



DigitalCC Limited

Innovative Digital Currency Solutions

Digital CC Limited ABN 59 009 575 035

ASX Code: DCC

Trading as digitalBTC

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www.digitalbtc.com

15 October 2014

RELEASE OF COMPLIANCE PROSPECTUS

Digital CC Limited (trading as digitalBTC) (ASX: DCC) (the “Company” or “digitalBTC”) has today lodged with the Australian Securities and Investments Commission (ASIC) the attached compliance prospectus.

The compliance prospectus has been issued as a result of the **digitalX Mintsy** joint venture which was formed with the owners of the leading digital currency trading site Cryptsy.com to enter additional digital currency markets (as published 17 September 2014). As announced, US\$250,000 of digitalBTC shares at a valuation of AU\$0.30 per share were agreed to be issued to the owners of Cryptsy as part of the deal.

The quotation on the ASX of any new shares issued by digitalBTC currently requires the issue of a prospectus, due to the unavoidable trading suspension in the lead up to the company formally relisting on 16 June 2014. Accordingly the Company has prepared the attached compliance prospectus to allow quotation of the digitalBTC shares issued to the owners of Cryptsy.

The Board does not consider any of the fundamental opportunities, risks or challenges ahead of the Company to have materially changed since the previous lodgement of a prospectus to raise \$9.1 million in May 2014.

Readers should also be aware that both the number of shares issued and the monetary sum listed as raised under the compliance prospectus are nominal amounts, again purely to satisfy compliance obligations.

About digitalBTC

digitalBTC is an innovative digital currency solutions company specializing in the development of digital currency mining, trading and payment applications. The world’s first bitcoin-focused company to commence trading on a major stock exchange, digitalBTC is publicly traded on the ASX (ASX: DCC). For more information, please visit <http://digitalbtc.com>.

-ENDS-

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DIGITAL CC LIMITED

ACN 009 575 035

CLEANSING PROSPECTUS

For the offer of 500 Shares in the capital of the Company at an issue price of \$0.22 per Share to raise up to approximately \$110.00 (before expenses).

This Prospectus has been prepared primarily for the for the purpose of Section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company while the Prospectus is open.

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Shares being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Securities offered under this Prospectus should be considered speculative.

TABLE OF CONTENTS

1.	CORPORATE DIRECTORY.....	1
2.	IMPORTANT DATES AND NOTES AND KEY RISK FACTORS	2
3.	DETAILS OF THE OFFER.....	10
4.	PURPOSE AND EFFECT OF THE OFFER.....	13
5.	RIGHTS AND LIABILITIES ATTACHING TO SECURITIES	14
6.	RISK FACTORS	17
7.	ADDITIONAL INFORMATION	24
8.	DIRECTORS' AUTHORISATION	32
9.	DEFINITIONS	33

1. CORPORATE DIRECTORY

Directors

Eugeni 'Zhenya' Tsvetnenko
Executive Chairman

Alex Karis
Managing Director and CEO

William Brindise
Executive Director

Brett Mitchell
Non-Executive Director

Company Secretary

Rachel Jelleff

Registered Office

Level 7
1008 Hay Street
Perth WA 6000

Telephone: + 61 8 9389 2000
Facsimile: +61 8 9389 2099

Website: www.digitalbtc.com

Share Registry*

Computershare Investor Services Pty
Limited
Level 2, Reserve Bank Building,
45 St Georges Terrace
Perth WA 6000

Telephone: (Australia) 1300 850 505
Telephone: (Overseas) +61 (0)3 9323 2000
Facsimile: +61 8 9323 2033

Auditor*

Deloitte Touche Tohmatsu
Level 14, Woodside Plaza
240 St Georges Terrace
Perth WA 6000

Solicitors

Steinepreis Paganin
Lawyers and Consultants
Level 4, The Read Buildings
16 Milligan Street
Perth WA 6000

*These entities have not been involved in the preparation of this prospectus and have not consented to being named in this Prospectus. Their names are included for information purposes only.

2. IMPORTANT DATES AND NOTES AND KEY RISK FACTORS

2.1 Timetable and important dates*

Action	Date
Lodgement of Prospectus with the ASIC and ASX	Wednesday, 15 October 2014
Opening Date	Wednesday, 15 October 2014
Closing Date	Thursday, 16 October 2014
Expected date of Official Quotation of the Securities	Tuesday, 21 October 2014

*The Company reserves the right to extend the Closing Date or close the Offer early without notice, in its absolute discretion.

2.2 Important Notes

Shareholders should read this document in its entirety and, if in doubt, should consult their professional advisers. The Securities the subject of this Prospectus should be considered highly speculative.

This Prospectus is dated 15 October 2014 (**Prospectus**) and a copy of this Prospectus was lodged with the ASIC on that date.

The ASIC and ASX and their respective officers take no responsibility for the content of this Prospectus.

The expiry date of the Prospectus is 13 months after the date the Prospectus was lodged with the ASIC. No Securities will be issued on the basis of this Prospectus after the expiry date.

No person is authorised to give information or to make any representation in connection with this Prospectus which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

The Offer is only available to those who are personally invited to accept the Offer. Applications for Securities offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws. This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with Section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

2.3 Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at <http://www.digitalbtc.com/>. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

2.4 Key Risks

Potential investors should be aware that subscribing for Securities in the Company involves a number of risks. The key risk factors of which investors should be aware are set out below with additional risks specified in Section 6 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Securities and in the future.

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which they can effectively manage them is limited.

