

FORM 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

Item 1 – Security and Reporting Issuer

- 1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

This report relates to the common shares ("**Common Shares**") of:

Graph Blockchain Inc. (formerly, Reg Technologies Inc.) ("**GBI**")
2161 Yonge Street
Suite 210
Toronto, Ontario
M4S 3A6

- 1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

The requirement to file this report is triggered as a result of an issuance of Common Shares from treasury pursuant to a reverse takeover (the "**RTO**") of GBI by Graph Blockchain Limited ("**Graph**").

The Common Shares are currently held in escrow pursuant to an escrow agreement made among, *inter alia*, GBI, Computershare Investor Services Inc. and Datametrex in accordance with the CSE Policies and National Policy 46-201 *Escrow for Initial Public Offerings* ("**NP 46-201**").

Item 2 – Identity of the Acquiror

- 2.1 State the name and address of the acquiror.

Datametrex AI Limited ("**Datametrex**")
2161 Yonge Street
Suite 210
Toronto, Ontario
M4S 3A6

- 2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On November 6, 2018, Datametrex acquired control of 36,329,287 Common Shares as a result of the RTO pursuant to an definitive amalgamation agreement made among GBI, a wholly-owned subsidiary of GBI and Graph (the "**Amalgamation Agreement**").

Following the RTO, the number of Common Shares beneficially owned by Datametrex is greater than 10%.

- 2.3 State the names of any joint actors.

Not applicable.

Item 3 – Interest in Securities of the Reporting Issuer

- 3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.

Prior to the RTO, Datametrex owned 36,329,287 common shares of Graph ("**Graph Shares**").

Pursuant to the Amalgamation Agreement, each Graph Share was exchanged for one fully paid and non-assessable Common Share. As a result of the RTO, Datametrex acquired 36,329,287 Common Shares, representing approximately 26.27% of GBI's 138,284,581 issued and outstanding Common Shares (the "**Outstanding Shares**").

- 3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

Datametrex acquired ownership and control over 36,329,287 Common Shares, representing approximately 26.27% of the Outstanding Shares.

- 3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

- 3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

See Item 3.1 above.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

- (a) the acquiror, either alone or together with any joint actors, has ownership and control,

See Item 3.1 above.

- (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

Not applicable.

3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Not applicable.

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.

Datametrex acquired the Common Shares pursuant to the Amalgamation Agreement whereby Datametrex exchanged Graph Shares for Common Shares based on an one-to-one exchange ratio.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

See Item 4.1 above.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;

- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
- (f) a material change in the reporting issuer's business or corporate structure;
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

Datametrex acquired securities of GBI pursuant to a corporate transaction, whereby GBI issued securities from treasury to all shareholders of Graph in exchange for securities of GBI on a 1:1 basis. Datametrex may from time to time increase or decrease its ownership, control or direction over securities of GBI through open market transactions, private agreements or otherwise.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

Certificate

The certificate must state the following:

The undersigned, as the acquiror, certifies, or the undersigned, as the agent filing the report on behalf of an acquirer, certifies to the best of its knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED this 9th day of November, 2018.

DATAMETREX AI LIMITED

By: "Jeff Stevens"
Name: Jeff Stevens
Title: President and COO