

# Graph Blockchain Announces Normal Course Issuer Bid

Toronto, Ontario--(Newsfile Corp. - April 27, 2022) - Graph Blockchain Inc. (**CSE: GBLC**) (**OTC Pink: REGRF**) (**FSE: RT5A**) ("**Graph**" or the "**Company**") is pleased to announce its intention to initiate a normal course issuer bid ("**NCIB**") to purchase common shares of the Company (each a "**Common Share**") through the facilities of the Canadian Securities Exchange (the "**CSE**"). PI Financial Inc. has been appointed to make purchases under the NCIB program on behalf of the Company.

Under the terms of this normal course issuer bid, the Company may purchase up to 28,885,085 million Common Shares on the open market, effective May 3, 2022, and potentially extending for a 12-month period, and representing approximately 5% of the issued and outstanding shares.

The actual number of shares purchased, timing of purchases and share price will depend on market conditions and in compliance with CSE policy guidelines. If management decides it has a better use of these funds to increase shareholder value, it is under no obligation to continue to buy shares in the open market.

The Company believes that share purchases pursuant to the NCIB will contribute to the facilitation of an orderly market and be in the best interests of the Company and its shareholders. In the event that the Company believes that its common shares begin trading in a price range that does not adequately reflect their underlying value based on the Company's business prospects and financial position, the Company may purchase shares pursuant to the NCIB and in accordance with CSE rules, policies and guidelines. Depending upon future price movements and other factors, the Company believes that its outstanding common shares represent an attractive investment and a desirable use of a portion of its corporate funds.

Purchases subject to this NCIB will be carried out pursuant to open market transactions through the facilities of the CSE and any other available markets and alternative trading systems in Canada by a broker on behalf of the Company in accordance with applicable regulatory requirements. All common shares purchased by the Company under the NCIB will be returned to treasury and cancelled.

To the knowledge of the Company, no director, senior officer or other insider of the Company currently intends to sell any Common Shares under this bid. However, sales by such persons through the facilities of the CSE or any other available market or alternative trading system in Canada may occur if the personal circumstances of any such person change or if any such person makes a decision unrelated to these normal course purchases. The benefits to any such person whose shares are purchased would be the same as the benefits available to all other holders whose shares are purchased.

## US Disclaimer

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws and may not be offered or sold within the United States or to or for the account or benefit of a U.S. person (as defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

## About Graph Blockchain

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](http://www.graphblockchain.com).

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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 expectation that the Company will conduct a Normal Course Issuer Bid and purchase the maximum number of common shares permissible thereunder as described in this news release; and other business plans of the Company. 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; that the Company may not have enough capital to purchase the maximum or any shares under the proposed Normal Course Issuer Bid. 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.

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