

Undertaking from VRCA Issuer: QCAD Digital Trust

To: Ontario Securities Commission (the “**Principal Regulator**”) and the securities regulatory authority or regulator in each other jurisdiction of Canada (collectively, the “CSA”)

From: QCAD Digital Trust (the “**Issuer**”)

Re: Undertaking in respect of QCAD Tokens (the “**Undertaking**”)

Date: November 20, 2025

Background

The Issuer is the issuer of QCAD Tokens, which are Value-Referenced Crypto Assets as described in CSA Notice 21-333 *Crypto Asset Trading Platforms: Terms and Conditions for Trading Value-Referenced Crypto Assets with Clients*.

References to the Issuer in this Undertaking shall include Stablecorp Digital Currencies Inc. (the “**Servicer**”), acting in its capacity as administrator and servicer of the Issuer.

The provisions of this Undertaking are representations of and commitments by the Issuer to the Principal Regulator and to the CSA.

The Issuer understands that the Principal Regulator will disclose the names of the Issuer, its applicable affiliates and this Undertaking or the fact that the Issuer has provided this Undertaking on the CSA website and/or the website of the Principal Regulator or other members of the CSA.

Definitions

In this Undertaking, the following terms have the following meanings:

“**aggregate nominal value**” means the price of the outstanding QCAD Tokens where each QCAD Token has a price equal to one Canadian dollar;

“**Canadian custodian**” has the meaning ascribed to that term in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*;

“**Canadian GAAP**” has the meaning ascribed to that term in National Instrument 14-101 *Definitions*;

“**Canadian GAAS**” has the meaning ascribed to that term in National Instrument 14-101 *Definitions*;

“**Crypto Asset**” means anything commonly considered a crypto asset, digital or virtual currency, or digital or virtual token;

“**Handbook**” has the meaning ascribed to that term in National Instrument 14-101 *Definitions*;

“**Money Market Fund**” has the meaning ascribed to that term in National Instrument 81-102 *Investment Funds* or in Rule 12d1-1 of the United States *Investment Company Act of 1940*, as the case may be;

“**outstanding QCAD Tokens**” means the QCAD Tokens that have been minted and issued in exchange for funds less any QCAD Tokens for which a request for redemption has been fulfilled;

“**publicly accountable enterprise**” means a publicly accountable enterprise as defined in the Handbook;

“**QCAD Tokens**” means the QCAD tokens, which are blockchain-based tokens that fall within the category of crypto assets designated by Canadian securities regulators as VRCAs and are qualified for distribution by a prospectus dated November 20, 2025, or any amended prospectus for which a receipt has been issued;

“**QCAD holder**” means a holder of a QCAD;

“**QCAD Terms and Conditions**” means the QCAD Terms and Conditions available at www.stablecorp.ca, including all amendments and schedules thereto;

“**Qualified Holder**” means a QCAD holder acceptable to the Issuer as eligible to submit a redemption request directly to the Issuer in accordance with the QCAD Terms and Conditions;

“**regulator**” has the meaning ascribed to that term in National Instrument 14-101 *Definitions*;

“**securities legislation**” has the meaning ascribed to that term in National Instrument 14-101 *Definitions*;

“**securities regulatory authority**” has the meaning ascribed to that term in National Instrument 14-101 *Definitions*;

“**Specified Foreign Jurisdiction**” means any of the following: Australia, Brazil, any member country of the European Union, Hong Kong, Japan, Republic of Korea, New Zealand, Singapore, Switzerland, United Kingdom of Great Britain and Northern Ireland, and United States of America; and

“**Value-Referenced Crypto Asset**” or “**VRCA**” means a Crypto Asset that is designed to maintain a stable value over time by referencing the value of a fiat currency or any other value or right, or combination thereof.

Representations

The Issuer makes the following representations with respect to QCAD Tokens:

- (1) QCAD Tokens are Value-Referenced Crypto Assets that reference, on a one-for-one basis, the value of the Canadian dollar (the “**reference fiat currency**”).
- (2) QCAD Tokens entitle a QCAD holder who is a Qualified Holder to a right of redemption, subject only to reasonable publicly disclosed conditions, on demand directly against the Issuer or against the reserve of assets, for the reference fiat currency on a one-to-one basis, less only any fee that is publicly disclosed by the Issuer, and payment of the redemption proceeds within a reasonable period as disclosed by the Issuer.