The following is a summary of the key risk factors (please refer to Section 6 of this Prospectus for a more extensive list of risk factors):

(a) **Increased regulation may adversely affect and reduce the appeal of Bitcoin and other digital currencies**

The Bitcoin network was primarily designed to operate free from third party regulation and as such modifying Bitcoin's protocols to facilitate regulation poses a problem. In order for such intervention to be possible, the majority of the Bitcoin network would need to agree to allow it; however the likelihood of this eventuating is minimal. Therefore, regulators will need to look outside the network when considering the rules they may impose on individuals and businesses that use digital currencies such as Bitcoin.

Some governments have already imposed restrictions on Bitcoins; examples of these regulations are set out below:

- Thailand – Thailand was the first country to ban the use of Bitcoin, making it illegal to buy and sell Bitcoins, buy and sell goods or services in exchange for Bitcoins or send/receive any Bitcoins to/from someone outside Thailand.
- China – The Chinese government has prohibited its banks from trading in virtual currencies.
- Russia – Russia's Prosecutor General's Office released a statement saying "Systems for anonymous payments and cyber currencies that have gained considerable circulation, including the most well-known, Bitcoin – are money substitutes and cannot be used by

individuals or legal entities", which effectively bans Bitcoin use in Russia.

- Vietnam – Vietnam's central bank has banned credit institutions from trading in Bitcoin.

The primary risk facing Bitcoin and other digital currencies is that if more jurisdictions ban their use, the available market for such digital currencies falls. The announcement of China's regulations caused a significant fall in the Bitcoin price to US\$348 on 11 April 2014. Furthermore, the increased use of digital currencies and the very public collapse of Mt Gox (previously the largest Bitcoin exchange) are likely to result in further regulation from governments looking to protect investors. Such regulation may further affect the price.

As the Company's business concerns investment in and ownership of digital currencies, including Bitcoin, the risks of currency exchanges shutting down, loss of digital currency, increased government regulation and changes in the prices of digital currencies may adversely affect the business of the Company.

An example of recent regulatory action in relation to Bitcoin is the closure of the website 'Silk Road' by authorities in the U.S.A.

In October 2013, the United States Federal Bureau of Investigation arrested Ross William Ulbricht, allegedly the owner of Silk Road and shutdown the website. As part of the operation, the FBI also seized control of 144,000 Bitcoins. The arrests made by the FBI in connection with Silk Road brought attention to the fact that Bitcoin transactions are not completely anonymous. Since every transaction is recorded in the Blockchain, it is possible to trace every transaction to other wallets.

(b) **Taxation and Bitcoin**

The increased prevalence of Bitcoin and other digital currencies has attracted the attention of tax authorities. While some tax authorities have not yet addressed the issues raised by Bitcoin, some have been outspoken with their views. Specifically, the United Kingdom's HM Revenue & Customs have stated that Bitcoin mining would not be subject to value added tax (the UK's equivalent of GST) however transactions conducted between consumers and merchants would be subject to value added tax and any revenue generated from digital currency sales would be subject to income tax.

(c) **Forecasts**

The Directors consider that it is not possible to accurately predict the future revenues or profitability of the Company or whether any revenues or profitability will eventuate. The business of the Company is dependent upon a number of factors and many of these factors are outside the control of the Company. Consequently the Company, and the Directors do not make any forecast or representation in relation to the Company's future financial position or performance.

(d) **Development and commercialisation of products**

A failure to successfully develop and commercialise these products could lead to a loss of opportunities and adversely impact on the Company's operating results and financial position.

(e) **Volatility**

Bitcoins (and other digital currencies) are a volatile cryptocurrency and fluctuations in their price will have impact on the Company, given that the Company's business concerns the ownership, mining, trading and development of products for cryptocurrencies such as Bitcoins. In addition, there is no assurance that Bitcoins or any other digital currency which the Company may acquire an interest in will maintain their long-term value in terms of purchasing power in the future or that the acceptance of digital currency payments by mainstream retail merchants and commercial businesses will grow. In the event that the price of Bitcoins (or any other digital currency which the Company may acquire an interest) declines, this would likely adversely impact the value of the Company (subject to any potential trading by the Company on such market volatility).

The further development and acceptance of the Bitcoin network and other digital currencies, which represent a new and rapidly changing industry, are subject to a variety of factors that are difficult to evaluate. The slowing or stopping of the development or acceptance of the Bitcoin network may adversely affect the Company.

(f) **Bitcoin theft and security of private key**

It is possible for Bitcoins and other digital currencies to be stolen. Bitcoins are controllable by the possessor of both the unique public and private key relating to the local or online digital wallet in which the Bitcoins are held, which wallet's public key or address is reflected in the Bitcoin network public Blockchain. The Company publishes the public key relating to digital wallets it uses when it verifies the receipt of Bitcoin transfers and disseminates such information into the Bitcoin network, but is required to safeguard the private keys relating to such digital wallets.

the Company stores its digital currency which is not in use in "cold storage"; or in other words, not online. Normally, wallets hold both private and public keys. The public keys are the addresses that are given out in order to receive funds to that wallet. As per the Bitcoin protocol, anyone knowing a public address can view the transactions made with that address. On the other hand, private keys are by definition private to the owner of the wallet. It is this key that is used by the owner when spending Bitcoins (to sign transactions). If an owner has a weak password protecting the private keys, a hacker could break the password and have complete access to the wallet. The Company protects against this by storing the private keys on a computer that is never connected to the internet (i.e. cold storage) so the public keys and private keys are on two separate computers.

