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These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from the registration requirements of the U.S. Securities Act and any applicable securities laws of any state of the United States. This Offering document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons. “United States” and “U.S. person” have the meanings ascribed to them in Regulation S under the U.S. Securities Act.

Offering Document under the Listed Issuer Financing Exemption

July 9, 2025



DIGITAL COMMODITIES CAPITAL CORP.
(the “Company” or “Digital Commodities”)

SUMMARY OF OFFERING

What are we offering?

Securities:	Up to 26,666,666 units (“Units”) of the Company, with each Unit being comprised of one common share in the capital of the Company (a “Share”) and one common share purchase warrant (a “Warrant”) for gross proceeds of up to approximately \$2,000,000 (the “Offering”). Each Warrant will be exercisable to acquire an additional Share (a “Warrant Share”) at an exercise price of \$0.10 per Warrant Share for a period of 24 months following the Closing Date (as defined herein). The Warrants will be subject to an acceleration clause effective as of October 31, 2025, such that if the Company’s common shares trade at or above \$0.20 for 10 consecutive trading days, the Company may within 30 days of such event, by news release, accelerate the expiry date of the Warrants to a date that is 30 days from the date of such notice.
Offering:	The Offering is being made on a non-brokered private placement basis.
Offering Price:	\$0.075 per Unit.
Closing Date:	On or about July 10, 2025 (the “Closing Date”). The Offering may close in one or more tranches.
Exchange:	The common shares in the capital of the Company (the “Common Shares”) are listed on the Canadian Securities Exchange (the “CSE”) under the trading symbol “DIGI”, on the

	OTCQB under the trading symbol “DGCMF” and on the Frankfurt Stock Exchange under the trading symbol “W040”.
Last Closing Price:	The last closing price of the Common Shares on the CSE on July 8, 2025, was \$0.07.

Digital Commodities Capital Corp. is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 *Prospectus Exemptions*. In connection with this offering, the Company represents the following is true:

- **The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The Company has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The Company is relying on the exemptions in Coordinated Blanket Order 45-935 *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the “Order”) and is qualified to distribute securities in reliance on the exemptions included in the Order.**
- **The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption and under the Order in the 12 months immediately preceding the date of the news release announcing this Offering, will not exceed \$25,000,000.**
- **The Company will not close this offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **The Company will not allocate the available funds from this offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.**

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Except for statements of historical fact, information contained herein constitutes “forward-looking information” and “forward-looking statements” within the meaning of applicable Canadian and United States securities legislation. Forward-looking information is often, but not always, identified by the use of words such as “seek”, “anticipate”, “plan”, “continue”, “planned”, “expect”, “project”, “predict”, “potential”, “estimate”, “targeting”, “intends”, “believe”, and similar expressions, or describes a “goal”, or variation of such words and phrases or states that certain actions, events or results “may”, “should”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Forward-looking information and forward-looking statements herein include, but are not limited to, those relating to: the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; the completion of the Offering and the expected Closing Date; the Company’s ability to continue as a going concern; the benefits of Bitcoin and the Company’s going-forward strategy.

Forward-looking statements and forward-looking information are not guarantees of future performance and are based upon a number of estimates and assumptions of management at the date the statements are made. Such factors and assumptions may include, but are not limited to: the Company’s ability to close the Offering on the terms disclosed herein, or at all, that the Company will use the proceeds from the Offering as currently contemplated, currency and crypto currency exchange rates and interest rates; favourable operating conditions, political stability, timely receipt of governmental approvals; access to necessary financing; market conditions in general; stability in financial and capital

markets; and there being no significant disruptions affecting the development and operation of the Company's business.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, and without limitation: the Company may not be able to close the Offering on the terms disclosed herein, or at all; the Company will not use the proceeds of the Offering as currently contemplated; the Company may be unable to obtain the substantial funds required to continue its operations; the Company may not derive the expected benefits from the acquisition of Bitcoin; the market of the Common Shares is subject to volume and price volatility which could negatively affect a shareholder's ability to buy or sell the Company's Common Shares; the price of the Common Shares may be adversely affected by declines in the prices of certain minerals; the loss of key personnel could adversely affect the Company's operations; the Company may be unable to protect its information systems or prevent cyber-attacks and security breaches; the Company may be subject to a variety of civil or other legal proceedings, which may adversely affect its business, operating results or financial condition; the Company may be unable to continue as a going concern; the Company is subject to general global risks arising from epidemic diseases, the ongoing war in Ukraine, rising inflation and interest rates and the impact they will have on the Company's operations is uncertain; as well as other risk factors in the Company's other public filings available at www.sedarplus.ca. Readers are cautioned that this list of risk factors should not be construed as exhaustive.

