

**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 17, 2024

Item 3 News Release

News release dated December 18, 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 18, 2024, the Company announced that Shidan Gouran has resigned as a director of the Company effective December 17, 2024.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On December 18, 2024, the Company announced that Shidan Gouran has resigned as a director of the Company effective December 17, 2024.

For more information, please refer to the news release dated December 18, 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
Tel: 1-866-395-6989
E: admin@cloud3.ventures

Item 9 Date of Report

December 18, 2024