Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Reporting Issuer

Digicann Ventures Ltd. (the "Company")
Suite 1890 – 1075 West Georgia Street
Vancouver, BC V6E 3C9

Item 2. Date of Material Change

October 22, 2025

Item 3. News Release

A news release was disseminated on October 29, 2025 through Newsfile and subsequently filed on SEDAR.

Item 4. Summary of Material Changes

The Company announced that on October 22, 2025 it entered into a Termination, Settlement and Release Agreement (the "Settlement Agreement") with 3Win Corp. ("3Win") and D-3 Merger Sub, Inc. to mutually terminate the Business Combination Agreement dated September 27, 2024, as amended (the "BCA").

In consideration for the release, 3Win has agreed to forgive and cancel the previously issued promissory note payable by Digicann in the amount of $75,000, and agreed to pay a settlement amount of $100,000, payable in three installments, the first of which was recently received by Digicann. Additionally, D-3 Merger Sub, Inc., a wholly owned subsidiary of Digicann that was formed solely for the purposes of the proposed transaction, will be dissolved, with all related dissolution costs to be borne by 3Win.

Item 5. Full Description of Material Change

Please see attached news release for a full description of the material change.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

For further information, please contact:
Nick Kuzyk
Chief Executive Officer
Telephone: 604-687-2038

Item 9. Date of Report

November 6, 2025

- NEWS RELEASE -

/ Not for distribution to U.S. news wire services or for dissemination in the United States /

Digicann Ventures Agrees to Mutual Termination of Business Combination Agreement with 3Win Corp. and D-3 Merger Sub, Inc.

Vancouver, British Columbia / October 29, 2025 (Newsfile) – Digicann Ventures Inc. ("Digicann" or the "Company") (CSE: DCNN), a company focused on opportunities within and outside of the cannabis industry, announces that on October 22, 2025 it entered into a Termination, Settlement and Release Agreement (the "**Settlement Agreement**") with 3Win Corp. ("**3Win**") and D-3 Merger Sub, Inc. to mutually terminate the Business Combination Agreement dated September 27, 2024, as amended (the "**BCA**").

The mutual termination follows 3Win's decision to remain a private company at this time. Under the terms of the Settlement Agreement, each of Digicann and 3Win agreed to terminate the BCA and provide a full and final mutual release of all claims arising therefrom. In consideration for the release, 3Win has agreed to forgive and cancel the previously issued promissory note payable by Digicann in the amount of $75,000, and agreed to pay a settlement amount of $100,000, payable in three installments, the first of which was recently received by Digicann. Additionally, D-3 Merger Sub, Inc., a wholly owned subsidiary of Digicann that was formed solely for the purposes of the proposed transaction, will be dissolved, with all related dissolution costs to be borne by 3Win.

The Company's Board of Directors remains committed to identifying and executing on another qualifying business combination or reverse takeover transaction on a best efforts basis as soon as practicable, with the objective of creating value for Digicann shareholders and stakeholders.

In addition, the Company is working with the Canadian Securities Exchange (the "CSE") and other applicable regulatory bodies toward the resumption of trading in the Company's common shares. The trading halt will remain in place until the required documentation and approvals have been submitted and accepted. There can be no assurance that trading will resume on the CSE, as the timing and final decision remain at the discretion of the CSE and the other applicable regulatory bodies.

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

Fiona Fitzmaurice, CFO & Director
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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. 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.