

**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 31, 2022.

Item 3. News Release

On February 14, 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

March 16, 2022

SCHEDULE "A"
PRESS RELEASE

Soccer Legend Ronaldinho Partners with Graph Blockchain as Official Global Ambassador

One of the Greatest Players of All Time to Create Exclusive Events and NFT Experiences for Fans and Supporters

Toronto, Ontario--(Newsfile Corp. - February 14, 2022) - **Graph Blockchain Inc. (CSE: GBLC) (OTC Pink: REGRF) (FSE: RT5A) ("Graph" or the "Company")** is pleased to announce that its wholly owned subsidiary **New World Inc. ("New World")** has partnered with Ronaldinho, one of the greatest soccer players of all time, for the official global launch of the augmented reality (AR) non-fungible token (NFT) platform.



Soccer Legend Ronaldinho posing with his number 10 jersey

To view an enhanced version of this graphic, please visit:

https://orders.newsfilecorp.com/files/7002/113571_d0dcd85be420891b_002full.jpg

As global ambassador, Ronaldinho's partnership includes creating exclusive events and NFT experiences for fans and supporters to enjoy. Ronaldinho will work with the developers at New World to build a robust and captivating product suitable for the masses, establishing New World as the pioneer of mass-adopted augmented reality NFT experiences to the world.

Ronaldinho will work closely with New World co-founder Diogo Snow, who has produced numerous NFT-related art for celebrity clients including Drake and Fetty Wap, to expand New World's contributing artists and celebrities abroad through his robust network.

"I understand the influence I have on my supporters and engaging with my fans has always been so important to me, which is why I have decided to become the global ambassador for New World. The global growth of the NFT market has been truly amazing, and this platform allows fans to interact with their favorite athletes, artists and celebrities in a way that has never been done before. E nós," said

Ronaldinho.

"We are thrilled to welcome Ronaldinho as our Global Ambassador. The exceptional reach and exposure that Ronaldinho provides will take New World to the next level," said Paul Haber, CEO of Graph Blockchain.

As New World continues to expand into global markets, the Company will continue to push the boundaries of merging digital assets on top of real-world experiences through the use of their proprietary geo-targeting and augmented reality (AR) technology.

As part of the agreement with Ronaldinho, Graph Blockchain agreed to issue 4,000,000 common shares subject to regulatory approval, including from the CSE.

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 New World is available at <http://newworldinc.io>.

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 rapidly growing and emerging NFT market. Additional information on the Company is available at www.graphblockchain.com.

For further information, please contact:

Media Relations

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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.

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: 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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