

GRAPH BLOCKCHAIN INC
2802 – 2300 Yonge Street
Toronto, ON, M4P 1E4

**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 December 20, 2023 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, 2023 and April 30, 2022;
2. to elect the directors of the Company for the ensuing year;
3. to re-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, an ordinary resolution (the “**Stock Option and RSU Plan Resolution**”) approving the stock option and restricted stock unit plan of the Company (the “**Stock Option and RSU Plan**”);
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution (the “**Shareholder Meeting Resolution**”), empowering the directors of the Company to determine the location of meetings of Shareholders; and
6. 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 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:

Microsoft Teams meeting
Meeting ID: 270 190 031 940
Passcode: JGZ3ie

Or call in (audio only)

844-784-9977 Canada (Toll-free)
+1 604-542-6813 Canada, White Rock
+1 929-352-1920 United States, New York City
+1 323-813-7247 United States, Los Angeles
+1 469-998-8863 United States, Dallas
+1 872-256-3960 United States, Chicago

Phone Conference ID: 593 028 573#

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 Information 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, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, 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 Monday, December 18, 2023 at 5:00 p.m. PST (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 2nd day of November, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"Paul Haber"

Paul Haber
CEO & Chairman of the Board