

Graph Blockchain Announces Strategic Financial Advisory Agreement with Gravitas Securities

Toronto, Ontario--(Newsfile Corp. - March 24, 2020) - Graph Blockchain Inc. (CSE: GBLC) ("Graph" or "Company") is pleased to announce it has executed on a financial advisory agreement with Gravitas Securities (GSI) to assess future business opportunities and develop a capital markets strategy as the Company's financial strategic advisor, while the Company moves in to creating its blockchain supported e-Commerce marketplace for the booming psychedelic and ancillary sector.

GSI will assist the Company in closing its second tranche of the Company's previously announced non-brokered private placement ([2020-02-19](#)) to raise up to \$500,000. The company previously announced it's first tranche close of \$150,000 on [03/11/2020](#).

"We are pleased to enter into an Advisory Agreement with GSI," announced Christian Scovenna, President & COO of the Company. "This announcement of having an investment bank like GSI solidifies GBLC's commitment to spearhead the Company's direction into the e-commerce psychedelics sector while creating shareholder value. GSI has demonstrated exemplary work with public companies with an affinity for growth via M&A proves significant value it can add. We are excited to have GSI assess future business opportunities and develop a capital markets strategy as our strategic financial advisor."

Subject to the prior approval of CSE, the Company has agreed to pay GSI a retainer fee payable for services provided for each full Calendar Month for a period of twelve months. The payment shall be comprised of (subject to approval by the Canadian Securities Exchange (the "CSE")) \$15,000 (plus applicable tax) monthly payment in stock that will be invoiced annually in full, which will be paid in common shares at a deemed price per share equal to the greater of \$0.05 or the minimum price per share permitted by the CSE at the time of issuance of such shares. Subject to CSE approval, these shares will be issued to GSI immediately. GSI may be paid a cash commission on any eligible subscriptions for potential private placement(s) within the stated (12) month advisory agreement. The Company will also, as soon as reasonably practicable following closing of the Transaction and subject to compliance with the stock option plan of the Company, shareholder approval of the stock option plan and the policies of the CSE, issue stock options (each, an "Option") to GSI entitling GSI to purchase in the aggregate up to 2.5% of the total shares issued and outstanding in the Company. The exercise price and vesting provisions, if any, for these Options will be determined by the board of directors of the Company at the time of grant in the context of the stock option plan of the Company.

The Agreement, retainer fee and Option grant will be subject to such other approval, terms and conditions as would be typical for an agreement of this nature in the Canadian market. These conditions include:

- (i) a condition respecting receipt of regulatory CSE (Canadian Securities Exchange) approvals;
- (ii) a condition that no material adverse change affecting GSI has occurred;
- (iii) a condition that all "shares for Service" adhere to IROC and Regulatory trading and escrowed provisions.

About Gravitas Securities Inc.

Gravitas is known for sophisticated sector expertise, tactical individuals with a commitment to excellence, global integration and innovation, and as a leading independent wealth management and capital markets firm. Gravitas provides a wide range of investment mandates and services for retail and corporate clients globally from offices in Toronto, Vancouver, and Calgary, and is represented in the United States through its FINRA representative, Gravitas Capital International, in New York and San Francisco.

About Graph Blockchain Inc.

The Company develops leading-edge private blockchain business intelligence and data management solutions that it will implement into a blockchain supported e-commerce marketplace for the sale of psychedelic and ancillary products in legal jurisdictions.

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

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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.



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