

THIS NEWS RELEASE IS INTENDED FOR DISTRIBUTION IN CANADA ONLY AND IS NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR PUBLICATION, RELEASE OR DISSEMINATION IN THE UNITED STATES.

UNIVERSAL DIGITAL ANNOUNCES CLOSING OF FIRST TRANCHE OF PREVIOUSLY ANNOUNCED CONVERTIBLE DEBENTURE FINANCING

Vancouver, British Columbia – November 3, 2025 – Universal Digital Inc. (the “**Company**”) (CSE:LFG, FSE:8R20, OTCQB:LFGMF) is pleased to announce the Company has closed the first tranche (the “**First Tranche**”) of the previously announced private placement of senior secured convertible debentures (the “**Convertible Debentures**”) and common share purchase warrants (the “**Warrants**”) with Helena Global Investment Opportunities 1 Ltd. (“**Helena**”). The Company issued \$3,336,364 of principal amount of Convertible Debentures and 834,091 Warrants in the First Tranche.

The Company is also pleased to announce that it and Helena have amended the subscription agreement (the “**Subscription Agreement**”) for the Convertible Debenture financing such that the minimum conversion price for the Convertible Debentures has been raised from \$0.05 to \$0.30.

The Convertible Debentures have a one-year term from the date hereof (the “**Term**”). The Convertible Debentures are convertible into common shares of the Company (the “**Common Shares**”) at Helena’s option at anytime during the Term at a conversion price per Common Share equal to 100% of the closing price of the Common Shares on the Canadian Securities Exchange (the “**CSE**”) on the trading day immediately preceding the submission of a conversion notice, subject to a minimum price equal to \$0.30. The Convertible Debentures bear interest at a rate of 17.5% per annum, with interest for the Term paid by the Company in cash on closing of the First Tranche. The Convertible Debentures are secured pursuant to the terms of a security agreement (the “**Security Agreement**”) securing all Bitcoin presently owned by the Company, as well as the Purchased Bitcoin (as defined herein) subsequently acquired. The Company has also paid to Helena a facilitation fee equal to \$100,000 on the closing of the First Tranche.

Each Warrant issued in the First Tranche entitles Helena to purchase one Common Share until October 31, 2028 at an exercise price of \$0.637.

The conversion of Convertible Debentures by Helena, the exercise of any Warrants and the subscription for any further Convertible Debentures, are restricted if such subscription, conversion or exercise would cause Helena, together with any affiliate thereof, to beneficially own in excess of 9.9% of the number of Common Shares outstanding immediately after giving effect to such conversion. In no event shall any issuance by the Company of Convertible Debentures, Warrants or Common Shares underlying either the Convertible Debentures or Warrants be effective or enforceable if such issuance would result in Helena and/or any person acting on combination or concert with Helena becoming a new Control Person (as such term is defined in the policies of the CSE) or otherwise holding enough Common Shares to Materially Affect Control (as such term is defined in the policies of the CSE) of the Company, without first obtaining approval of the holders of Common Shares in accordance with the policies of the CSE or any other exchange upon which the Common Shares were listed or trading.

Pursuant to the Subscription Agreement, the Company is required to use 80% of the net proceeds from each Tranche for the purchase of Bitcoin (the “**Purchased Bitcoin**”) and the remaining 20% of the net proceeds from each Tranche may be used for general working capital purposes. The Purchased Bitcoin, together with the Bitcoin currently owned by the Company, will be held in a custodial account and secured pursuant to the Security Agreement.

Joseph Gunnar & Co., LLC acted as the sole placement agent in connection with the Private Placement.

Helena is an “accredited investor” as such term is defined in National Instrument 45-106 – *Prospectus Exemptions*. All securities issued in connection with the Private Placement are subject to a statutory hold period of four months and one day from each closing date in accordance with applicable securities legislation.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States. The securities described herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws, or an exemption from such registration requirements is available.

About Universal Digital Inc.

Universal Digital Inc. is a Canadian investment company focused on digital assets, businesses and private and publicly listed entities that are involved in high-growth industries, with a particular focus on blockchain, cryptocurrencies and cryptocurrency technologies. The Company aims to provide shareholders with long-term capital growth through a diversified investment approach, and to participate in the transformation of global finance through the integration of digital asset strategies.

For further information, contact:

Chris Yeung
Chief Executive Officer and Director
Email: ir@universaldigital.io
Tel: (289) 646-6252
www.universaldigital.io

Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

Cautionary Statements

This news release includes statements containing certain “forward-looking information” within the meaning of applicable securities law (“forward-looking statements”). Forward-looking statements in this release include, but are not limited to, statements with respect to the size of the completion of any further, or all anticipated tranches on the terms described herein or at all; and the Company’s anticipated use of proceeds from the Private Placement. Forward-looking statements are frequently characterized by words such as “plan”, “continue”, “expect”, “project”, “intend”, “should”, “believe”, “anticipate”, “estimate”, “may”, “will”, “potential”, “proposed” and other similar words, or statements that certain events or conditions “may” or “will” occur. These statements are only predictions. Various assumptions were used in drawing the conclusions or making the projections contained in the forward-looking statements throughout this news release. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made and are subject to a variety of risks and uncertainties (including market conditions) and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements, including those risk factors described in the Company’s most recent Annual Information Form filed with Canadian securities regulators and available on the Company’s issuer profile on SEDAR+ at www.sedarplus.ca. Although the

Company believes that the assumptions and factors used in preparing the forward-looking information or forward-looking statements in this news release are reasonable, undue reliance should not be placed on such information and no assurance can be given that such events will occur in the disclosed time frames or at all. The forward-looking information and forward-looking statements included in this news release are made as of the date of this news release. The Company is under no obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable law.

66265614.1