The computer holding the private keys is locked up in a safe in a secure environment. Not only do the private keys have extremely complex and strong password protection, the partition holding the keys is encrypted. To create a transaction, the request is generated from the computer holding public keys which creates a message envelope containing all

the information that is needed, except for the private key signature. The only way to execute the transaction is to take the message envelope to the secured, encrypted offline computer and generate the signature with the private keys, and then the signed message is brought back and transmitted to the network from the first computer. The Company not only physically separates the public and private keys, it also physically separates the computers running each part of the wallet. Further, in the event of a computer failure, the private keys are stored in an offsite secured facility, within an encrypted device.

To the extent such private keys are lost, destroyed or otherwise compromised, the Company will be unable to access the related Bitcoins and such private keys will not be capable of being restored by the Bitcoin network.

The loss or destruction of a private key required to access a Bitcoin may be irreversible. Any loss of private keys relating to digital wallets used to store the Company's Bitcoins or its experience of a data loss relating to the Company's Bitcoins could adversely affect the Company's business and an investment in that business.

(g) **Open source software risks**

Bitcoin is an open source project. Although there is an influential group of leaders in the Bitcoin network community including developers, there is no official developer or group of developers that formally controls the Bitcoin network. Any individual can download the Bitcoin network software and make any desired modifications, which are proposed to users and miners on the Bitcoin network through software downloads and upgrades. However, miners and users must consent to those software modifications by downloading the later software or upgrade implementing the change; otherwise, the changes do not become a part of the Bitcoin network.

Since the Bitcoin network's inception, changes to the Bitcoin network have been accepted by the vast majority of users and miners. However, a developer or group of developers could potentially propose a modification to the Bitcoin network that is not accepted by a vast majority of miners and users, but that is nonetheless accepted by a substantial population of participants in the Bitcoin network. In such a case, a fork in the Blockchain could develop and two separate Bitcoin networks could result, one running the pre-modification software program and the other running the modified version (i.e., a second "Bitcoin" network). Such a fork in the Blockchain typically would be addressed by community-led efforts to merge the forked Blockchains, and several prior forks have been merged. This kind of split in the Bitcoin network could materially and adversely affect the price and value of Bitcoins and potentially harm the sustainability of the Bitcoin economy.

(h) **Bitcoin exchanges risks**

Bitcoin exchanges are electronic marketplaces where exchange participants may trade, buy and sell Bitcoins based on bid-ask trading. The largest Bitcoin exchanges are online and typically trade on a 24-hour basis, publishing transaction price and volume data.

There is a risk of Bitcoin exchanges experiencing technical difficulties, being hacked or shut down, with the consequence of clients of such

exchanges (including the Company and its related entities) losing their Bitcoins. For example the Company's group has lost access to 351 Bitcoins due to the Mt Gox Bitcoin exchange shutting down during February 2014 and it is unclear as to whether those Bitcoins will be returned to the Company's group.

The Bitcoin exchanges on which the Bitcoins trade are new and largely unregulated.

Recently, many Bitcoin exchanges have been closed due to fraud, failure or security breaches. In many of these instances, the customers of such Bitcoin exchanges were not compensated or paid for the partial or complete losses of their account balances of Bitcoins in such Bitcoin exchanges. While smaller Bitcoin exchanges are less likely to have the infrastructure and capitalisation that make larger Bitcoin exchanges more stable, larger Bitcoin exchanges are more likely to be appealing targets for hackers and "malware" (i.e., software used or programmed by attackers to disrupt computer operation, gather sensitive information or gain access to private computer systems).

(i) **Further technology risks**

The Bitcoin technology and other digital currencies may be rendered obsolete by new inventions and technologies, which would adversely impact the Company.

Further, the administrators of the Bitcoin network's source code could propose amendments to the Bitcoin network's protocols and software that, if accepted and authorized by the Bitcoin network's community, could adversely affect the Company.

The Bitcoin network is based in a cryptographic, algorithmic protocol that governs the end-user-to-end-user interactions between computers connected to the Bitcoin network. Amendments may occur to the Bitcoin network's source code through one or more software upgrades that alter the protocols and software that govern the Bitcoin network and the properties of Bitcoins, including the irreversibility of transactions and limitations on the mining of new Bitcoins. To the extent that a significant majority of the users and miners on the Bitcoin network install such software upgrade(s), the Bitcoin network would be subject to new protocols and software that may adversely affect the Company. If less than a significant majority of the users and miners on the Bitcoin network install such software upgrade(s), the Bitcoin network could "fork". The acceptance of Bitcoin network software patches or upgrades by a significant, but not overwhelming, percentage of the users and miners in the Bitcoin network could result in a "fork" in the Blockchain, resulting in the operation of two separate networks until such time as the forked Blockchains are merged. The temporary or permanent existence of forked Blockchains could adversely impact the Company.

To the extent that malicious actors or a botnet (a volunteer or hacked collection of computers controlled by networked software coordinating the actions of the computers) obtains a majority of the processing power on the Bitcoin network, it could alter the source code and Blockchain on which the Bitcoin network and all Bitcoin transactions rely. To the extent that a malicious actor or botnet does not yield its majority control of the processing power on the Bitcoin network, reversing any changes made to the source code or Blockchain may not be possible.

If malicious actors or a botnet obtain control of over 50 percent of the processing power active on the Bitcoin network, this could manipulate the source code of the Bitcoin network or the Blockchain in a manner that adversely affects the Company and its ability to operate.