(3) The Issuer maintains a reserve of assets that is:

a) in the reference fiat currency and is comprised of any of the following:

- (i) Canadian currency;
- (ii) investments that are evidence of indebtedness with a remaining term to maturity of 90 days or less and that are issued, or fully and unconditionally guaranteed as to principal and interest, by the government of Canada;
- (iii) securities issued by one or more Money Market Funds denominated in Canadian dollars which are licensed, regulated or authorized by a regulatory authority in Canada or the United States of America; or
- (iv) such other assets that the Principal Regulator and the other members of the CSA have consented to in writing;

b) all of the assets that comprise the reserve of assets are:

- (i) measured at fair value in accordance with Canadian GAAP for publicly accountable enterprises at the end of each day;
- (ii) held with a Canadian custodian;
- (iii) held in an account clearly designated for the benefit of QCAD holders or in trust for QCAD holders;
- (iv) held separate and apart from the assets of the Issuer and its affiliates and from the reserve of assets of any other Crypto Asset so that, to the best of the knowledge and belief of the Issuer after taking steps that a reasonable person would consider appropriate, including consultation with experts such as legal counsel, no creditors of the Issuer other than QCAD holders in their capacity as QCAD holders, will have recourse to the reserve of assets, in particular in the event of insolvency; and
- (v) not encumbered or pledged as collateral at any time; and

c) the fair value of the reserve of assets is at least equal to the aggregate nominal value of all outstanding QCAD Tokens at least once each day.

(4) In the last five years, the Issuer has not been the subject of a publicly announced order, judgment, decree, sanction, fine, or administrative penalty imposed by, or has entered into a publicly announced settlement agreement with, a government or government agency, administrative agency, self-regulatory organization, administrative tribunal or court in Canada or in a Specified Foreign Jurisdiction in relation to a claim based in whole or in part on fraud, theft, deceit, aiding and abetting or otherwise facilitating criminal activity, misrepresentation, violation of anti-money laundering laws, conspiracy, breach of trust, breach of fiduciary duty, insider trading, market manipulation,

unregistered trading, illegal distributions, failure to disclose material facts or changes, or allegations of a similar or analogous conduct.

(5) The Issuer has written policies, procedures and controls in respect of all of the following:

- a) prudent management of the reserve of assets, including with respect to concentration of the investments that comprise the reserve of assets, to ensure that the fair value of the reserve of assets is at least equal to the nominal value of outstanding QCAD Tokens and the maintenance of effective liquidity risk management tools to be employed under normal and stressed market conditions;
- b) recovery and an orderly wind-up in the cases of a crisis or failure by the Issuer, the manager of the reserve of assets or the custodian of the reserve of assets;
- c) identification, management, avoidance and public disclosure of conflicts of interest between any of the following:
 - (i) QCAD holders;
 - (ii) the Issuer;
 - (iii) any person that is responsible for the minting, distributing, burning, redeeming or administering of QCAD Tokens or the management of the reserve of assets; and
 - (iv) any affiliate of a person referred to in subparagraphs (ii) or (iii); and
- d) the minting, issuance, redemption and burning of QCAD Tokens, including controls that QCAD Tokens are not issued until funds are received and QCAD Tokens are burned after a redemption is fulfilled.

Undertaking

Unless this Undertaking is otherwise withdrawn by the Issuer in accordance with the manner described below, the Issuer hereby undertakes to comply with the provisions of this Undertaking:

(A) The Issuer will make all of the following publicly available:

- a) details of each type, class or series of QCAD Token (as applicable), including the date QCAD Tokens were launched and key features and risks of QCAD Tokens;
- b) the quantity of all outstanding QCAD Tokens and their aggregate nominal value at least once each business day;
- c) the names and experience of the persons or companies involved in the issuance and management of QCAD Tokens, including the Issuer, the Servicer, the custodian of the

reserve assets, and any individuals that are primarily responsible for the administration of the reserve assets;

