

**FORM 51-102F3  
NATIONAL INSTRUMENT 51-102**

**MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102**

**FILED VIA SEDAR**

**Item 1. Name and Address of Company**

Graph Blockchain Inc.  
4711 Yonge Street, 10th Floor  
Toronto, ON M2N 6K8

**Item 2. Date of Material Change**

A material change took place on August 24, 2021.

**Item 3. News Release**

On August 25, 2021, a news release in respect of the material change was released through the facilities of Newsfile.

**Item 4. Summary of Material Change**

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

**Item 5. Full Description of Material Change**

A full description of the material change is contained under Item 4.

**Item 6. Reliance on Section 7.1(2) of National Instrument 51-102**

The report is not being filed in reliance on section 7.1(2) of National Instrument 51-102.

**Item 7. Omitted Information**

No information has been omitted.

**Item 8. Executive Officer**

Jamie Hyland, Vice President  
Phone: +1-604-442-2425  
Email: jamie@graphblockchain.com

**Item 9. Date of Report**

August 25, 2021

**SCHEDULE "A"**  
**PRESS RELEASE**

# Graph Blockchain Completes Acquisition of Optimum Coin Analyser

Toronto, Ontario--(Newsfile Corp. - August 25, 2021) - Graph Blockchain Inc. (**CSE: GBLC**) (**OTC Pink: REGRF**) (**FSE: RT5A**) (the "**Company**" or "**Graph**") is pleased to announce that further to its press release dated [August 9, 2021](#), the Company has completed its acquisition of Optimum Coin Analyser Inc. ("**Optimum**"), AI based Crypto Coin Analytics tool company.

Optimum is a cloud-based discovery search engine subscription model which creates a recurring revenue platform for Graph and as such, the Company anticipates a steady and dependable revenue stream.

Pursuant to the Share Exchange Agreement (the "**Exchange Agreement**") between the Company, Optimum, and the shareholders of Optimum, the purchase price of \$5,000,000 was satisfied through the issuance of an aggregate of 71,428,571 units (the "**Consideration Units**") in the capital of the Company, at a deemed price of \$0.07 per Consideration Unit with each Consideration Unit comprised of one common share ("**Common Share**") and one common share purchase warrant (the "**Warrant**"). Each Warrant allows the holder to acquire an additional common share of the Company at an exercise price of \$0.09 per share during the 24-month period following closing.

"Our stated objective with Optimum is add data analysis for Graph to collect, cleanse and analyze unstructured data that can help manage our altcoin portfolio to make better decisions by pinpointing specific trends, risks and opportunities. We are excited to be acquiring Optimum to add this component to our business," said Chief Executive Officer, Paul Haber.

The Company also wishes to announce that John McMullen has resigned as a director of the Company on July 21 and thanks him for his services. Alexander MacKay has been appointed as a board of director and member of audit committee effective today. The Company would like to welcome Alex to the role and look forward to his contribution and expertise as an independent director.

## About Optimum Coin Analyser Inc.

Optimum continuously retrieves and analyzes big data using a powerful AI analytics engine designed for social media to track influencers, monitor, and to provide sentiment, relevance, and predictive analysis. Related hashtags are linked, and conversation participants are clustered together. Leveraging proprietary big data infrastructure to produce in-depth industry analytics and reveal real-time comprehensive insights. The monthly subscription payments will provide a continuous, dependable income stream that is pledged over a time period of 12 to 24 months. This new Annual Recurring Revenue ("ARR") based on the subscription revenue will be a substantial part of the total yearly revenue growth cycle, with a global target of +100% with Optimum.

## About Graph Blockchain Inc.

Graph Blockchain provides shareholders with exposure to various areas of Decentralized Finance. Focusing on altcoins through its wholly owned subsidiaries Babbage Mining Corp., a Proof of Stake ("POS") miner, and Beyond the Moon Inc., Graph gives investors exposure to the vast emerging market of cryptocurrencies with the significant technological disruption and potential gains altcoins represent. Additional information on the Company is available at [www.graphblockchain.com](http://www.graphblockchain.com) and [www.babbagemining.com](http://www.babbagemining.com).

**For further information, please contact:**

## Investor Relations

Jamie Hyland

Phone: 604.442.2425

Email: [jamie@graphblockchain.com](mailto:jamie@graphblockchain.com)

## Media Relations

Joshua Greenwald/Rich DiGregorio

Phone: 646.379.7971/856.889.7351

Email: [gblc@kcsa.com](mailto:gblc@kcsa.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.

Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved". The forward-looking information and forward-looking statements contained herein include, but are not limited to, statements regarding: the continued growth of the blockchain market. Forward-looking information in this news release are based on certain assumptions and expected future events. These statements involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements to differ materially from those expressed or implied by such statements, including but not limited to: the potential inability of the Company to continue as a going concern; the potential inability of New World to continue as a going concern; the risks associated with the blockchain industry in general; increased competition in the blockchain market; the potential future unviability of the blockchain in general. Readers are cautioned that the foregoing list is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions, or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.

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.

Neither the Canadian Securities Exchange (the "**CSE**") nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

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To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/94178>