Although the Company believes that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. The Company cannot guarantee future results, performance, or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information. The Company undertakes no duty to update any of the forward-looking information to conform such information to actual results or to changes in the Company's expectations, except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information. The forward-looking information contained in this offering document is expressly qualified by this cautionary statement.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

Digital Commodities Capital Corp. is an investment issuer that invests in digital and physical non-fiat assets, businesses and both private and publicly listed entities involved in high-growth industries, with a particular focus on hard commodities, cryptocurrencies and the resource sector.

Recent developments

On October 16, 2024, the Company entered into a loan agreement with Sutton Ventures Ltd. ("**Sutton**") dated effective August 30, 2024, a company owned and controlled by CEO Brayden Sutton, pursuant to which Sutton advanced \$100,000 to the Company as a secured loan (the "**Loan**"). The proceeds of the Loan were to be utilized for working capital purposes, and most specifically the completion of the Company's audited financial statements for the financial year ended February 28, 2024 and restatement of the financial year ended February 28, 2023. The Loan bears interest at a rate of 8.0% per annum and matures on the earlier of February 28, 2026 or an event of default occurring. The Loan was secured by way of a general security interest in all personal and after acquired property of the Company. The Loan was in addition to a \$150,000 loan made by Sutton to the Company's subsidiary in 2021. The loan was repaid in full on July 7, 2025.

On November 7, 2024, in the settlement of outstanding debt, the Company issued to two independent directors an aggregate of 480,000 Shares and to Vested One Media Inc. an aggregate of 420,000 Common Shares all at a deemed price of \$0.05 per Common Share (the “**Debt Settlements**”).

On November 20, 2024, the Company completed a non-brokered private placement (the “**November 2024 Financing**”) raising aggregate net proceeds of \$375,000 through the sale of 25,000,000 units at a price of \$0.015 per unit. Each unit was comprised of one Common Share and one Common Share purchase warrant. Each warrant entitles the holder to acquire an additional Common Share at an exercise price of \$0.10 per Common Share for a period of 24 months from the date of issue. No finder’s fees were paid on any portion of the November 2024 Financing.

On January 17, 2025, January 24, 2025, and January 29, 2025, the Company completed 3 tranches of a non-brokered private placement (the “**2025 Unit Financing**”) raising aggregate gross proceeds of \$1,649,011 through the sale of 21,986,813 units at a price of \$0.075 per unit. Each unit was comprised of one Common Share and one Common Share purchase warrant. Each warrant entitles the holder to acquire an additional Common Share at an exercise price of \$0.15 per Common Share for a period of 24 months from the date of issue. In connection with the third tranche of the 2025 Unit Financing, the Company: (i) paid to certain finders an aggregate cash commission of \$21,912; and (ii) issued to certain finders an aggregate of 292,160 finders warrants. Each finder warrant is exercisable into one unit of the Company at a price of \$0.075 per unit for a period of 24 months from January 29, 2025, with each unit comprised of one Common Share and one Common Share purchase warrant.

At the start of 2025, following a thorough evaluation of the Company’s existing operations and a review of its strategic options, the Company made a decision to complete a change of business from a cannabis business to an investment company. The Company believed that rising inflation and increasing levels of debt had introduced significant uncertainty into traditional investment markets. In response to these macroeconomic pressures, the Company sought to create an investment vehicle designed to hedge against such risks while capitalizing on inflationary trends. Management believed that digital assets, hard commodities and resources, due to their unique characteristics, were well-positioned to benefit from these macroeconomic dynamics. In accordance with the policies of the CSE, the Company completed a change of business and obtained shareholder approval on March 18, 2025 by way of written consent executed by shareholders holding more than 50% of the outstanding Common Shares.

On March 27, 2025 the Company announced that it had completed a strategic investment in GoldFinder Resources Ltd. (“**GoldFinder**”), pursuant to which the Company acquired 10,000,000 units of GoldFinder at a price of \$0.025 per unit for a total investment of \$250,000. Each unit consists of one common share and one common share purchase warrant, with each warrant exercisable at a price of \$0.05 per share for a period of two years.

