

Graph Blockchain Announces Spin Off Three Subsidiaries via Share Dividend

Toronto, Ontario--(Newsfile Corp. - September 16, 2021) - Graph Blockchain Inc. (**CSE: GBLC**) (**OTC Pink: REGRF**) (**FSE: RT5A**) ("**the Company or Graph**") is pleased to announce that it intends to spin off three of its businesses into two independent publicly traded entities by way of a share dividend to the shareholders of Graph. The transaction is intended to be tax-free to Graph shareholders and expected to be completed in the next six (6) months subject to regulatory approval which includes approval from the CSE.

"The Company considers DeFi to be such a diverse sector that we believe our shareholders are best served by owning three pure play companies. We believe that the best possible path to unlock equity value is to create three independent companies that are each well-equipped to capitalize on growth trends in their sectors," said Paul Haber, Chief Executive Officer.

Graph is spinning out the companies so that it can focus exclusively on Non-Fungible Tokens ("**NFTs**") with New World Inc. ("**New World**").

The spinoff will establish separate companies that include:

- Optimum Coin Analyser Inc. ("**Optimum**") will be spun out as a stand-alone company focused on software for crypto traders. Optimum is a cloud-based discovery search engine subscription model that will create a recurring revenue stream on its platform.
- Babbage Mining Corp. ("**Babbage**") and Beyond the Moon Inc. ("**BTM**") will be combined and spun out as standalone altcoin and IDO focused company.

"We are committed to taking action to unlock what we see as unrecognized value in Optimum, Babbage and Beyond the Moon shares, and we believe that separating the businesses into three highly focused, stand-alone companies is the way to accomplish that goal," said Paul Haber, CEO of Graph Blockchain. "Less than a year ago, we initiated a multi-point plan, first to stabilize and then to transform Graph Blockchain into a De-Fi company positioned to deliver long-term organic growth. We have acquired assets and raised approximately \$10 million of equity, resolved legacy issues, and managed several acquisitions, while also investing in new product launches and building on what we believe is the core asset with NFTs with attractive growth opportunities. Our Board of Directors and management team have been working on options to determine how to best unlock value across Graph, and we believe that it is the right time to begin the partition process, so each business has greater elasticity to pursue bigger opportunities in their respective markets," said Andrew Ryu, Chairman of the Company.

It is proposed that the transaction will be carried out by way of a stock dividend (the "**Spin-Outs**"). Through the Spin-Out, shareholders of the Corporation will receive shares in the new companies (the "**New Spin-Out Shares**") based on the number of shares in Graph that they own as of the dividend date.

Graph intends to seek a listing of the SpinCo Shares for the two Spin-Outs on the Canadian Securities Exchange (the "**CSE**"), but no assurance can be offered that such a listing will be completed. Any such listing will be subject to SpinCo meeting and satisfying all of the requirements of the CSE.

Further details of the Spin-Out will be announced in a future press releases of the Company including management appointments, valuation of Spin-Outs, and any possible concurrent financings. The specifics of the Spin-Out are not yet final and there is no certainty that the Spin-Out will be completed on the terms currently proposed or at all.

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 Beyond the Moon Inc.

Beyond the Moon manages all aspects of investing in the launchpad opportunities. 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. Beyond the Moon 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 Babbage Mining Corp.

Babbage is an early-stage company, which will be focusing on Altcoins, alternative cryptocurrencies to Bitcoin. By mining Altcoins through Proof of Work and Proof of Stake, Babbage is able to give its investors 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.babbagemining.com

About New World Inc.

New World is an augmented reality art-focused NFT company that allows creators, musicians, and celebrities to have access to an NFT distribution canvas to create and sell digital art. By selling digital art, artists are able to reach a broader market (both geographically and demographically), and as a result of the blockchain, continue to benefit financially through economic participation in future sales. New World has built this platform and has already signed such notable artists as Diogo Snow, who has produced numerous pieces for celebrity clients including Drake, and Fetty Wap, an American rapper, singer and songwriter, who has over 6.5 million Instagram Followers, as well as many others.

Additional information on the new world is available at <http://newworldinc.io>

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

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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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.

Readers should not place undue reliance on the forward-looking statements and information contained in this press release. The statements in this press release are made as of the date of this release. Except as required by law, the Company expressly disclaims any obligation and does not intend to update any forward-looking statements or forward-looking information in this press release.

Forward-looking statements are generally, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible", "plans" and similar expressions, or statements that events, conditions, or results "will", "may", "could", or "should" occur or be achieved. Forward-looking statements in this press release relate to, among other things: completion of the proposed Spin-Out, completion of the proposed private placement of SpinCo, receipt of any required shareholder, court, stock exchange and regulatory approvals for the Spin-Out, timing of disclosure of additional details concerning the Spin-Out and listing of the SpinCo Shares on the CSE. Although Graph believes that the expectations reflected in the forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct or accurate, and actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements reflect the beliefs, opinions, and projections on the date the statements are made and are based upon a number of assumptions and estimates that, while considered reasonable by the respective parties, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. Many factors, both known and unknown, could cause actual results, performance, or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements and the parties have made assumptions and estimates based on or related to many of these factors. Such factors include, without limitation: determination of acceptable terms for the proposed Spin-Out, receipt of all required shareholder, court, stock exchange and regulatory approvals for the Spin-Out; changes in the value of the assets; sufficient market interest to completing on any proposed private placement of SpinCo; fluctuations in the securities markets and the market price of the Graph's common shares and applicable CSE approval for listing of the SpinCo Shares.

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.

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