(j) **Bitcoin mining risks**

As the number of Bitcoins awarded for solving a block in the Blockchain decreases, the incentive for miners to continue to contribute processing power to the Bitcoin network will transition from a set reward to transaction fees. The requirement from miners of higher transaction fees in exchange for recording transactions in the Blockchain may decrease demand for Bitcoins and prevent the expansion of the Bitcoin network to retail merchants and commercial business, resulting in a reduction in the Blended Bitcoin Price.

If transaction fees paid for the recording of a transaction in the Blockchain becomes too high, the marketplace may be reluctant to accept Bitcoins as a means of payment and existing users may be motivated to switch from Bitcoins to another digital currency or back to fiat currency. A decrease in the use and demand for Bitcoins may adversely affect their value and result in a reduction in price and value of Bitcoins.

If the award of Bitcoins for solving blocks and transaction fees for recording transactions are not sufficiently high to incentivise miners, miners may cease expending processing power to solve blocks and confirmations of transactions on the Blockchain could be slowed. A reduction in the processing power expended by miners on the Bitcoin network could increase the likelihood of a malicious actor or botnet obtaining control in excess of 50 percent of the processing power active on the Bitcoin network or the Blockchain, permitting such an actor or botnet to manipulate the source of the Bitcoin network in a manner that adversely affects the Company or its ability to operate.

If transaction fees are not sufficiently high, miners may not have an adequate incentive to continue mining and may cease their mining operations. Miners ceasing operations would reduce the collective processing power in the Bitcoin network, which would adversely affect the confirmation process for transactions and make the Bitcoin network more vulnerable to a malicious actor or botnet obtaining control in excess of 50 percent of the processing power on the Bitcoin network. Any reduction in confidence in the confirmation process or processing power of the Bitcoin network may adversely impact the Company.

(k) **Protection of technology rights**

Securing rights to technologies, and in particular intellectual property, through licensing or otherwise, is an integral part of securing potential product value in the outcomes of digital currency. Competition in retaining and sustaining protection of technologies and the complex nature of technologies can lead to expensive and lengthy disputes for which there can be no guaranteed outcome.

The Company's prospect of success depends, in part, on its ability to obtain interests in intellectual property, maintain trade secret protection and operate without infringing the proprietary rights of third parties. There can be no assurance that any intellectual property which the

Company or entities it deals with may have an interest in now or in the future will afford the Company commercially significant protection of technologies, or that any of the projects that may arise from technologies will have commercial applications.

Although the Company will implement all reasonable endeavours to protect its interests in intellectual property, held through its subsidiaries and otherwise, there can be no assurance that these measures have been, or will be sufficient.

Intellectual property rights claims may also adversely affect the operations of the Bitcoin network and consequently the Company.

Third parties may assert intellectual property claims relating to the operation of digital currencies and their source relating to the holding and transfer of such assets. Regardless of the merit of any intellectual property or other legal action, any threatened action that reduces confidence in the Bitcoin network's (or other digital currencies') long-term viability or the ability of end-users to hold and transfer Bitcoins may adversely affect the Company.

The above list of risk factors are not to be taken as exhaustive of the risks faced by the Company and you should refer to the non-exhaustive list of additional risk factors in Section 6 of this Prospectus before deciding whether to apply for Securities pursuant to this Prospectus.

3. DETAILS OF THE OFFER

3.1 Offer

Under this Prospectus, the Company invites investors identified by the Directors to apply for 5,000 Shares at an issue price of \$0.22 per Share to raise up to approximately \$110.00 (before expenses).

All of the Shares offered under this Prospectus will rank equally with Shares on issue at the date of this Prospectus.

3.2 Objective

The Company is seeking to raise only a nominal amount of \$110.00 under this Prospectus and, accordingly, the purpose of this Prospectus is not to raise capital.

The primary purpose of this Prospectus is to remove any trading restrictions that may have attached to Shares and AYNOA Options issued by the Company while the Prospectus is open.

Relevantly, Section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and
- (b) either:
 - (i) a prospectus is lodged with the ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

3.3 Opening and Closing Dates of the Offer

The Opening Date of the Offer will be Wednesday 15 October 2014 and the Closing Date will be Thursday 16 October 2014 at 5:00pm WST.

The Directors reserve the right to close the Offer early or extend the Closing Date (as the case may be), should it be considered by them necessary to do so.

3.4 Application for Securities

Applications for Shares must be made by investors at the direction of the Company and must be made using the Application Form accompanying this Prospectus.

Payment for the Shares must be made in full at the issue price of \$0.22 per Share.

Completed Application Forms and accompanying cheques must be mailed or delivered to the Company as follows:

Delivery by post

PO Box 7209
Cloisters Square WA 6850

Cheques should be made payable to "**Digital CC Limited – Share Offer Account**" and crossed "**Not Negotiable**". Completed Application Forms and cheques must reach the address set out above by no later than the Closing Date.

3.5 Minimum subscription

There is no minimum subscription in respect of the Offer.

3.6 Issue of Shares

Issue of Shares under the Offer will take place as soon as practicable after the Closing Date. Application moneys will be held in a separate subscription account until the Shares are issued. This account will be established and kept by the Company in trust for each Applicant. Any interest earned on the application moneys will be for the benefit of the Company and will be retained by the Company irrespective of whether any Shares are issued and each Applicant waives the right to claim any interest.

The Directors will determine the recipients of all the Shares. The Directors reserve the right to reject any application or to allocate any Applicant fewer Shares than the number applied for.

Where the number of Shares issued is less than the number applied for, the surplus moneys will be returned by cheque as soon as practicable after the Closing Date. Where no issue of Shares is made, the amount tendered on application will be returned in full by cheque as soon as practicable after the Closing Date. Interest will not be paid on moneys refunded.

