

ASX ANNOUNCEMENT

6 June 2014



DigitalCC Limited

Innovative Digital Currency Solutions

Digital CC Limited ABN 59 009 575 035

ASX Code: DCC

Trading as digitalBTC

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Confirmation of Completion of DigitalBTC Acquisition and Issue of Consideration and Prospectus Securities

Completion of Acquisition

Digital CC Limited (**Company**) confirms satisfaction of the conditions precedent and completion of the share sale agreement between the Company, Digital CC Holdings Pty Ltd (**Digital CC**) and the former shareholders of Digital CC (**Vendors**) under which the Company acquired 100% of the shares of Digital CC.

As provided for in the share sale agreement, the Company has subsequently issued:

- (a) 82,764,655 shares in the Company to the Vendors;
- (b) 8,316,710 options to acquire shares in the Company to the Vendors;
- (c) 24,950,130 performance rights in the Company; and
- (d) 45,500,000 shares in the Company to subscribers to the Prospectus dated 12 May 2014.

Accordingly, the Company has made the following changes to the Board as at 5 June 2014:

- Mr Zhenya Tsvetnenko has been appointed Executive Chairman
- Mr Alex Karis has been appointed Managing Director
- Mr Bill Brindise has been appointed as an Executive Director in the role of Chief Investment Officer.
- Mr Emmanuel Abiodun has been appointed as a Non-Executive Director

Finally, Mr Brett Lawrence will remain on the Board as a Non-Executive Director and the Company has accepted the resignations of Mr Scott Jones and Mr Mark Freeman as Directors.

Issue of Prospectus Shares

The Company would like to also confirm the completion of the issue of 45,500,000 shares under the Prospectus.

Compliance Confirmations

The Company confirms that it remains in compliance with the ASX Listing Rules and in particular its continuous disclosure obligations under Listing Rules 3.1. The Company confirms that there are no legal, regulatory or contractual impediments to the Company undertaking the activities the subject of the commitments disclosed in the prospectus.

Reinstatement on the ASX

The Company is currently finalising its reinstatement documentation with the ASX and expects to have its securities recommence trading within the coming week.

An Appendix 3B for all securities is attached.

For and on behalf of the Board

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

DIGITAL CC LIMITED

ABN

59 009 575 035

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

<p>1 +Class of +securities issued or to be issued</p>	<p>1. Shares 2. Shares 3. Shares 4. Shares 5. Performance Rights Class A 6. Performance Rights Class A 7. Performance Rights Class B 8. Performance Rights Class B 9. Unlisted Options</p>
<p>2 Number of +securities issued or to be issued (if known) or maximum number which may be issued</p>	<p>1. 45,500,000 2. 82,350,831 3. 1,600,000 4. 413,824 5. 16,550,252 6. 83,168 7. 8,275,126 8. 41,584 9. 8,316,710</p>

+ See chapter 19 for defined terms.

<p>3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	<ol style="list-style-type: none"> 1. Fully Paid Ordinary Shares 2. Fully Paid Ordinary Shares - subject to escrow for a period of 24 months from the date of reinstatement to quotation 3. Fully Paid Ordinary Shares - subject to escrow for a period of 24 months from the date of reinstatement to quotation 4. Fully Paid Ordinary Shares - subject to escrow for a period of 12 months from their date of issue 5. Performance Rights Class A - Subject to escrow for a period of 24 months from the date of reinstatement to quotation 6. Performance Rights Class A - Subject to escrow for a period of 12 months from their date of issue 7. Performance Rights Class B - Subject to escrow for a period of 24 months from the date of reinstatement to quotation 8. Performance Rights Class B- Subject to escrow for a period of 12 months from their date of issue 9. Unlisted Options exercisable at \$0.28 each expiring 5 June 2016 - subject to escrow for a period of 24 months from the date of reinstatement to quotation
<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<ol style="list-style-type: none"> 1. Yes 2.-4. Yes 5.-8. No – all shares issued upon the vesting of the Performance Rights will rank pari passu with shares 9. No – all shares issued upon the exercise of the Options will rank pari passu with shares
<p>5 Issue price or consideration</p>	<ol style="list-style-type: none"> 1. \$0.20 2. Nil cash – shares are being issued as consideration for the acquisition of Digital CC Holdings Pty Ltd 3. Nil cash – shares are being issued as consideration for DJ Carmichael's role in the acquisition of Digital CC Holdings Pty Ltd and Capital Raising 4. Nil cash – shares are being issued as consideration for the acquisition of Digital CC Holdings Pty Ltd 5.-9. Nil cash – issued as consideration for the acquisition of Digital CC Holdings Pty Ltd

<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<ol style="list-style-type: none"> 1. To provide additional funds as detailed in section 4.10 of the Prospectus announced on 12 May 2014 2. To acquire Digital CC Holdings Pty Ltd 3. As consideration for DJ Carmichael's role in the acquisition of Digital CC Holdings Pty Ltd and Capital Raising 4.-9. To acquire Digital CC Holdings Pty Ltd
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>No</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>N/A</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>N/A</p>
<p>6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	<p>N/A</p>
<p>6f Number of +securities issued under an exception in rule 7.2</p>	<p>N/A</p>
<p>6g If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.</p>	<p>N/A</p>

+ See chapter 19 for defined terms.

6h If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements

N/A

6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements

N/A

7 +Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

5 June 2014

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	83,574,988	Fully Paid Ordinary Shares

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	3,849,517	Unlisted Options exercisable at \$0.286 each on or before 30 June 2017
	83,950,831	Ordinary Shares escrowed for 24 months from the date of reinstatement to quotation
	413,824	Ordinary Shares escrowed for 12 months from their date of issue
	16,550,252	Performance Rights Class A escrowed for 24 months from the date of reinstatement to quotation
	83,168	Performance Rights Class A escrowed for 12 months from their date of issue
	8,275,126	Performance Rights Class B escrowed for 24 months from the date of reinstatement to quotation
	41,584	Performance Rights Class B escrowed for 12 months from their date of issue
	8,316,710	Unlisted Options exercisable at \$0.28 expiring 5 June 2016 - escrowed for 24 months from the date of reinstatement to quotation

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

The Company does not have a dividend policy

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A

+ See chapter 19 for defined terms.

20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

+ See chapter 19 for defined terms.

32 How do security holders dispose of their entitlements (except by sale through a broker)?

33 ⁺Issue date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ⁺Securities described in Part 1

(b) All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories

1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

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39 +Class of +securities for which quotation is sought

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40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

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	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:
(Company secretary)

Date: 6 June 2014.....

Print name: Rachel Jelleff.....

+ See chapter 19 for defined terms.