



CLOUD NINE WEB3 TECHNOLOGIES INC.

610 – 700 West Pender Street
Vancouver, British Columbia Canada V6C 1G8
Tel: 1-888-440-4601

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS AND AVAILABILITY OF MEETING MATERIALS

TO: THE BENEFICIAL SHAREHOLDERS OF CLOUD NINE WEB3 TECHNOLOGIES INC.

You are receiving this notification as Cloud Nine Web3 Technologies Inc. (the “**Company**”) is using the notice and access provisions under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**Notice and Access**”) for the delivery to non-registered shareholders of the Company (“**Beneficial Shareholders**”) of its Notice of Meeting and Management Information Circular (the “**Meeting Materials**”) for its Annual General and Special Meeting to be held on Wednesday, May 3, 2023 (the “**Meeting**”).

The Company has elected to use the Notice and Access for the Meeting in respect of mailings to its Beneficial Shareholders but not in respect of mailings to its registered shareholders. Registered shareholders will receive a paper copy of the Meeting Materials and a Form of Proxy whereas Beneficial Shareholders will receive this Notice and Access Notification and a Voting Instruction Form.

This notification provides details of the date, time and place of the Meeting including the matters to be voted on, and instructions on how to access the Meeting Materials electronically, or obtain a paper copy of the Meeting Materials.

HOW TO ACCESS THE MEETING MATERIALS

The Meeting Materials can be viewed online under the Company’s profile at www.sedar.com or on the Company’s website at <https://cloud9web3.com/investors>.

You can obtain a paper copy of the Meeting Materials, free of charge, by

1. calling the Company at toll-free at 1-888-440-4601; or
2. sending an email to info@cloud9web3.com, by providing your name and mailing address.

If you wish to receive a paper copy of the Meeting Materials, they will be sent within three business days of your request, if such requests are made before the Meeting date. To ensure you receive the material in advance of the voting deadline and meeting date, your request should be provided to the Company as soon as possible.

MEETING DATE AND LOCATION

The Meeting will be held on Wednesday, May 3, 2023, at 10 o’clock am (Pacific Time) at the Suite 610 – 700 West Pender Street, Vancouver, British Columbia V6C 1G8.

MATTERS TO BE VOTED ON AT THE MEETING

At the Meeting, shareholders will be asked to vote on the following:

1. **Financial Statements** – To receive the audited consolidated financial statements of the Company for the financial year ended September 30, 2022 and September 30, 2021, together with the reports of the Auditors

and the management's discussion and analysis thereon. See "**Financial Statements**" as more particularly described in the Information Circular prepared for the Meeting;

2. **Number of Directors** – To fix the number of directors of the Company at four (4). See "**Fix Number of Directors**" as more particularly described in the Information Circular prepared for the Meeting;
3. **Election of Directors** – To elect directors of the Company for the ensuing year. At the Meeting, four individuals are proposed to be elected to the Board. See "**Election of Directors**" as more particularly described in the Information Circular prepared for the Meeting;
4. **Appointment of Auditor** – To appoint WDM Chartered Professional Accountants, as Auditor of the Company for the ensuing year and authorizing the directors to fix their remuneration. See "**Appointment of the Auditor**" as more particularly described in the Information Circular prepared for the Meeting;
5. **Change of Business** – To consider and, if thought fit, to pass, with or without modification, an ordinary resolution to approve a change of the Company's business to a technology issuer focused on developing and offering peer-to-peer or decentralized infrastructure products including its technology enabled virtual private network ("VPN") that will monetize its products by allowing third parties to use the hash rate of the VPN's userbase to mine cryptocurrencies as further described in the Information Circular under the heading "Change of Business – Description of Proposed Business"; and
6. **Other Business** – To transact such other business as may properly come before the Meeting or any adjournments thereof. See "**Other Business**" as more particularly described in the Information Circular prepared for the Meeting.

VOTING

You cannot vote by returning this notice.

Beneficial Shareholders are reminded that in order to ensure that their Common Shares are voted at the Meeting, they must (i) complete and return the accompanying Voting Instruction Form to Broadridge by mail or facsimile at the address or facsimile number noted thereon; and (ii) ensure that such completed Voting Instruction Form is received by Broadridge not later than 72 hours (excluding weekends and holidays) prior to the time of the Meeting or any adjournment thereof.

Alternatively, please follow the instructions of Broadridge carefully including voting prior to this deadline by calling a toll free number or voting on the Internet in accordance with the instructions set forth in the accompanying Voting Instruction Form. You may also refer to the section of the Circular titled "*Section 1 – Voting*" under "*Non-Registered Shareholders*" for further information.

If you ask for the Meeting Materials to be mailed to you, please note that another Voting Instruction Form will not be sent; please retain your current one for voting purposes.

PLEASE REVIEW THE MEETING MATERIALS BEFORE VOTING.

QUESTIONS

Beneficial Shareholders with questions about Notice and Access can contact the Company through its toll-free number at 1-888-440-4601 or by email at info@cloud9web3.com.

DATED at Vancouver, British Columbia, this 24th day of March, 2023.

BY ORDER OF THE BOARD OF DIRECTORS,

(signed) "Lucas Russell"

Lucas Russell
President & Chief Executive Officer