commission (the “**BCSC**”) for a temporary management cease trade order (the “**MCTO**”) under National Policy 12-203 *Management Cease Trade Orders* (“**NP 12-203**”). The Company is required to file its audited financial statements for the financial year ended June 30, 2024, and related management’s discussion and analysis, Chief Executive Officer and Chief Financial Officer certification of filings for this period (collectively, the “**Required Filings**”) on or before the filing deadline of October 28, 2024 (the “**Filing Deadline**”). The Required Filings will not be filed by the Filing Deadline due to the Company’s recent hiring of a new CFO in June 2024, and the large increase in the volume of digital asset transactions, which necessitated additional time for management to thoroughly review and prepare the necessary working papers for the auditors. Consequently, the auditors also required extra time to complete their audit procedures.

On October 29, 2024, the BCSC granted the temporary MCTO, which will prohibit trading in securities of the Company by the chief executive officer and chief financial officer until such time as the Required Filings and all continuous disclosure requirements have been filed by the Company, and the MCTO has been lifted. During the period in which the MCTO is effective, the general public will continue to be able to trade in the Company’s listed securities.

The Company is working to complete the Required Filings and expects that it will be in a position to complete the Required Filings on or before December 27, 2024. The auditors have indicated that the additional time should be sufficient. The MCTO will be in effect until the Required Filings are completed. The Company intends to satisfy the provisions of the alternative information guidelines set out in section 10 of NP 12-203 so long as the Required Filings are outstanding. The Company further confirms that there is no other material information relating to its affairs that has not been generally disclosed. Other than as disclosed herein, the Company is up to date in its filing obligations.

About Cloud3 Ventures Inc.

Cloud3 Ventures Inc. is an innovative advisory and investment firm focused on blockchain, AI, and decentralized applications. The Company’s mission is to identify, invest in, and provide strategic guidance to world-class projects within the evolving web 3.0 ecosystem. Cloud3 Ventures Inc.’s portfolio spans a diverse range of early-stage and growth-phase companies across key sectors, including digital assets, decentralized finance, and AI-enabled platforms.

For further information please contact:

David Nikzad
CEO and Co-Founder
Telephone: 1-866-395-6989
Email: investors@ortho.gg
Website: [Cloud3.Ventures](https://cloud3.ventures)

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 2024 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 2024.