

Cloud3 Ventures Inc.

**Security Class: Subordinate Voting Shares
Multiple Voting Shares**

FORM OF PROXY

Annual General and Special Meeting to be held on Monday, December 2, 2024

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided.

If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.

This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.

If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.

If you appoint the Management Nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management Voting Recommendations highlighted for each Resolution overleaf. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.

This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.

This proxy should be read in conjunction with the accompanying documentation provided by Management.

Proxies submitted must be received by 10:00 a.m. (Eastern time), on Thursday, November 28, 2024 or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting.

| VOTING METHODS | |
|----------------------------|--|
| MAIL or HAND DELIVERY | Endeavor Trust Corporation 702 – 777 Hornby Street Vancouver, BC V6Z 1S4 |
| FACSIMILE – 24 Hours a Day | 604-559-8908 |
| EMAIL | proxy@endeavortrust.com |
| ONLINE | As listed on Form of Proxy or Voter Information Card |

If you vote by FAX, EMAIL or On-Line, DO NOT mail back this proxy.

Voting by mail, fax or by email are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy.

Appointment of Proxyholder

I/We, being holder(s) of **Cloud3 Ventures Inc.** hereby appoint: **David Nikzad, Director and Chief Executive Officer**, or, failing this person, **Jason Hobson, Director and Chief Operations Officer** (the "Management Nominees").

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominee listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General and Special Meeting of shareholders of **Cloud3 Ventures Inc.** to be held via Zoom Meeting ID 781 4190 0595 Passcode: CLDV on **December 2, 2024 at 10:00 a.m.** (Eastern time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

1. Number of Directors

The number of Directors shall be set to 5 (five);

For

Against

2. Election of Directors

i) **David Nikzad**

ii) **Jason Hobson**

iii) **Jack Rentz**

iv) **Shidan Gouran**

v) **Mona Coyle**

For

Against

3. Appointment of Auditor

To appoint **Reliant CPA PC** as auditor of the Company until the close of the next annual meeting of Shareholders and to authorize the directors to fix their remuneration;

For

Withhold

4. 2024 Equity Incentive Plan

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;

For

Against

5. Share Consolidation

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.

For

Against

Authorized Signature(s) – This section must be completed for your instructions to be executed.

Signature(s)

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting.

Print Name(s) & Signing Capacity(ies), if applicable

If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

Date (MM-DD-YY)

THIS PROXY MUST BE DATED

Financial Statements Request

In accordance with securities regulations, shareholders may elect annually to receive financial statements, or a notice advising how to access financial statements, if they so request. If you wish to receive such mailings, please mark your selection.

Interim Financial Reports – Mark the box to the right if you would like to RECEIVE Interim Financial Statements and accompanying Management's Discussion & Analysis by mail or by email.

Annual Financial Report – Mark the box to the right if you would like to RECEIVE Annual Financial Statements and accompanying Management's Discussion and Analysis by mail or by email.

Please deliver to my email: _____

To request the receipt of future documents via email, you may contact Endeavor Trust Corporation at proxy@endeavortrust.com.