



- NEWS RELEASE -

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Digicann Ventures Provides Update Regarding Proposed RTO Transaction

Vancouver, British Columbia / January 13, 2025 (Stockwatch) – Digicann Ventures Ltd. (“**Digicann**” or the “**Company**”) (CSE: **DCNN**) (OTCPK: **AGFAF**), a company focused on opportunities within and outside of the cannabis industry, is pleased to provide an update regarding the proposed reverse take-over (the “**RTO**”) of Digicann by Arizona-based 3Win Corp. (“**3Win**”) (the “**Proposed Transaction**”). Following a thorough review, 3Win has elected to postpone the Proposed Transaction to the second quarter of 2025 in order to include its 2024 audited financial results in the disclosures required for listing on the Canadian Securities Exchange. This approach is intended to provide enhanced transparency by incorporating audited annual financial statements rather than interim period reviews, thereby better positioning the resulting issuer to deliver maximum value to investors.

Shareholder Meeting

As a result of the updated RTO timeline, Digicann will call a special shareholder meeting on a new date to consider the Proposed Transaction and related matters. Accordingly, Digicann expects to distribute a management information circular to its shareholders in April of 2025.

The Proposed Transaction will require the following approvals from shareholders of the Company: (i) at least two-thirds (66 2/3%) of the votes cast by shareholders present in person or represented by proxy and entitled to vote at the shareholder meeting, or (ii) a simple majority of the votes cast by shareholders present in person or represented by proxy and entitled to vote at the shareholder meeting, excluding votes of interested and related parties.

Conditions & Cautions

Completion of the Proposed Transaction is subject to a number of conditions precedent, including but not limited to, Digicann having a minimum amount of cash at closing of the Proposed Transaction, as well as receipt of all required shareholder, regulatory, and other approvals. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

None of the Digicann shares to be issued in connection with the Proposed Transaction have been, or will be, registered under the United States Securities Act of 1933, as amended (the "**1933 Act**"), or any state securities laws, and may not be offered or sold within the United States or to any U.S. Person (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws or an exemption from such registration is available.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any securities of Digicann in any jurisdiction where such offer or solicitation would be unlawful, including the United States.

Investors are cautioned that, except as disclosed in the information circular or listing statement to be prepared in connection with the Proposed Transaction, as applicable, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.

The Proposed Transaction and listing of the Resulting Issuer is subject to review by the Exchange and conditional approval has not yet been granted. Neither the Exchange nor the Market Regulator (as that term is defined in the policies of the Exchange) has in any way passed upon the merits of the Agreement, RTO or Proposed Transaction and neither of the foregoing entities accepts responsibility for the adequacy or accuracy of this news release or has in any way approved or disapproved of the contents of this news release.

About 3Win Corp.

3WIN Corp. ("**3Win**") is a global wholesale distributor of high-quality, research-backed CCELL® vape products from Shenzhen Smoore Technology, Limited, the world's leading vape hardware manufacturer, serving the global cannabis and hemp markets. Beyond CCELL® products, the Company offers stateside customization services and packaging solutions to help brands differentiate themselves in competitive marketplaces. Visit www.3wincorp.com for more information.

3Win's wholly owned subsidiary, 3Win Holdings (Canada) Corp., which was formed upon its acquisition of Serenus Global Inc. ("3Win Canada"), specializes in the development, production, and distribution of controlled substances under Canadian federally legalized cultivation licenses in its operating jurisdictions. Its principal activities include cultivating cannabinoid products, developing cannabinoid-based genetics for licensing to industry cultivators, and researching, cultivating, and distributing psychedelic and functional mushrooms to authorized purchasers. 3Win Canada operates through the following subsidiaries: Big League Cultivation Inc., Big League Genetics Inc., Conscious Compounds Inc., My Fungi Inc., Serenus Therapeutics Inc., and Sterilized Substrates Inc. Conscious Compounds holds federal licenses from Health Canada, authorizing the production and distribution of its cannabinoid and mushroom products. Visit <https://serenusglobal.com> for more information.

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About Digicann Ventures Inc.

Digicann Ventures Inc. is a company focused on opportunities within and outside of the cannabis

industry. For more information about Digicann Ventures Inc. please visit www.digicann.io and its profile page on SEDAR at www.sedarplus.ca.

ON BEHALF OF THE BOARD OF DIRECTORS

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The CSE and Information Service Provider have not reviewed and does not accept responsibility for the accuracy or adequacy of this release.

Forward-looking Information Cautionary Statement

Except for statements of historic fact this news release contains certain “forward-looking information” within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as “plan” “expect” “project” “intend” “believe” “anticipate” “estimate” and other similar words or statements that certain events or conditions “may” or “will” occur. Forward-looking statements are based on the opinions and estimates at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward- looking statements including but not limited to delays or uncertainties with regulatory approvals including that of the CSE, shareholder approvals and other uncertainties inherent to a transaction of the nature of the Proposed Transaction. There are uncertainties inherent in forward-looking information including factors beyond the Company’s control. There are no assurances that the business plans for Digicann Ventures Inc. described in this news release will come into effect on the terms or time frame described herein. The Company undertakes no obligation to update forward-looking information if circumstances or management’s estimates or opinions should change except as required by law. The reader is cautioned not to place undue reliance on forward-looking statements. Additional information identifying risks and uncertainties that could affect financial results is contained in the Company’s filings with Canadian securities regulators which are available at www.sedarplus.ca .

SOURCE: Digicann Ventures Inc.