3.7 Underwriter

The Offer is not underwritten.

3.8 ASX Listing

Application for Official Quotation of the Shares offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. If approval is not obtained from ASX before the expiration of 3 months after the date of issue of the Prospectus (or such period as varied by the ASIC), the Company will not issue any Shares and will repay all application moneys for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

3.9 Restrictions on the Distribution of the Prospectus

The distribution of this Prospectus outside the Commonwealth of Australia may be restricted by law.

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

Residents of countries outside Australia should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed should they wish to make an application to take up Securities on the basis of this Prospectus. The return of a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all approvals and consents have been obtained.

3.10 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will not be issuing share or option certificates. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

3.11 Privacy Act

If you complete an application for Securities, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder or Optionholder (as applicable), facilitate distribution payments and corporate communications to you as a Shareholder or Optionholder (as applicable) and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988 (Cth)* (as amended), the *Corporations Act* and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Securities, the Company may not be able to accept or process your application.

4. PURPOSE AND EFFECT OF THE OFFER

4.1 Purpose of the Offer

The primary purpose of this Prospectus is to remove any trading restrictions that may be attached to Shares issued by the Company while the Prospectus is open. All of the funds raised from the Offer will be applied towards the expenses of the Offer. Refer to Section 7.6 of this Prospectus for further details relating to the estimated expenses of the Offer.

4.2 Effect of the Offer on capital structure

The effect of the Offer on the Company's capital structure is set out below.

Shares	Number
Shares currently on issue	167,939,643
Shares offered under this Prospectus	500
Total Shares on issue on completion of the Offer	167,940,143
Options	Number
Unlisted Options exercisable at \$0.286 on or before 30 June 2017	3,849,518
Unlisted Options exercisable at \$0.28 on or before 5 June 2016	8,316,710
Total Options on issue on completion of the Offer	12,166,228
Performance Rights	Number
Class A Performance Rights	16,633,420
Class B Performance Rights	8,316,710
Total	24,950,130

4.3 Financial effect of the Offer

After expenses of the Offer of approximately \$9,904, there will be no proceeds from the Offer. The expenses of the Offer (exceeding \$110.00) will be met from the Company's existing cash reserves.

As such, the Offer will have an effect on the Company's financial position, being receipt of funds of \$110.00 less costs of preparing the Prospectus of approximately \$9,904.

5. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

5.1 Shares

The following is a summary of the more significant rights and liabilities attaching to Shares being offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of Shareholders or classes of shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) Dividend rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

(e) **Shareholder liability**

As the Shares under the Prospectus are fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) **Transfer of Shares**

Generally, Shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the ASX Listing Rules.

(g) **Future increase in capital**

The issue of any new Shares is under the control of the Board of the Company as appointed from time to time. Subject to restrictions on the issue or grant of Securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing Share or class of shares), the Directors may issue Shares and other Securities as they shall, in their absolute discretion, determine.

(h) **Variation of rights**

Under Section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(i) **Alteration of Constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of votes validly cast for Shares at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

6. RISK FACTORS

6.1 Introduction

The Securities offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus and to consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Securities.

Section 2.4 of this Prospectus summarises the key risks that apply to the Company.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

6.2 Company specific risks

In addition to the key risk factors summarised in Section 2.4, there are a number of specific risks involved for the Company, and consequently its Security holders, which include the following non-exhaustive list.

(a) Additional requirements for capital

Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of their activities and potential development programmes. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders.

The Company is exposed to risks associated with its financial instruments (consisting of digital currency (including Bitcoin), cash, receivables, accounts payable and accrued liabilities due to third parties from time to time). This includes the risk that a third party to a financial instrument fails to meet its contractual obligations, the risk that the Company will not be able to meet its financial obligations as they fall due and the risk that market prices may vary which will affect the Company's financial position and prospects.

Additional funding may be required in the event costs exceed the Company's estimates and to effectively implement its business and operations plans in the future to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur. If such events occur, additional financing will be required.

The Company may seek to raise further funds through equity or debt financing, joint ventures, licensing arrangements, or other means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of their

activities and potential development programmes. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders.

(b) **Development and commercialisation of products**

The Company is relying on its objective to develop its technologies. A failure to successfully develop and commercialise these products could lead to a loss of opportunities and adversely impact on the Company's operating results and financial position.

Bitcoins (and other digital currencies) are a volatile cryptocurrency and fluctuations in their price will have impact on the Company, given that its business concerns the ownership, mining, trading and development of products for cryptocurrencies such as Bitcoins. In addition, there is no assurance that Bitcoins or any other digital currency which the Company may acquire an interest in will maintain their long-term value in terms of purchasing power in the future or that the acceptance of digital currency payments by mainstream retail merchants and commercial businesses will grow. In the event that the price of Bitcoins (or any other digital currency in which the Company may acquire an interest) declines, this would likely adversely impact the value of the Company (subject to any potential trading by the Company on such market volatility).

The further development and acceptance of the Bitcoin network and other digital currencies, which represent a new and rapidly changing industry, are subject to a variety of factors that are difficult to evaluate. The slowing or stopping of the development or acceptance of the Bitcoin network may adversely affect the Company.

(c) **Competition**

There is significant competition in the digital currency industry generally. There is no assurance that the Company will succeed in the strategy of mining and trading Bitcoins or developing products that are effective or economic. Competitors' products may render the potential digital currency products obsolete and/or otherwise uncompetitive. There is also no guarantee that the Company will ever commercialise or produce any products from its technology.

