

GRAPH BLOCKCHAIN INC

625 Howe Street, Suite 260

Vancouver, BC, V6C 2T6

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF
SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Graph Blockchain Inc. (the “**Company**”) will be held via listen-only conference call and in-person at the office of Boughton Law Corporation located at 700 - 595 Burrard Street Vancouver, BC, V7X 1S8 at 10:00 a.m. (Vancouver time) on July 28, 2022 for the following purposes:

1. to receive the consolidated financial statements of the Company together with the auditor’s report thereon for the fiscal years ended April 30, 2021 and April 30, 2020;
2. to consider and, if deemed advisable, to pass an ordinary resolution fixing the number of directors at three (3) and electing the directors of the Company for the ensuing year;
3. to appoint Kingston Ross Pasnak LLP as the auditors of the Company for the ensuing year and to authorize the directors of the Company to fix their remuneration;
4. to consider and, if deemed advisable, to pass, with or without variation, a resolution, the full text of which is set forth in the management information circular dated June 17, 2022 (“**Information Circular**” or “**Circular**”), ratifying, adopting and approving the amended stock option and restricted stock unit plan of the Company (the “**Stock Option and RSU Plan**”) and authorizing the Company's board of directors to make any amendments thereto that may be required for the purpose of obtaining the approval of applicable securities regulatory authorities or stock exchanges (the “**Stock Option and RSU Plan Resolution**”);
5. to consider, and if deemed advisable, to pass, with or without variation, a special resolution the full text of which is set forth in the Information Circular authorizing and approving an amendment to the Company’s articles to give effect to a name change of the Company to “New World Ltd.”, or such other name as is authorized by the board of directors of the Company, and is acceptable to the Canadian Securities Exchange and applicable regulatory authorities (the “**Name Change Resolution**”);
6. to consider and, if deemed advisable, pass, with or without variation, a special resolution the full text of which is set forth in the Information Circular authorizing the board of directors to consolidate the common shares of the Company on the basis of one (1) new common share for up to ten (10) old common shares, as such other consolidation ratio as the directors may determine and to amend the Company’s articles accordingly (the “**Consolidation Resolution**”);
7. to consider, and if deemed advisable, pass, with or without variation a special resolution the full text of which is set forth in the Information Circular authorizing the continuance of the Company from the Province of British Columbia into the Province of Ontario (the “**Continuance Resolution**”); and
8. to transact such other business as may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy; however, the Board of Directors of the Company (the "**Board**") is requesting that due to the current COVID-19 pandemic that all shareholders vote in advance of the Meetings their shares by proxy and not attend in person. Shareholders are requested to complete, date and sign the enclosed form of proxy and to return it in the envelope provided for that purpose.

The Company is offering its Shareholders the option to listen (but not vote) at the Meeting by conference call at:

Conference call participation:

Canada: +1 (647) 497-9373

United States: +1 (571) 317-3116

Participant Conference Access code: 768-821-149

Shareholders will not be able to vote through the conference call; however, there will be a question and answer session following the termination of the formal business of the Meeting during which Shareholders attending the conference call can ask questions.

Registered shareholders are requested to read the Circular and the form of proxy which accompanies this notice and to complete, sign, date and deliver the form of proxy, together with the power of attorney or other authority, if any, under which it was signed (or a notarially certified copy thereof) to the Company's transfer agent, Computershare Investors Services Inc. ("**Computershare**"), Proxy Department, 510 Burrard Street, 3rd Floor, Vancouver, British Columbia V6C 3B9, or by facsimile to 1-866-249-7775, or by telephone at 1-866-732-8683. Non-registered shareholders who receive the Circular and form of proxy through an intermediary must deliver the voting form provided in accordance with the instructions given by such intermediary. To be effective, proxies must be received by Computershare not later than Tuesday, July 26, 2022 at 5:00 p.m. EDT (Vancouver time), or in the case of any adjournment of the Meeting not later than 48 hours prior to the Meeting, excluding Saturdays, Sundays and holidays, or any adjournment thereof.

DATED this 17th day of June, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

"Paul Haber"

Paul Haber

CEO & Chairman of the Board