

**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 November 16, 2022.

Item 3. News Release

On November 11, 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

November 16, 2022

SCHEDULE "A"
PRESS RELEASE

Graph Blockchain Announces Share Consolidation

Toronto, Ontario--(Newsfile Corp. - November 11, 2022) - **Graph Blockchain Inc. (CSE: GBLC) (OTC Pink: REGRF) (FSE: RT5A)** ("**Graph**" or the "**Company**") announces the consolidation of its issued and outstanding common shares ("**Common Shares**") on the basis of ten (10) pre-consolidation Common Shares for one post-consolidation Common Share (the "**Consolidation**").

The Company currently has 577,701,702 Common Shares issued and outstanding. Following the Consolidation, the Company will have approximately 57,770,170 Common Shares outstanding. No fractional Common Shares will be issued pursuant to the Consolidation and any fractional Common Shares that would have otherwise been issued will be rounded down to the nearest whole number, in accordance with the Business Corporations Act (*British Columbia*).

The Company's shareholders approved, at the annual and special shareholders meeting held on July 28, 2022, the consolidation of the Common Shares of the Company at a ratio of one (1) new Common Share for up to ten (10) old Common Shares, or as such other consolidation ratio as the directors may determine and to amend the Company's articles.

The change in the number of issued and outstanding Common Shares resulting from the Consolidation will not materially affect any shareholder's percentage ownership in the Company, although such ownership will be represented by a smaller number of Common Shares.

The Company's shares will start trading on the CSE on a post Consolidation basis on November 16, 2022, under the new CUSIP number 388659203. The exercise or conversion price and the number of shares issuable under any of the Company's outstanding convertible securities will be proportionately adjusted upon Consolidation. The Company's name will remain unchanged.

Completion of the Consolidation is subject to, among other things, approval of the Canadian Securities Exchange.

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.

For further information, please contact:

Paul Haber, CEO
Phone: 416-318-6501
Email: phaber@graphblockchain.com

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". 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. 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/143959>