

Digital Commodities Announces Amended Terms for \$2 Million Unit Financing Under Listed Issuer Financing Exemption

Vancouver, British Columbia--(Newsfile Corp. - July 9, 2025) - Digital Commodities Capital Corp. (CSE: DIGI) (OTCQB: DGCMF) (FSE: W040) ("**Digital Commodities**" or the "**Company**") is pleased to announce amended terms to its previously announced non-brokered private placement (the "**Financing**") for aggregate gross proceeds of up to \$2 million. The Financing will now consist of up to 26.6 million units (each, a "**Unit**") at a price of \$0.075 per Unit. Each Unit will consist of one common share of the Company and one common share purchase warrant (each, a "**Warrant**"), exercisable to acquire one additional common share at a price of \$0.10 per share for a period of two years following the closing date.

Subject to compliance with applicable regulatory requirements, the Units will be offered to purchasers resident in all provinces and territories of Canada, except Quebec, pursuant to the Listed Issuer Financing Exemption under Part 5A of National Instrument 45-106 – Prospectus Exemptions ("**NI 45-106**"). As such, the securities issued under the Financing will not be subject to resale restrictions under applicable Canadian securities laws. Additionally, 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, by news release, accelerate the expiry date of the Warrants to 30 days from the date of such notice.

The net proceeds of the Financing will be used to grow the Company's Bitcoin asset base as an inflation-hedging alternative to fiat currency that can enhance its ability to act quickly on high-quality investment opportunities and for general corporate purposes. The Company may pay finder's fees in connection with the Financing, in accordance with applicable CSE policies.

There is an offering document related to the Financing (the "**LIFE Offering Document**") that can be accessed under the Company's profile on SEDAR+ at www.sedarplus.ca and on the Company's website at <https://www.digitalcommodities.com/>. Prospective investors should read this LIFE Offering Document before making an investment decision.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the securities in the United States. The 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 state securities laws and may not be offered or sold within the United States or to U.S. Persons as defined under applicable United States securities laws unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About Digital Commodities Capital Corp.

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.

On behalf of the board of directors of Digital Commodities

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Disclaimer

Forward-Looking Statements

This release includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking statements relate to future events or future performance and reflect the expectations or beliefs of management of the Company regarding future events. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as "intends" or "anticipates", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would" or "occur". This information and these statements, referred to herein as "forward-looking statements", are not historical facts, are made as of the date of this news release and include without limitation, statements regarding the completion of the Financing, the terms of the Financing, that the Company remains focused on disciplined capital allocation, transparency, and long-term value creation, that finder's fees may be paid on the Financing and the anticipated use of the net proceeds of the Financing. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release. Readers are cautioned that the foregoing list of factors is not exhaustive.

In making the forward-looking statements in this news release, the Company has applied certain material assumptions, including without limitation, that the Company will complete the Financing on the terms and conditions expected, that the Company will receive the required corporate approvals for the Financing, that the Company will receive the expected benefits from the Financing, that the Financing will increase shareholder value, that the Company will remain focused on disciplined capital allocation, transparency, and long-term value creation, that the Company will use the net proceeds of the Financing as currently anticipated, and that finder's fees may be paid in connection with the Financing.

These forward-looking statements involve numerous risks and uncertainties and actual results might differ materially from results suggested in any forward-looking statements. These risks and uncertainties include, among other things, that the Company will not receive the required corporate approvals for the completion of the Financing, that the Financing will fail to increase shareholder value, that the price of Bitcoin will drop significantly, that the Company will fail to complete the Financing on the terms disclosed, or at all, that Bitcoin will not be a successful store of value and/or inflation hedge, that the Company's business plans will change, that the Company will fail to take a disciplined and transparent approach to building high-quality BTC exposure, that the Company will fail to remain focused on disciplined capital allocation, transparency, and long-term value creation, that the Company will not use the net proceeds of the Financing as currently anticipated, that the Financing will not close within the time frame expected, adverse changes to the cryptocurrency industry, adverse changes to cryptocurrency regulations, general economic, market or business conditions, uninsured risks, other regulatory changes and other risks detailed herein and from time to time in the filings made by the Company with securities regulators. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Readers are cautioned that reliance on such information may not be appropriate for other purposes. The Company does not undertake to update any forward-looking statement, forward-looking information or financial out-look that are incorporated by reference herein, except in accordance with applicable securities laws.

Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

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