

**GRAPH BLOCKCHAIN INC**  
4711 Yonge Street, Suite 1000  
Toronto, Ontario M2N 6K8

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF  
SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual general and special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Graph Blockchain Inc. (the “**Company**”) will be held virtually via WebEx at Event Number 132 175 0828 (Password: Graph2020) (<https://mcmillan.webex.com/mcmillan/onstage/g.php?MTID=ecaca953524450826a53032cdc2f7c982>) at 2:00 p.m. (Toronto time) on November 4, 2020 for the following purposes:

1. to receive the consolidated financial statements of the Company together with the auditor’s report thereon for the fiscal years ended April 30, 2019 and April 30, 2020;
2. to consider and, if deemed advisable, to pass an ordinary resolution fixing the number of directors at five (5) and electing the directors of the Company for the ensuing year;
3. to appoint MNP LLP, as the auditors of the Company for the ensuing year and to authorize the directors of the Company to fix their remuneration;
4. to consider, and if deemed advisable, to pass a special resolution to approve and confirm the Company’s stock option plan;
5. to consider and, if deemed advisable, pass, with or without variation, a special resolution authorizing the board of directors to consolidate the common shares of the Company on the basis of one (1) new common share for up to ten (10) old common shares, and amend the Company’s articles accordingly;
6. to consider and, if deemed advisable, to pass a special resolution to approve an amendment to the articles of the Company to change its name to “BluStem Inc.” or such other name as may be determined by the board of directors of the Company; and
7. to transact such other business as may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Out of an abundance of caution and to proactively deal with the impact of the coronavirus (COVID-19) pandemic, and to mitigate risks to the health and safety of our shareholders, employees and other stakeholders, we will hold our Meeting in a virtual only format. In order to join the Meeting, please register on or before Monday, November 2, 2020 at 2:00 a.m. EDT (Toronto time) at <https://mcmillan.webex.com/mcmillan/onstage/g.php?MTID=ecaca953524450826a53032cdc2f7c982>.

The specific details of the foregoing matters to be put before the Meeting are set forth in the management information circular (“**Circular**”) accompanying this Notice of Meeting.

Shareholders are invited to attend the Meeting. Registered shareholders who are unable to attend the Meeting are requested to read the Circular and the form of proxy which accompanies this notice and to complete, sign, date and deliver the form of proxy, together with the power of attorney or other authority, if any, under which it was signed (or a notarially certified copy thereof) to the Company’s transfer agent, Computershare Investors Services Inc. (“**Computershare**”), Proxy Department, 510 Burrard Street, 3<sup>rd</sup> Floor, Vancouver, British Columbia V6C 3B9, or by facsimile to 1-866-249-7775, or by telephone at 1-866-732-8683. Non-registered shareholders who receive the Circular and form of proxy through an intermediary must deliver the voting form provided in accordance with the instructions given by such intermediary. To be effective, proxies must be received by Computershare not later than Monday, November 2, 2020 at 2:00 p.m. EDT (Toronto time), or in the case of any adjournment of the Meeting not later than 48 hours prior to the Meeting, excluding Saturdays, Sundays and holidays, or any adjournment thereof.

**DATED** this 5<sup>th</sup> day of October, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Andrew Ryu”*

**Andrew Ryu**  
Chairman of the Board