

Appendix 3C

Announcement of buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
Digital CC Limited	59 009 575 035

We (the entity) give ASX the following information.

Information about buy-back

1	Type of buy-back	Selective
2	⁺ Class of shares/units which is the subject of the buy-back (eg, ordinary/preference)	Ordinary shares escrowed until 16 June 2016
3	Voting rights (eg, one for one)	One for one
4	Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding)	Fully paid
5	Number of shares/units in the ⁺ class on issue	83,950,831 ordinary shares escrowed until 16 June 2016
6	Whether shareholder/unitholder approval is required for buy-back	No, shareholder approval was obtained on 9 April 2015

⁺ See chapter 19 for defined terms.

7	Reason for buy-back	<p>As stated in the Company's notice of general meeting dated 4 March 2015, the Company, Digital CC Holdings Pty Ltd (Digital) and PeerNova, Inc (PeerNova) have agreed that it is in their mutual interests to terminate the bitcoin mining agreement between Digital and Technology IQ Limited, a wholly owned subsidiary of PeerNova (CloudHashing Agreement) and to release one another from the ongoing obligations under that agreement. On 29 January 2015, the parties entered into a termination agreement pursuant to which it was agreed that, subject to the Company obtaining shareholder approval for the proposed buy-back and cancellation:</p> <ul style="list-style-type: none"> • the CloudHashing Agreement will be terminated and the parties will be released from their ongoing obligations under that agreement; • PeerNova will buy-back and cancel 8,276,465 Shares, and cancel 2,495,013 Class A Performance Rights and 1,247,507 Class B Performance Rights; and • the Company will transfer to Peernova first generation bitcoin mining hardware which it currently leases to Peernova.
8	Any other information material to a shareholder's/unitholder's decision whether to accept the offer (<i>eg, details of any proposed takeover bid</i>)	Nil

On-market buy-back

9	Name of broker who will act on the company's behalf	N/A
10	Deleted 30/9/2001.	

⁺ See chapter 19 for defined terms.

Appendix 3C Announcement of buy-back

- | | | |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| 11 | If the company/trust intends to buy back a maximum number of shares - that number

Note: This requires a figure to be included, not a percentage. | N/A |
| 12 | If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention | N/A |
| 13 | If the company/trust intends to buy back shares/units if conditions are met - those conditions | N/A |

Employee share scheme buy-back

- | | | |
|----|---------------------------------------------|-----|
| 14 | Number of shares proposed to be bought back | N/A |
| 15 | Price to be offered for shares | N/A |

Selective buy-back

- | | | |
|----|----------------------------------------------------------------------------------------------|-----------------------|
| 16 | Name of person or description of class of person whose shares are proposed to be bought back | Technology IQ Limited |
| 17 | Number of shares proposed to be bought back | 8,276,465 Shares |
| 18 | Price to be offered for shares | N/A |

Equal access scheme

- | | | |
|----|-------------------------------------------------|-----|
| 19 | Percentage of shares proposed to be bought back | N/A |
|----|-------------------------------------------------|-----|

⁺ See chapter 19 for defined terms.


20	Total number of shares proposed to be bought back if all offers are accepted	N/A
21	Price to be offered for shares	N/A
22	+Record date for participation in offer Cross reference: Appendix 7A, clause 9.	N/A

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here: 
(Company secretary)

Date: 9 April 2015

Print name: Rachel Kerr.....

⁺ See chapter 19 for defined terms.