

**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.  
625 Howe Street, Suite 260  
Vancouver, BC, V6C 2T6

**Item 2. Date of Material Change**

A material change took place on January 21, 2022.

**Item 3. News Release**

On January 24, 2022, 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**

Paul Haber, CEO  
Phone: +1-416-318-6501  
Email: phaber@blackbirchcap.com

**Item 9. Date of Report**

January 25, 2022

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

# Graph Blockchain to Acquire Charity Focused NFT Company

Toronto, Ontario--(Newsfile Corp. - January 24, 2022) - **Graph Blockchain Inc. (CSE: GBLC) (OTC Pink: REGRF) (FSE: RT5A) ("Graph")** or (the "**Company**") is pleased to announce that the Company, has entered into a Share Exchange Agreement (the "**Agreement**") in connection with the Acquisition (the "**Acquisition**") of Niftable Inc. ("**Niftable**" or the "**Target**").

Pursuant to the terms of the Agreement, Graph will acquire 100% of all issued and outstanding shares of Niftable, an arm's length privately held company, established pursuant to the Business Corporations Act in Alberta.

## About Niftable Inc.

Niftable's core business is to connect charities and their artists to the NFT (non-fungible token) world. Niftable provides the expertise and execution of NFTs from creation of the NFT to the sale and post-sale of NFTs on behalf of their charity clients. Most charities rely on volunteers and lack expertise in the emerging NFT world and that is where Niftable fills that void.

Michael Yeung, Founder and President of Niftable, said, "This is an amazing partnership, as Graph provides expertise and resources, and Niftable provides a growth strategy with its focus on charities and the growing NFT world. There are over 170,000 charitable and nonprofit organizations in Canada. 85,000 of these are registered charities. The marketplace for growing this business represents a massive opportunity for Graph and its shareholders. We look forward to a very productive year as part of the Graph team."

Paul Haber, CEO of Graph Blockchain, said, "We are very excited to enter this new area of NFTs. Charities have been hard hit by COVID and we believe the NFT space creates a great opportunity for charities to raise funds from not only their established donor base but to expand their reach into a whole new demographic, as NFT artists have not been shy about their backing for charitable causes or key social issues."

## Key Transaction Terms:

Significant terms include the following:

1. The Company will acquire the Niftable Shares for an aggregate purchase price of CAD \$2,600,000 (the "**Purchase Price**"). The Purchase Price shall be satisfied through the issuance of an aggregate of 52,000,000 Consideration Shares (the "**Shares**") at deemed price of \$0.05 per share of the Company.
2. The Agreement includes customary representations, warranties, covenants, conditions and termination rights, and other customary information of Graph, and Niftable in accordance with the applicable corporate and securities legislation.
3. The Board of Directors and shareholders of the Company, if necessary, approving the Agreement and the payment of the Purchase Price and the issuance of the Shares in exchange for the Target shares.
4. Issuance of the Shares shall be subject to the receipt of regulatory approvals including, without limitation, the approval of the Canadian Securities Exchange (the "**CSE**") and other conditions and will be subject to statutory hold periods under applicable securities legislation.
5. As a result of the Acquisition, Niftable will become a wholly owned subsidiary of the Company.
6. In addition, concurrent with the Acquisition, the Company has entered into an employment agreement with the Michael Yeung, Founder and President of Niftable.

## **About Graph Blockchain Inc.**

Graph Blockchain provides shareholders with exposure to various areas of Decentralized Finance (DeFi). Focusing on altcoins through its wholly owned subsidiaries Babbage Mining Corp., a Proof of Stake ("POS") miner, and Beyond the Moon Inc. an IDO focused company, Graph gives investors exposure to the vast emerging market of cryptocurrencies with the significant technological disruption and potential gains altcoins represent. In addition, through its investment in New World, Graph is providing its shareholders with exposure to the rapidly growing and emerging NFT market.

Additional information on the Company is available at [www.graphblockchain.com](http://www.graphblockchain.com), [www.newworldinc.io](http://www.newworldinc.io) and [www.babbagemining.com](http://www.babbagemining.com)

**For further information, please contact:**

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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, including statements relating to the completion of the Acquisition.

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 art-focused NFT 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: failure to obtain regulatory approval for the Acquisition; failure to complete the Acquisition on proposed terms or at all; 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 and NFT industry in general; increased competition in the art-focused NFT market; the potential future unviability of the NFT market in general, and the art-focused NFT market in specific. 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.

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.

The CSE does not accept responsibility for the adequacy or accuracy of this release.

Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) 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/111420>