

FORM 51-102F3

Material Change Report

Item 1 Name and Address of Company

Graph Blockchain Inc. (“**Graph**” or the “**Company**”)
2161 Yonge Street, Suite 210
Toronto, Ontario
M4S 3A6

Item 2 Date of Material Change

May 2, 2019

Item 3 News Release

A new release concerning the material change described herein was disseminated on May 2, 2019 through GlobeNewswire, Inc. A copy of the news release is attached hereto as Schedule “A”.

Item 4 Summary of Material Change

On May 2, 2019, Graph announced that, with immediate effect, Andrew Ryu stepped down as Chairman of the board, and current CEO, Jeff Stevens, took on Chairman position.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please refer to Schedule A for details.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Jeff Stevens
Chief Executive Officer
Tel: 647.400.8494
Email: jstevens@graphblockchain.com

Item 9 Date of Report

May 6, 2019

GRAPH BLOCKCHAIN INC.



**For Immediate Release
Canadian Securities Exchange
Symbol "GBLC"**

GRAPH BLOCKCHAIN ANNOUNCES JEFF STEVENS JOINS THE BOARD

TORONTO, ONTARIO – May 2, 2019 – Graph Blockchain Inc. ("**Graph**" or "**Company**") (**CSE: GBLC**) announces that effective immediately, Andrew Ryu will be stepping down as Chairman of the board, and current CEO, Jeff Stevens, will take on Chairman position. Graph Blockchain was created from a joint venture between Datametrex AI Limited and Bitnine Global. Mr. Ryu as CEO and Chairman of Datametrex was instrumental in building out the infrastructure and team at Graph Blockchain. His contacts in Asia opened opportunities that the Company was able to capitalize on, securing contracts with multi-national companies such as Samsung, LG, LOTTE to name a few. Mr. Ryu took on the Chair of the board in February 2018 to ensure the company was on path as Jeffrey Stevens transitioned in the CEO role. Mr. Ryu will continue supporting as company's consultant.

"I always envisioned my role on the board as a short term position. I wanted to be there to support Jeff as he took on the role of CEO to ensure a smooth transition. Since taking on the role, Jeff has clearly demonstrated that he is capable and ready to hold both CEO and Chairman. As the CEO and Chairman of Datametrex, the largest shareholder of Graph Blockchain, I will continue to work closely with Jeff and assist him in anyway that I can. I am confident that the addition of Jeff to the board will be accretive to Graph's existing strong and diverse board." Says Andrew Ryu, Chairman of Datametrex

"I am honoured that Andrew and the board have entrusted me with this responsibility. As part of the founding group of Graph Blockchain, I am extremely motivated to continue to drive growth for our shareholders. Not many blockchain companies survived the down turn in 2018, I am proud of the accomplishments our team has made and I look forward to expanding on our past successes. Graph has a strong patent portfolio, contracts with some of the worlds largest companies and a global footprint, how could I not be excited to take on this role!" Says Jeff Stevens, CEO of the Company

About Graph Blockchain Inc.

The Company develops leading-edge private blockchain business intelligence and data management solutions and is a pure play in the graph database technology space. Graph leverages its proprietary integration of the AgensGraph Database engine with IBM's Hyperledger Fabric to create a transparent and immutable ledger with near real-time transactional data processing and intuitive data visualization. The Company has secured multiple prototype development contracts with multi-national conglomerates and sells across client subsidiaries as a full enterprise product.

Additional Information on the Company is available at: www.graphblockchain.com

For further information, please contact:

Jeffrey Stevens – CEO
Phone: (647) 400-8494
Email: jstevens@graphblockchain.com

Forward Looking Statements

This news release contains "forward-looking statements" within the meaning of applicable securities laws. All statements contained herein that are not clearly historical in nature may constitute forward-looking statements. In some cases, forward-looking statements can be identified by words or phrases such as "may", "will", "expect", "likely", "should", "would", "plan", "anticipate", "intend", "potential", "proposed", "estimate", "believe" or the negative of these terms, or other similar words, expressions and grammatical variations thereof, or statements that certain events or conditions "may" or "will" happen, or by discussions of strategy. Readers are cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking statements. Such statements may prove to be incorrect and actual results may differ materially from those anticipated.

Forward-looking statements contained in this news release are expressly qualified by this cautionary statement and reflect the Company's expectations as of the date hereof and are subject to change thereafter. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise or to explain any material difference between subsequent actual events and such forward-looking information, except as required by applicable law.