

**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 February 17, 2022.

Item 3. News Release

On February 23, 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

May 9, 2022

SCHEDULE "A"
PRESS RELEASE

Graph Blockchain Appoints New Chief Technology Officer

NFT Platform New World Inc. Continues to Further Advance Its Augmented Reality Technology

Toronto, Ontario--(Newsfile Corp. - February 23, 2022) - **Graph Blockchain Inc. (CSE: GBLC) (OTC Pink: REGRF) (FSE: RT5A) ("The Company")** is pleased to announce that The Company along with its wholly owned subsidiary **New World Inc. ("New World")** has appointed Andrew El'Lithy as its new Interim Chief Technology Officer. Andrew joins New World to further advance its technology, bringing over 10 years of experience in blockchain, web and application development. Through his vast network, Andrew is committed to developing immersive augmented reality (AR) NFT (non-fungible token) experiences at a global scale with New World Inc.

"We are excited to welcome Andrew to our executive team. We look forward to Andrew working with our leadership, developers, and customers as we continue to push the boundaries of innovation within the NFT industry. This year is proving to be a very pivotal one for the New World team as they launch their platform alongside global ambassador and soccer icon Ronaldinho," said Paul Haber, CEO of Graph Blockchain Inc.

The Company also announces that Mr. Andrew Ryu stepped down from his Chairman position. Current CEO, Mr. Paul Haber will assume the Chairman role. The Company thanks Mr. Andrew Ryu for his services and wish him the best in his future endeavours.

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

For Further Information, Please Contact:

Media Relations
Joshua Greenwald
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Communications & Media Relations

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.



To view the source version of this press release, please visit
<https://www.newsfilecorp.com/release/114447>