- d) the quantity of QCAD Tokens held by the Issuer or any of the persons or companies referred to in paragraph (c) and their nominal value at least once each month;
- e) details of how a QCAD holder can redeem QCAD Tokens, including any possible restrictions on redemptions, such as the requirement for a QCAD holder to be a Qualified Holder and any criteria to qualify to be a Qualified Holder;
- f) details of the rights of a QCAD holder against the Issuer and the reserve of assets, including in the event of insolvency or winding up;
- g) all fees charged by the Issuer for distributing, trading or redeeming QCAD Tokens;
- h) whether QCAD holders are entitled to any revenues generated by the reserve of assets;
- i) details of any instances of any of the following:
 - (i) the Issuer has suspended or halted redemptions for all QCAD holders; or
 - (ii) the Issuer has not been able to satisfy redemption rights at the price or in the time specified in its public policies;
- j) within 45 days of the end of each month, an assurance report from a public accountant that is authorized to sign such a report under the laws of a jurisdiction of Canada, and that meets the professional standards of that jurisdiction, that complies with all of the following:
 - (i) provides reasonable assurance in respect of the assertion by management of the Issuer that the Issuer has met the criteria in representation (3)(a)-(c) as at the last business day of the preceding month and at least one randomly selected day during the preceding month;
 - (ii) the randomly selected day referred to in subparagraph (i) is selected by the public accountant and disclosed in the assurance report;
 - (iii) for each day referred to in subparagraph (i), management's assertion includes all of the following:
 - 1. details of the composition of the reserve of assets by asset class described in representation (3)(a);
 - 2. the fair value of the reserve of assets in representation (3)(b)(i) by asset class described in representation 3(a);
 - 3. the quantity of all outstanding QCAD Tokens in paragraph (b);

- (iv) the assurance report is prepared in accordance with the Handbook; and
 - (v) a copy of the assertion by management referenced in subparagraph (i) is included with the assurance report;
- k) starting with the first financial year ending after December 1, 2023, within 120 days of the Issuer's financial year end, annual financial statements of the Issuer that comply with all of the following:
- (i) the annual financial statements include all of the following:
 - 1. a statement of comprehensive income, a statement of changes in equity and a statement of cash flows, each prepared for the most recently completed financial year and the financial year immediately preceding the most recently completed financial year, if any;
 - 2. a statement of financial position, signed by at least one director of the Issuer, as at the end of the most recently completed financial year and the financial year immediately preceding the most recently completed financial year, if any; and
 - 3. notes to the financial statements;
 - (ii) the statements are prepared in accordance with Canadian GAAP applicable to publicly accountable enterprises;
 - (iii) the statements are audited in accordance with Canadian GAAS; and
 - (iv) the statements are accompanied by an auditor's report that,
 - 1. expresses an unmodified opinion,
 - 2. identifies the auditing standards used to conduct the audit, and
 - 3. is prepared and signed by a public accountant that is authorized to sign such a report under the laws of a jurisdiction of Canada.
- (B) The Issuer will promptly update any information in (A) if it is no longer true or does not contain information necessary so that it is not misleading.
- (C) The Issuer will as soon as possible and in a clear, accurate and transparent manner disclose, in a publicly and easily accessible place, on its website at the following page (www.stablecorp.ca), any event that has or is likely to have a significant effect on the value of QCAD Tokens or on the reserve of assets.

(D) The Issuer will promptly inform the Principal Regulator in writing if any of the following events occur:

- a) any of the representations in this Undertaking are no longer true;
- b) the Issuer, an affiliate of the Issuer or a control person of the Issuer or an affiliate of the Issuer becomes subject to any of the following under the laws of any jurisdiction including any foreign jurisdiction:
 - (i) a bankruptcy, a filing for bankruptcy or a proceeding governing an event similar to a bankruptcy;
 - (ii) a proposal, including a consumer proposal, or restructuring under any legislation relating to bankruptcy or insolvency or any similar proceeding;
 - (iii) proceedings under any legislation relating to the winding up or dissolution of the entity, or under the *Companies' Creditors Arrangement Act* (Canada); or
 - (iv) any proceedings, arrangement or compromise with creditors, including the appointment of a receiver, receiver-manager, administrator or trustee.

(E) The Issuer acknowledges that the giving of this Undertaking does not mean that distributions of QCAD Tokens, or the activities of the Issuer otherwise, are in compliance with securities legislation.

(F) The Issuer further acknowledges that the Principal Regulator or other members of the CSA may examine the business, conduct, financial affairs, books, records and other documents of the Issuer and its applicable affiliates and control persons for the purpose of determining if the Issuer is complying with this Undertaking, securities or other applicable legislation in Canada, or acting contrary to the public interest.

(G) The Issuer will provide not less than 30 days' prior written notice to the Principal Regulator and the other members of the CSA if the Issuer wishes to withdraw this Undertaking. Where such notice is given, the Issuer will cease distributions of QCAD Tokens in Canada at the time the Undertaking is withdrawn. All obligations respecting the provision of information relevant to the period in which the Issuer was in operation will survive the withdrawal of this Undertaking.

**STABLECORP DIGITAL CURRENCIES
INC., in its capacity as the Servicer of
QCAD DIGITAL TRUST**

Signature: /s/ "Kesem Frank"

Name: Kesem Frank

Title: Chief Executive Officer and Director

"I have authority to bind the Issuer"

Date: November 20, 2025