

NOTICE OF CHANGE IN CORPORATE STRUCTURE
Pursuant to Section 4.9 of National Instrument 51-102
Continuous Disclosure Obligations

1. The Names of the Parties to the Transaction

- Graph Blockchain Inc. (formerly, Reg Technologies Inc.) (the “**Company**”)
- Graph Blockchain Limited (“**Amalco**”), formed pursuant to the amalgamation between the company previously named Graph Blockchain Limited and 2659468 Ontario Inc. (“**Subco**”)

2. Description of the Transaction

The Company completed a reverse takeover of Graph Blockchain Limited pursuant to the definitive transaction agreement between the Company, Subco and Graph Blockchain Limited dated November 6, 2018, (the “**Transaction**”).

The Transaction involved the acquisition by the Company of all of the issued and outstanding shares of Graph Blockchain Limited (the “**Graph Shares**”) by way of a three-cornered amalgamation. As part of the Transaction, Graph Blockchain Limited amalgamated with Subco to form Amalco, a wholly-owned subsidiary of the Company.

Name Change

As a result of the Transaction, the Company changed its name to “Graph Blockchain Inc.”

In connection with the Transaction, the Company issued:

- (a) an aggregate of 131,688,200 common shares of the Company (“**Common Shares**”) in exchange for the outstanding Graph Shares;
- (b) an aggregate of 3,354,867 warrants to purchase Common Shares in exchange for the outstanding warrants to purchase Graph Shares, each exercisable into one Common Share at a price of \$0.40 with an expiry date of May 6, 2020; and
- (c) an aggregate of 1,665,818 finder’s warrants to purchase Common Shares in exchange for the outstanding finder’s warrants to purchase Graph Shares, each exercisable into one Common Share at a price of \$0.083 with an expiry date of January 10, 2020.

Following completion of the Transaction, the Company has an aggregate of 138,284,581 Common Shares issued and outstanding.

The common shares of the Company began trading on November 9, 2018 on the Canadian Securities Exchange (“**CSE**”) under the trading symbol “**GBLC**”.

Changes in Board and Management

Upon completion of the Transaction, Paul Chute, Dr. James Slinger and Susanne Robertson resigned their positions as directors of the Company. Paul Chute also resigned his position as the sole officer of the Company.

Peter Kim, David Posner, and Todd Shapiro have been appointed as directors of the Company.

Peter Kim has been appointed the Chief Executive Officer and Steve Kang has been appointed the Chief Financial Officer and Corporate Secretary of the Company.

A full description of the Transaction can be found in the Company's listing statement dated November 7, 2018 (the "**Listing Statement**"), available on the Company's SEDAR profile (www.SEDAR.com).

3. Effective Date of Transaction

November 6, 2018

4. Reporting Issuer Status

The Company continues to be a reporting issuer in British Columbia and Alberta. The Company is a "venture issuer" as such term is defined in NI 51-102.

5. Documents Filed

The Listing Statement is available on the Company's SEDAR profile.