

Graph Blockchain to Acquire Crypto Launchpad Coordinator

Toronto, Ontario--(Newsfile Corp. - May 14, 2021) - Graph Blockchain Inc. (**CSE: GBLC**) (**OTC Pink: REGRF**) ("**Graph**" or the "**Company**") is pleased to announce that it has entered into a letter of intent ("**LOI**") in connection with the proposed acquisition of Beyond the Moon Inc. ("**Moon**" or the "**Target**"), a Crypto Launchpads service provider, to acquire 100% of all issued and outstanding shares of the Target, an arm's length privately held company, established pursuant to the Business Corporations Act in Ontario (the "**Proposed Acquisition**").

The Target provides exposure to the most exciting opportunities in crypto - crypto launchpads. Launchpads are crypto projects designed to promote and introduce upcoming projects to the crypto market. The target manages the process of entering crypto launchpads, helping facilitate the access to early-stage crypto tokens. Before listing a new token on a Decentralized Exchange ("**DEX**") launchpads provide the first public investment round, called an Initial DEX Offering ("**IDO**"). Early access to crypto projects is difficult to access but provides the highest potential return on investment in the space. Moon coordinates all aspects of registration, staking, and investment in the launchpads and their tokens.

Subject to the completion of satisfactory mutual due diligence within thirty (30) days from the date of the LOI by Graph and the Target, respectively, pursuant to the terms and conditions of the LOI, Graph and Moon will enter into a definitive share exchange agreement (the "**Exchange Agreement**") for the Acquisition.

"One of our stated objectives has been to educate our shareholders on all areas of the crypto market. Providing our shareholders with exposure to new crypto tokens through quality IDO's is an essential piece of that education and of the crypto markets. We are excited to be acquiring the Target to add this element to our business," said Chief Executive Officer, Paul Haber.

Key Transaction Terms:

It is anticipated that the Transaction will be structured as a Share Acquisition (the "**Acquisition**"). Graph will acquire all of the securities of Moon including the shares to be issued by Moon pursuant to its proposed private placement ("**Placement Shares**"). It is anticipated that the Definitive Agreement will be signed on or before June 30th, 2021 (the "**Closing Date**") or such other date as mutually agreed to by the parties.

Closing of the Transaction is subject to a number of conditions, including but not limited to the following:

1. The Company will acquire the Moon Shares for an aggregate purchase price of CAD \$6 million (the "Purchase Price"). The Purchase Price shall be satisfied through the issuance of units (the "Consideration Units") of the Company.
2. Each Consideration Unit shall comprise one common share (a "**Consideration Share**") at \$0.13, and a half common share purchase warrant (a "**Consideration Warrant**") with deemed price of \$0.18 in the capital of the Corporation.
3. The Vendors acknowledge that the issuance of the Consideration Shares and Warrants shall be subject to the receipt of regulatory approvals and may be subject to statutory hold periods.
4. The Exchange Agreement will contain definitive terms of the share purchase, customary representations, warranties, covenants, conditions and termination rights, and other customary information of Graph, and Moon in accordance with the applicable corporate and securities legislation.
5. The Board of Directors and shareholders of the Corporation, if necessary, approving this Agreement and the payment of the Purchase Price and the issuance of the Consideration Shares in exchange for the Target Shares.

6. The receipt of the approval of the Canadian Securities Exchange (the "**CSE**") for the Acquisition and issuance of the Consideration Units.

About Beyond the Moon Inc.

Beyond the Moon provides exposure to the most exciting opportunities in crypto - crypto launchpads. Launchpads are crypto projects designed to promote and introduce upcoming projects to the crypto market. The target manages the process of entering crypto launchpads, helping facilitate the access to early-stage crypto tokens. Before listing a new token on a Decentralized Exchange ("**DEX**") launchpads provide the first public investment round, called an Initial DEX Offering ("**IDO**"). Early access to crypto projects is difficult to access, but provides the highest potential return on investment in the space. Moon coordinates all aspects of registration, staking, and investment in the launchpads and their tokens.

About Graph Blockchain Inc.

The Company is a Proof of Stake ("**POS**") miner that focuses on altcoins, alternative cryptocurrencies to Bitcoin. Graph is the first publicly tradable altcoin miner and generates revenue through exposure to several top digital assets by market capitalization. By mining altcoins, Graph through its wholly owned subsidiary Babbage Mining Corp., can provide investors with exposure to the vast emerging market of cryptocurrencies with the significant technological disruption and potential gains that altcoins represent.

Additional information on the Company is available at www.graphblockchain.com and www.babbagemining.com.

For further information, please contact:

Jamie Hyland
Phone :604.442.2425
Email: jamie@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.

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