

GRAPH BLOCKCHAIN INC.

**NOTICE OF CHANGE OF AUDITOR
PURSUANT TO NATIONAL INSTRUMENT 51-102 s.4.11**

**TO: Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission**

**AND TO: Kingston Ross Pasnak LLP, Chartered Accountants
MNP LLP, Chartered Accountants**

The notice is given pursuant to section 4.11 of National Instrument 51-102 (“**NI 51-102**”).

Graph Blockchain Inc. (the “**Company**”) hereby confirms:

- (a) **Date of Resignation of Former Auditor:** the effective date of the resignation of MNP LLP (“**Former Auditor**”) as auditor of the Company is June 29, 2021;
- (b) **Reason for Resignation of Former Auditor:** the Former Auditor resigned at the request of the Company;
- (c) **Appointment of Successor Auditor:** the resignation of the Former Auditor and the appointment of Kingston Ross Pasnak LLP (“**Successor Auditor**”) on June 29, 2021 as auditor of the Company have been considered and approved by the Company’s Audit Committee;
- (d) **No reservations:** there have been no reservations contained in the audit reports prepared by the Former Auditor in connection with its audit of the Company’s financial statements; and
- (e) **No reportable events:** there are no “reportable events” as defined in 51-102.

Dated as of the 29th day of June, 2021

GRAPH BLOCKCHAIN INC.

Per: “*Don Shim*”

Don Shim, CFO