

**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

December 5, 2024

Item 3 News Release

A news release dated December 2, 2024, was disseminated through the news dissemination services of Stockwatch, and filed on SEDAR+ (www.sedarplus.ca).

Item 4 Summary of Material Change

On December 5, 2024, the Company completed the consolidation of its issued and outstanding shares on the basis of one post-consolidation Subordinate Voting Shares (“SVS”) for each twenty (20) pre-consolidation SVS and one post-consolidation Multiple Voting Shares (“MVS”) for each twenty (20) pre-consolidation MVS (the “Consolidation”).

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On December 5, 2024, the Company completed the Consolidation, and the SVS began trading on the Canadian Securities Exchange on a post-Consolidation basis on December 5, 2024.

The Consolidation has reduced the number of existing SVS from 136,362,045 SVS to approximately 6,818,109 SVS and the number of existing MVS from 356,356 MVS to approximately 17,820 MVS, subject to rounding.

The Company’s shareholders approved of the Consolidation at the Company’s annual general and special meeting of shareholders held on December 2, 2024.

For more information, please refer to the news release dated December 2, 2024, which is available on SEDAR+ (www.sedarplus.ca).

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
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Item 9 Date of Report

December 5, 2024