The Company may be unable to compete successfully against future competitors where aggressive policies are employed to capture market share. If the Company is successful in developing digital currency products, which may never occur, such competition could result in price reductions, reduced gross margins and loss of market share, any of which could materially adversely affect the Company's potential future business, operating results and financial position.

6.3 Industry specific risks

(a) **Legal and Regulatory risks**

Digital currencies involve relatively new technology which has been identified as possibly posing risks in relation to law enforcement and government regulation. It is likely that governments worldwide, including

Australia, will continue to explore the benefits, risks, regulations, security and applications of digital currencies, such as Bitcoin.

The introduction of new legislation or amendments to existing legislation by governments, or the respective interpretation of the legal requirements in any of the legal jurisdictions which govern the Company's operations or contractual obligations, could impact adversely on the assets, operations and, ultimately, the financial position and financial performance of the Company and its Securities. In addition there is a risk that legal action may be taken against the Company in relation to commercial, legal, regulatory or other matters.

(b) **Risk of higher transaction fees**

Currently there are minimal transaction fees incurred on transactions conducted using Bitcoin. However, as the number of Bitcoins awarded to miners for solving the mathematical equation to create a Block decreases, the incentive to continue mining will fall. Once the majority of the Bitcoins have been mined, there will be no incentive for miners to continue mining unless they are paid a transaction fee. However, it will not be until 2132 that 99% of the Bitcoins will be mined, and therefore this is not a short term risk.

If the transaction fees are too low, then there will be less of an incentive for miners and some may cease mining. This would result in a reduction in the Bitcoin network's hashing power and would make it easier for one user to control more than 50% of the hashing power. This may result in corruption of the Blockchain. If this occurred, the value of Bitcoin would be adversely affected.

Alternatively, if the transaction fees are too high, consumers and merchants may no longer wish to use Bitcoin and the demand for the currency would fall. This would also have an adverse effect on Bitcoin.

(c) **Risk of losing Bitcoins**

Bitcoins need to be stored in either a wallet or at an exchange. In order to access Bitcoins, the user has a private key (similar to a password) that only they know. Using this key enables them to spend the funds allocated to their wallet. However, if the user loses their private key, they will be unable to access their Bitcoins and those Bitcoins will be unusable until such time as the user remembers their private key or a hacker hacks their wallet. Unlike a bank that could confirm a person's identity by another means in the event that a password to a bank account is lost, there is no such system for gaining access to a wallet once the private key is lost.

There is also a risk that if a wallet password is stored on a personal computer, a hacker may be able to hack into that computer, obtain the password and use it to steal Bitcoins from the wallet. In the event that this occurs, the true owner of those Bitcoins has no recourse and cannot retrieve their Bitcoins. For example, on 4 March 2014, Flexcoin, a Bitcoin bank, announced that it was closing after the 896 Bitcoins (approximately \$0.6 million) that were stored at the bank were stolen by hackers. This contrasts with banks which will investigate any allegations of fraud or theft and will reimburse their customers if it turns out that the customer has been the victim of fraud or theft.

Bitcoins held with an exchange may also be lost as those coins held by Mt Gox were lost. Again this is in contrast to a bank where the government may guarantee all deposits held by the bank; as is the case for banks in Australia.

(d) **Limited number of merchants that accept Bitcoin**

While the number of merchants that accept Bitcoins has certainly risen over the past 12 months, the overwhelming majority of merchants still do not accept Bitcoins as a means of payment. This limits the ways in which Bitcoins can be spent and is therefore a deterrent for some people that might otherwise consider using Bitcoin.

(e) **Volatility**

The price of Bitcoin is volatile. This is largely due to Bitcoin being relatively new. Bitcoin's volatility acts as a deterrent for many investors and merchants. Investors see it as a weakness because the value of their investment could be significantly reduced in a short space of time. Merchants see it as a weakness because of the inconvenience it causes them since they have to constantly update their prices to reflect changes in the Bitcoin price.

(f) **Uncertainty regarding the future of digital currencies**

Since digital currencies are still in a relatively new concept, there is significant uncertainty as to whether any growth in digital currencies will eventuate. If one or more of the other digital currency risks highlighted in this Prospectus eventuated, the market price of Bitcoin and other digital currencies may fall.

If the market prices of Bitcoin or other digital currencies in which the Company has an existing or potential interest falls, the Company's existing and potential interest in digital currency and digital currency products would be detrimentally affected. This would adversely affect the Company and the value of the Company's Shares.

(g) **Bitcoins may be hoarded**

While the limited number of Bitcoins is one of the primary features that give Bitcoins their value, there is a risk that this could encourage hoarding. Hoarding would involve people buying/mining Bitcoins and then simply holding on to them and not spending them with the hope of making a profit in the future. This action may reduce the liquidity in the Bitcoin market. While the supply shortage may result in an initial increase in price, prolonged hoarding would eventually lead to a significant fall in the price and may send Bitcoin into recession, which would adversely impact the Company's business.

(h) **Loss of Bitcoin's market share**

There is a risk that Bitcoin may lose its first-mover advantage as one or more other digital currencies start eating into Bitcoin's market share. There are numerous other digital currencies and indeed any person can create their own digital currency. However, current statistics do not guarantee that Bitcoin will always be number one. With technology developing and with so many new digital currencies being created, it is possible that a new digital currency will emerge as the market favourite.

