

**CLOUD3 VENTURES INC.**  
**22 Leader Lane, Suite 409, Toronto, Ontario M5E 0B2**  
**Telephone 1-866-395-6989**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TAKE NOTICE THAT** the annual general and special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of subordinate voting shares and multiple voting shares in the capital of Cloud3 Ventures Inc. (the “**Company**”) will be held on December 2, 2024 at 10:00 a.m. (Eastern time) for the following purposes:

1. to set the number of directors at five (5);
2. to elect the directors of the Company to hold office until the close of the next annual meeting of Shareholders;
3. to reappoint Reliant CPA PC, as the auditor of the Company to hold office until the close of the next annual meeting of Shareholders and to authorize the directors of the Company to fix the auditor’s remuneration;
4. to consider, and if deemed appropriate, to approve, with or without variation, an ordinary resolution of disinterested shareholders approving the Company’s 2024 Equity Incentive Plan, as more particularly described in the accompanying information circular;
5. to consider, and if deemed appropriate, to approve, with or without variation, a special resolution allowing the directors of the Company to consolidate the issued and outstanding shares of the Company on the basis of one (1) post-consolidation SVS for each twenty (20) pre-consolidation SVS and one (1) post-consolidation MVS for each twenty (20) pre-consolidation MVS, as and when determined by the board of directors of the Company; and
6. to transact such other business as may be properly brought before the Meeting or any postponement or adjournment thereof.

This notice of Meeting is accompanied by: (a) the Circular; and (b) either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders. The Circular accompanying this notice of Meeting is incorporated into and shall be deemed to form part of this notice of Meeting.

The Company’s board of directors (the “**Board**”) has fixed October 24, 2024 as the record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered Shareholder at the close of business on that date is entitled to receive such notice and to vote at the Meeting in the circumstances set out in the accompanying Circular.

If you are a registered Shareholder of the Company and are unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Endeavor Trust Corporation, located at: 702 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4, no later than 10:00 a.m. (Eastern Time) on November 28, 2024 or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement of the Meeting.

The Company will be holding its meeting in a virtual only format, via the Zoom meeting platform (“**Zoom**”), as permitted by the Company’s By-Law. Shareholders will have an equal opportunity to attend at the Meeting online regardless of geographic location. Non-registered Shareholders who have not duly appointed themselves as proxyholder will be able to attend the virtual Meeting as a guest but will not be able to vote at the Meeting. This is because the Company and its transfer agent, do not have a record of the non-registered Shareholders, and, as a result, will have no knowledge of their shareholdings or entitlement to vote unless they appoint themselves as proxyholder. Please see “Appointment and Revocation of Proxy” in the Circular.

In order to access the Meeting, Shareholders will have two options, via teleconference or through Zoom (which requires internet connectivity). Any Shareholders wishing to view materials at the Meeting that may be presented by

the Company's management will need to utilize the Zoom application, but any Shareholder may listen to the Meeting via teleconference. Registered Shareholders participating via teleconference will not be able to vote in person at the Meeting as the Company's scrutineer must take steps to verify the identity of registered shareholders using the video features.

In order to dial into the Meeting, Shareholders will phone +1 647 374 4685, enter the Meeting ID: 781 4190 0595.

In order to access the Meeting through Zoom, Shareholders will need to download the application, load the application, open the following link: <https://us04web.zoom.us/j/78141900595> and enter passcode CLDV.

DATED October 24, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"David Nikzad"*

David Nikzad  
Chairman, Chief Executive Officer and a Director