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**TSXV-NEX Trading Symbol:** DIL.H

## **FOR IMMEDIATE RELEASE**

### **DIGIFONICA AND BIDCACTUS TERMINATE ASSET PURCHASE AGREEMENT**

NOT FOR DISTRIBUTION TO U.S. NEWS WIRE SERVICES OR FOR DISSEMINATION IN THE U.S.

**Vancouver, B.C., June 3, 2013-** DigiFonica International Inc. (TSXV-NEX: DIL.H, the “Company”) announces that the Company and BidCactus, LLC (“BidCactus”) have entered into a termination agreement (the “Termination Agreement”) pursuant to which the Company and BidCactus have mutually agreed to terminate the asset purchase agreement (the “Asset Purchase Agreement”) dated December 10, 2012 between the Company and BidCactus, as amended pursuant to an amending agreement dated January 23, 2013, in respect of the previously announced acquisition (the “Acquisition”) from BidCactus of its internet-based penny auction business. The Termination Agreement includes mutual releases and certain indemnities.

In light of uncertainty regarding the date and the terms on which the Acquisition could be completed, the Company and BidCactus decided jointly to terminate the Asset Purchase Agreement and not to proceed with the Acquisition.

The Acquisition formed part of a larger transaction (the “Transaction”) constituting the Company’s Change of Business and Reactivation from the NEX board of the TSX Venture Exchange (the “Exchange”) to Tier 2 on the Exchange, comprised of (i) a corporate reorganization (the “Corporate Reorganization”) consisting of a continuance out of Alberta and into British Columbia, a name change, and the reconstitution of the Company’s board of directors, all as approved at the Company’s annual general meeting of shareholders held on August 13, 2012, and (ii) a brokered and non-brokered private placement (the “Private Placement”) to raise aggregate gross proceeds of up to \$7,000,000, as previously announced on July 31, 2012 and February 6, 2013.

As a result of the termination of the Asset Purchase Agreement, the Company will not proceed with the balance of the Transaction, including the Reactivation and Change of Business, the Private Placement and the Corporate Reorganization, nor will the Company proceed with the conditional grant of 6,850,000 stock options as announced on February 6, 2013.

In connection with the Transaction, certain arm’s length parties, as well as Gunther Roehlig, the Company’s President, and James L. Harris, the Company’s corporate

secretary, provided bridge loans to BidCactus in the aggregate amount of \$797,500, which bridge loans were intended to be assumed by the Company on closing of the Transaction. The Company has agreed to assume from BidCactus, in aggregate, \$400,000 of the bridge loans. The assumed bridge loans will be non-interest bearing and will mature on April 30, 2015. The Exchange has provided its final approval of the assumption of the bridge loans, and disinterested shareholders (shareholders other than the Lenders, directors and officers of the Company, and their respective affiliates) holding a majority of the shares of the Company have consented to the assumption.

On March 14, 2013, Canaccord Genuity Corp. (“Canaccord”) advised the Company that it would not be proceeding with its sponsorship of the Acquisition and its engagement letter dated October 1, 2012 was terminated.

On April 25, 2012, the Company halted trading of its shares pending completion of the Transaction. The Company has made an application to the Exchange to resume trading of its common shares. The Company anticipates that its shares will resume trading through the facilities of the NEX board of the Exchange on or about June 6, 2013 under the symbol “DIL.H”.

The Company is reviewing financing and business combination opportunities with the objective of completing a Reactivation of the Company from the NEX board of the Exchange to Tier 2 of the Exchange.

**ON BEHALF OF THE BOARD OF DIRECTORS  
DIGIFONICA INTERNATIONAL INC.**

*“Gunther Roehlig”*

Gunther Roehlig,  
President & CEO

For further information, please contact Gunther Roehlig, President & CEO, at 604-683-0911 (email: [groehlig@shaw.ca](mailto:groehlig@shaw.ca)).

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) has in any way passed upon the merits of the Transaction or approved or disapproved the contents of this news release. The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release.

*Forward-looking Statements*

This news release contains forward-looking statements related to the future financial condition and operations of the Company. These statements are based on current expectations regarding the Company’s return to trading, its ability to complete a financing and its ability to evaluate transactions with the aim of accomplishing a

Reactivation to Tier 2 of the Exchange. These statements are subject to important risks and uncertainties which are difficult to predict and assumptions which may prove to be inaccurate. Some of the factors which could cause results or events to differ materially from current expectations include but are not limited to: general economic conditions, market or business conditions; changing competitive environment; and changing regulatory conditions or requirements. Some of these factors are largely beyond the control of the Company. Should any factor impact the Company in an unexpected manner, or should assumptions underlying the forward-looking statements prove incorrect, the actual results or events may differ materially from the results or events predicted. All of the forward-looking statements made in this document are qualified by these cautionary statements, and there can be no assurance that the results or developments anticipated by the Company will be realized or, even if substantially realized, that they will have the expected consequences for the Company. Readers should not place undue reliance on any forward-looking statements. Further, the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or any other occurrence.