On March 31, 2025 the Company announced the initial acquisition of 10,000 units of the Sprott Physical Silver Trust as part of its broader strategic commitment to the silver market.

On April 11, 2025 the Company announced that its Common Shares had begun trading on the OTCQB Venture Market under the ticker symbol “DGCMF”.

On June 9, 2025 the Company announced that it had entered into a binding letter of intent with Vancrypto Inc. (“**Vancrypto**”) to establish a non-exclusive facility through which the Company may, from time to time and at its discretion, acquire Bitcoin directly from Vancrypto in exchange for cash or securities of the Company.

Material facts

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document and the date the Company's most recent audited annual financial statements were filed.

What are the business objectives that we expect to accomplish using the available funds?

Business Objectives and Milestones

The Company's business objective is to implement a structured, disciplined, and transparent Bitcoin acquisition strategy as part of its broader capital preservation and treasury management plan. The Company views Bitcoin as a resilient, inflation-hedging alternative to fiat currency that can enhance its ability to act quickly on high-quality investment opportunities. Bitcoin acquired through this initiative will be held as a treasury reserve asset and will be used in the same manner as fiat currency to finance future investments in alignment with the Company's investment policy. By diversifying its treasury with Bitcoin, the Company aims to strengthen its capital base, increase flexibility in responding to market opportunities, and position itself at the forefront of evolving financial trends.

USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the Offering?

The expected total available funds to the Company following completion of the Offering is estimated to be \$3,472,733 if the maximum Offering is completed.

		Assuming 100% of Offering
A	Amount to be raised by this offering	\$2,000,000
B	Selling commissions and fees	\$160,000
C	Estimated offering costs (e.g., legal, accounting, audit)	\$100,000
D	Net proceeds of offering: $D = A - (B+C)$	\$1,740,000
E	Working capital as at most recent month end (deficiency)	\$1,732,733
F	Additional sources of funding	Nil
G	Total available funds: $G = D+E+F$	\$3,472,733

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming 100% of Offering
Acquisition of Bitcoin ⁽¹⁾	\$1,740,000
General and Administrative	\$154,545

Unallocated Working Capital	\$1,578,188
Total	\$3,472,733

Notes:

- (1) The Company will acquire bitcoin with the purpose of allocating such bitcoin to future investments, in accordance with the Company's investment policy.

The above noted allocation of capital and anticipated timing represents the Company's current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. Although the Company intends to spend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan. See the "Cautionary Statement Regarding Forward-Looking Information" section above.

The most recent audited annual financial statements and interim financial report of the Company included a going-concern note. The Company has not yet generated positive cash flows from its operating activities, which may cast doubt on the Company's ability to continue as a going concern. The Company does not expect to include a going-concern note in the next annual financial statements and the Financing is not anticipated to address any uncertainties that affect that decision.

How have we used the other funds we have raised in the past 12 months?

Previous Financing	Intended Use of Funds	Use of Funds to July 9, 2025
\$375,000 November 2024 Unit Financing	General working capital	General working capital
\$1,649,011 January 2025 Unit Financing	Business development and general working capital purposes	These funds were used for the development of the business including the transition to an investment issuer. Of these funds, \$1,293,626 were invested in marketable securities and bitcoin. The remaining funds were used for working capital purposes.

FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this Offering, if any, and what are their fees?

Finder:	To be confirmed
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Compensation Type:	Cash and Warrants
Cash Commission:	8%
Finder Warrants:	8%

PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right

- (a) to rescind your purchase of these securities with the Company, or**
- (b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.**

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

The rights provided for under the Listed Issuer Financing Exemption are for the benefit of all Purchasers.

ADDITIONAL INFORMATION

Where can you find more information about us?

Security holders can access the Company's continuous disclosure filings on SEDAR+ at www.sedarplus.ca under the Company's profile.

For further information regarding the Company, visit our website at: www.digitalcommodities.com.

Investors should read this offering document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment of Units.

CERTIFICATE OF THE COMPANY

This offering document, together with any document filed under Canadian securities legislation on or after July 9, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

July 9, 2025

“Brayden Sutton”

Brayden Sutton
Chief Executive Officer & Director

“Lachlan McLeod”

Lachlan McLeod
Chief Financial Officer & Corporate Secretary