

**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 27, 2022.

Item 3. News Release

On January 28, 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
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Email: phaber@blackbirchcap.com

Item 9. Date of Report

January 28, 2022

SCHEDULE "A"
PRESS RELEASE

Graph Blockchain Completes Acquisition of Niftable Inc.

Toronto, Ontario--(Newsfile Corp. - January 28, 2022) - 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 [January 24, 2022](#), the Company has completed its acquisition Niftable Inc. ("**Niftable**"), a charity focused non-fungible token ("**NFT**") company. Niftable now is a wholly-owned subsidiary of Graph.

Niftable connects charities and artists to the NFT world providing a platform and expertise for the sale and post-sale NFTs on behalf of charities.

Pursuant to the Share Exchange Agreement (the "**Exchange Agreement**") between the Company, Niftable, and the shareholders of Niftable, the purchase price of \$2,600,000 was satisfied through the issuance of an aggregate of 52,000,000 Consideration Shares (the "**Shares**") in the capital of the Company, at a deemed price of \$0.05 per Share.

Issuance of the Shares was 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 any statutory hold periods under applicable securities legislation.

Michael Yeung, Founder and President of Niftable, commented, "While NFTs were created to give artists management over their work, this has generated a flurry for art collectors looking to participate. As NFT art speculation increases, a growing number of charities have begun to explore fundraising efforts tied to NFTs. Niftable marries the charities with artists as a way to both reach a broader audience. We are excited to be joining the Graph family of companies adding another element of NFTs to their business."

"Graph's acquisition of Niftable provides us exposure to the charity NFT market, with hundreds of thousands registered charities globally, and will benefit artists to digitally showcase their talents and give them a segue into the world of charities," said Paul Haber, Chief Executive Officer of the Company.

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 the 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.

Additional information on Niftable is available at www.niftable.org

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 www.newworldinc.io and www.niftable.org

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 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 is 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 Niftable 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 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/111908>