Although other digital currencies are available, Bitcoin still currently has one significant advantage over all other digital currencies; Bitcoin is accepted by more merchants than any other digital currency. Today, Bitcoin is an acceptable payment method for a multitude of business in a variety of industries including hospitality, retail, travel, entertainment, automotive, healthcare and medical. This is perhaps the biggest barrier that other digital currencies will need to overcome in their attempts to take market share away from Bitcoin.

In addition to Bitcoin, the Company has existing and proposed activities relating to other digital currencies.

(i) **Insurance risks**

The Company insures its operations in accordance with technology industry practice. However, particularly given the novelty of the digital currencies business and associated businesses, such insurance may not be available in relation to many of the Company's activities and even to the extent that insurance may be available, it may be of a nature or level insufficient to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company. Further, the Company may not be able to recover under any insurance policies if the company or companies providing the insurance (or any reinsurance) are under financial distress or fail.

6.4 General risks

(a) **Market acceptance**

The global marketplace for most products is ever changing due to new technologies, new products, changes in preferences, changes in regulation and other factors influencing market acceptance or market rejection. This market volatility and risk exists despite the best endeavours of market research, promotion and sales and licensing campaigns.

Accordingly, there is a risk that the Company may not be able to commercialise digital currencies such as Bitcoins and any further potential digital currency products, which could adversely impact their operations.

(b) **Management of growth**

There is a risk that management of the Company will not be able to implement the Company's growth strategy after completion of the Offer. The capacity of the Company's management to properly implement and manage the strategic direction of the may affect their financial performance.

(c) **Economic**

General economic conditions, introduction of tax reform, new legislation (particularly in relation to relatively new digital currencies such as Bitcoin), movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's

business activities and potential development programmes, as well as on their ability to fund those activities.

(d) **Force Majeure**

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company, including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(e) **Litigation risks**

The Company are exposed to possible litigation risks including, but not limited to, intellectual property claims, regulatory intervention and third party claims in relation to digital currency, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company are not currently engaged in any litigation.

(f) **Dependence on outside parties**

The Company may pursue a strategy that forms strategic business relationships with other organisations in relation to potential products and services. There can be no assurance that the Company will be able to attract such prospective organisations and to negotiate appropriate terms and conditions with these organisations or that any potential agreements with such organisations will be complied with.

(g) **Market conditions**

Share market conditions may affect the value of the Company's quoted Securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) introduction of tax reform or other new legislation;
- (iii) interest rates and inflation rates;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and technology stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return to Security holders arising from the Offer, the Acquisition or any other event or occurrence.

(h) **Reliance on key personnel**

The responsibility of overseeing the day-to-day operations and the

strategic management of the Company depends substantially on senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment or if one or more of the Directors leaves the Board.

(i) **Investment speculative**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Securities offered under this Prospectus

Therefore, the Securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Securities.

Potential investors should consider that the investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

7. ADDITIONAL INFORMATION

7.1 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

7.2 Continuous disclosure obligations

The Company is a “disclosing entity” (as defined in Section 111AC of the Corporations Act) for the purposes of Section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

This Prospectus is a “transaction specific prospectus”. In general terms a “transaction specific prospectus” is only required to contain information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in Section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:

- (i) the annual financial report most recently lodged by the Company with the ASIC;
- (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
- (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in Section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company or an ASIC office during normal office hours.

Details of documents lodged with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below:

Date	Description of Announcement
30/09/2014	Annual Report for the year ended 30 June 2014
25/09/2014	PayPal Now Accepting Bitcoin
17/09/2014	DCC Forms JV to Enter Additional Digital Currency Markets
09/09/2014	digitalBTC Launches Pre-Enrolments for digitalX Pocket
08/09/2014	DCC Divests 11% of Mining Capacity for Payment of \$460k
05/09/2014	Appendix 3Z - Final Director's Interest Notice x 2
05/09/2014	Appendix 3X - Initial Director's Interest Notice
05/09/2014	Appointment of Non-Exec Director & Board Composition Update
04/09/2014	Initiation Research Report and the Bitcoin Sector Published
29/08/2014	DigitalBTC FY14 Demonstrates Strong Underlying Performance
29/08/2014	Preliminary Final Report
27/08/2014	Green Energy Contract to Secure Savings in Operational Costs
20/08/2014	ATO Provides First Guidance Note on Bitcoin
07/08/2014	digitalBTC Invests to Expand Bitcoin Mining Capacity
06/08/2014	Operational Update
04/08/2014	Video Interview with Executive Chairman

Date	Description of Announcement
24/07/2014	Appendix 4C
24/07/2014	World's First Listed Bitcoin Company's Initial Financials
16/06/2014	digitalBTC Investor Presentation
16/06/2014	WORLD'S FIRST LISTED BITCOIN COMPANY COMMENCES TRADING
12/06/2014	Corporate Governance Statement
12/06/2014	Securities Trading Policy
12/06/2014	Capital Structure
12/06/2014	Restricted Securities
12/06/2014	Appendix 1A and Information Form and Checklist
12/06/2014	Top 20 Holders and Distribution Schedule
12/06/2014	Pre-reinstatement Disclosure
12/06/2014	ASX Notice - Reinstatement to Official Quotation
12/06/2014	Reinstatement to Official Quotation
11/06/2014	Appendix 3X - Initial Director's Interest Notice x 4
11/06/2014	Appendix 3Z - Final Director's Interest Notice x 2
11/06/2014	Form 603 - Notice of Initial Substantial Holder x 4
10/06/2014	Change in substantial holding
10/06/2014	Change in substantial holding
10/06/2014	digitalBTC Trading and Market Update
06/06/2014	Completion of Acquisition, Issue of Securities and Appx 3B
30/05/2014	Change of Company Name and Close of Offer
20/05/2014	Completion of Capital Consolidation
14/05/2014	Issue of Unlisted Options - Appendix 3B
12/05/2014	Prospectus
09/05/2014	Results of General Meeting
09/05/2014	Suspension from Official Quotation
06/05/2014	digitalBTC Operations Update
01/05/2014	March 2014 Quarterly Update - Appendix 4C
28/04/2014	Appointment and Resignation of Company Secretary
24/04/2014	Addendum to Notice of General Meeting
08/04/2014	Notice of General Meeting

