Cloud3 Ventures Inc. Upsizes Private Placement to CAD$2.5M and Advances Acquisition Strategy in Clean Energy and AI

Toronto, Ontario – May 6, 2025 – Cloud3 Ventures Inc. **(**"**Cloud3 Ventures**" or the "**Company**") (CSE: CLDV) (OTCQB: CLDVF) (FSE: WQ40), a diversified holding company focused on ethical artificial intelligence, clean energy, and decentralized digital infrastructure, is pleased to announce an increase to its non-brokered private placement to CAD$2.5 million. Proceeds will fund strategic acquisitions and operational growth

Led by CEO and Co-Founder David Nikzad, Cloud3 Ventures is actively executing a multipronged expansion strategy. The Company is actively pursuing acquisitions and partnerships sin the solar energy, clean technology, and AI sectors, reflecting its vision to become a premier holding company for infrastructure powering a decentralized and regenerative future.

Expansion of Private Placement

The Company has increased its current non-brokered private placement (previously announced March 6 and 27, 2025) to raise up to CAD $2.5 million through the issuance of Subordinate Voting Shares at a price of CAD$0.30 per share. The offering is being conducted pursuant to applicable Canadian prospectus exemptions and Rule 506(c) of Regulation D for U.S. accredited investors.

Offering Highlights:

- Offering Size: CAD $2,500,000

- Price per Share: CAD $0.30

- Use of Proceeds: Proceeds will be allocated to strategic acquisitions and working capital.

  o Strategic acquisitions in clean energy and AI

  o Working capital and operational scaling

- Eligibility: U.S. accredited investors (verified) and eligible Canadian investors.

- Resale Restrictions: Securities issued under the private placement will be subject to a 4-month hold period under Canadian securities laws. Securities issued in the United States will be deemed "restricted securities" under Rule 144 and will be subject to U.S. resale restrictions.

- Status: The offering has attracted strong interest and remains open.

This raise reinforces Cloud3's ability to move swiftly on opportunities across two of the decade's most transformational sectors: energy independence and ethical AI.

Strategic Growth and Acquisition Strategy

The Company is pursuing transactions aligned with four core filters:

- Strategic Fit: Immediate synergies within Cloud3's infrastructure stack

- Acceleration Potential: Scalable operations with high near-term impact

- Sustainability Alignment: Regenerative energy, ethical AI, and wellness-driven innovation

- Governance Discipline: Comprehensive due diligence, Board oversight, and compliance

Cloud3 aims to acquire revenue-generating or near-commercialization assets that can unlock significant enterprise value and ecosystem utility.

Core Focus Areas

Cloud3's platform is architected around:

1. Clean Energy Infrastructure: Distributed solar, battery storage, and microgrid deployment

2. Ethical AI & Advanced Technology: Privacy-first AI tools supporting sovereignty and well-being

3. Holistic Health & Conscious Living: Technology that empowers mind-body coherence

4. Decentralized Digital Infrastructure: Powered by the LIF3 platform to ensure transparency and ownership at the protocol layer

No Offer of Securities

This press release does not constitute an offer to sell or a solicitation to buy securities in any jurisdiction. No securities regulatory authority has reviewed or approved of the contents of this press release. This press release does not constitute investment advice. Investors should consult professional advisors regarding risks associated with emerging technologies and public markets.

About Cloud3 Ventures Inc.

Cloud3 Ventures Inc. is a Canadian company that operates at the forefront of blockchain innovation. Specializing in the LIF3 ecosystem, the Company provides infrastructure solutions to enable the next generation of decentralized applications.

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Cautionary Note Regarding Forward-Looking Statements

Certain information set forth in this news release may contain forward-looking statements that involve substantial known and unknown risks and uncertainties, certain of which are beyond the control of the Company. Forward-looking statements are frequently characterized by words such as "plan", "continue", "expect", "project", "intend", "believe", "anticipate", "estimate", "may", "will", "potential", "proposed" and other similar words, or statements that certain events or conditions "may" or "will" occur or be achieved and other similar expressions. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made. In the news release, such forward-looking statements include, but are not limited to, statements regarding the Company's performance, business objectives, milestones and the potential outcomes from its development contained therein.

In making the forward-looking statements in this news release, the Company has applied several material assumptions, including without limitation: the Company's ability to comply with all applicable regulations and laws, including environmental, health and safety laws; the success of 4worlds as a metaverse universe and a DAO on the Bitcoin blockchain; the experience of the Company's management to oversee the project; the Company has sufficient working capital for future operating activities; the ability of the Company to achieve its business objectives and milestones and the anticipated timing of execution; the Company's ability to continue as a going concern; the Company's ability to achieve profitability in the 2025 fiscal year; the Company's ability to obtain additional financing for continued operations on terms acceptable to the Company outlined herein.

The above lists of forward-looking statements and assumptions are not exhaustive. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated or implied by such forward-looking statements due to a number of factors and risks. These include: changes in general economic, business and political conditions, including changes in the financial markets; consents or authorizations required; changes in laws, regulations and policies affecting the Company's operations; currency fluctuations; environmental issues and liabilities; the Company's ability to complete the private placement, use of proceeds (including for acquisitions), the impact of the NCIB on shareholder value, the success of its acquisition strategy, the Company's ability to obtain additional financing for continued operations on terms acceptable to the Company; the lack of control over the Company's investees; risks relating to investing in the SVS; volatility in the market price of the Company's SVS; dilution of shareholders' holdings; negative operating cash flow; the negative effects of interest rate and exchange rate changes; risks relating to the Company's reliance on key employees; limitations in the liquidity of the SVS; litigation risks; risks with the integration of new businesses and acquisitions; risks related to the Company's status as an "emerging growth company" under the U.S. securities laws; the Company's inability to expand into new business areas and geographic markets; management of growth; the risk of defaulting on existing debt; the Company's inability to continue as a going concern; and the Company's inability to achieve profitability in 2025. Risks related to the LIF3 ecosystem's utility token, including price volatility, regulatory changes affecting blockchain-based assets, and the potential for market adoption to differ from expectations. Risks related to the NCIB include market volatility, liquidity constraints, and regulatory changes affecting share repurchases. The Company's operations may be indirectly impacted by these factors, even if it does not directly hold or trade such tokens.