Date	Description of Announcement
03/04/2014	digitalBTC Signs Supply Agreement With BitFury
27/03/2014	digitalBTC Investor Presentation
19/03/2014	Change in substantial holding
18/03/2014	digitalBTC Signs Strategic Agreement With Cloudhashing.com
13/03/2014	Reinstatement to Official Quotation
13/03/2014	digitalBTC Brings Bitcoin To The ASX
11/03/2014	Suspension Extension Request
06/03/2014	Request for Suspension
06/03/2014	Suspension from Official Quotation
04/03/2014	Trading Halt Request
04/03/2014	Trading Halt
26/02/2014	Half Year Accounts and Appendix 4D
05/02/2014	December Quarterly – Appendix 4C
28/11/2013	Results of Annual General Meeting
04/11/2013	Notice of AGM 2013

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

7.3 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer pursuant to this Prospectus; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director or to any firm in which any such Director is a partner or director, either to induce them to become, or to qualify them as, a Director or otherwise for services rendered by them or by the firm in connection with the formation or promotion of the Company or the Offer.

Security holdings

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus is set out in the table below.

Director	Shares	Options	Performance Rights
Eugeni Tsvetnenko	42,500,411	2,495,013 ¹	11,681,650 ²
Alex Karis	20,514,200	2,495,013 ¹	5,958,092 ³
William Brindise	12,599,897	1,663,342 ¹	3,443,116 ⁴
Brett Mitchell	76,401	300,000 ⁵	Nil

Notes:

- Options are exercisable at \$0.28 on or before 5 June 2016.
- Consisting of 7,787,767 Class A Performance Shares and 3,893,883 Class B Performance Shares.
- Consisting of 3,972,061 Class A Performance Shares and 1,986,031 Class B Performance Shares.
- Consisting of 2,295,411 Class A Performance Shares and 1,147,705 Class B Performance Shares.
- Options are exercisable at \$0.286 on or before 30 June 2017.

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director.

A Director may be paid fees or other amounts (ie non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors. Each of the directors has only been appointed since the Company's acquisition of Digital BTC Pty Ltd in June 2014.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive directors.

Director	2012/2013	2013/2014	2014/2015
Eugeni Tsvetnenko	Nil	US\$31,375	US\$400,000
Alex Karis	Nil	US\$31,250	US\$375,000
William Brindise	Nil	US\$20,833	US\$250,000
Brett Mitchell	Nil	Nil	A\$36,000

Notes:

- None of the executive directors currently receive any directors fees above their remuneration received under their respective executive services agreements.

7.4 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- promoter of the Company; or
- underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- the formation or promotion of the Company;
- any property acquired or proposed to be acquired by the Company in connection with:
 - its formation or promotion; or
 - the Offer; or
- the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- the formation or promotion of the Company; or
- the Offer.

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin \$5,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has been paid fees totalling \$342,281.95 (excluding GST and disbursements) for legal services provided to the Company.

7.5 Consents

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus. Steinepreis Paganin has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

7.6 Estimated expenses of Offer

The total expenses of the Offer are estimated to be approximately \$15,800 as follows:

Expense	(\$)
ASIC fees	2,290
ASX Fees	1,614
Legal Fees	5,000
Miscellaneous, printing and other expenses	1,000
Total	9,904

7.7 Market price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the most recent dates of those sales were:

Highest	\$0.35	25 July 2014
Lowest	\$0.19	7 October 2014
Last	\$0.19	14 October 2014

7.8 Electronic Prospectus

Pursuant to Class Order 00/044, the ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please phone the Company on (08) 9389 2000 and the

Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or Prospectus or any of those documents were incomplete or altered.

8. DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.



Eugeni 'Zhenya' Tsvetnenko
Executive Chairman
For and on behalf of
Digital CC Limited

9. DEFINITIONS

\$ means Australian dollars.

Applicant means an investor who applies for Shares pursuant to the Offer.

Application Form means an application form either attached to or accompanying this Prospectus.

ASIC means the Australian Securities and Investments Commission.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHESSE.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires.

ASX Listing Rules means the listing rules of the ASX.

Bitcoin means the peer-to-peer payment system and the digital currency of the same name which uses open source cryptography to control the creation and transfer of such currency.

Board means the board of Directors unless the context indicates otherwise.

Business Day means a day on which trading takes place on the stock market of ASX.

Company means Digital CC Limited (ACN 009 575 035).

Closing Date means the date specified in the timetable in Section 2.1 of this Prospectus (unless extended or brought forward).

Constitution means the constitution of the Company as at the date of this Prospectus.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the directors of the Company as at the date of this Prospectus.

Offer means the offer of Securities referred to in the "Details of the Offer" section of this Prospectus.

Official Quotation means official quotation on ASX.

Opening Date means the opening date of the Offer as specified in the timetable set out in Section 2.1 of this Prospectus (unless varied).

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Prospectus means this prospectus.

Securities means Shares offered pursuant to the Offer.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

WST means western standard time as observed in Perth, Western Australia.