

**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.  
2802 – 2300 Yonge Street  
Toronto, ON, M4P 1E4

**Item 2. Date of Material Change**

A material change took place on December 7, 2023.

**Item 3. News Release**

On December 7, 2023, 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**

December 11, 2023

**SCHEDULE "A"**  
**PRESS RELEASE**

# Graph Blockchain Completes Acquisition of DMEVS from Datametrex

Toronto, Ontario--(Newsfile Corp. - December 7, 2023) - **Graph Blockchain Inc. (CSE: GBLC) (OTC Pink: REGRF) (FSE: RT50) ("GBLC" or "Graph Blockchain" or the "Company")** is excited to announce the successful acquisition of DataMetrex Electric Vehicle Solutions Inc. ("DMEVS") from Datametrex AI Limited ("Datametrex") (TSXV: DM) (FSE: D4G) (OTCQB: DTMXF). This acquisition (see press release November 14, 2023) marks a significant expansion of Graph Blockchain's portfolio by entering into the electric vehicle (EV) technology business.

In this strategic move, Graph Blockchain issued 15,000,000 common shares to Datametrex at a deemed price of \$0.05 per share. Additionally, Datametrex stands to receive up to \$3,000,000 in cash Earn-Out Payments, subject to DMEVS meeting specific performance metrics over the next three years with a total consideration of up to \$3,750,000.

As a result of this transaction, Datametrex now holds approximately 19.66% of Graph Blockchain's issued and outstanding shares, signifying a strong ongoing partnership between the two companies. This acquisition was overseen and approved by independent directors from both Datametrex and Graph Blockchain.

Paul Haber, Chairman and CEO of Graph Blockchain commented on the acquisition, stating, *"We are thrilled to welcome DMEVS into the Graph Blockchain family. This strategic acquisition is more than a business transaction; it's a step towards the future of EV technology. By integrating DMEVS's innovative solutions and the existing infrastructure into our portfolio, we are poised to make significant strides in the EV sector. We are confident that this synergy will not only enhance our product offerings but also drive substantial growth and value for our shareholders."*

## About Graph Blockchain

Graph Blockchain Inc. is at the forefront of electric vehicle (EV) and blockchain technology. The company's portfolio includes Babbage Mining Corp., specializing in Proof of Stake mining, enhancing its role in the expanding EV market. Additionally, Graph Blockchain has interests in the cryptocurrency space through Beyond the Moon Inc., aiming to deliver a broad spectrum of investment opportunities to shareholders by capitalizing on the transformative power of EVs and blockchain.

For additional information on Graph Blockchain and other corporate information, please visit the Company website at [www.graphblockchain.com](http://www.graphblockchain.com).

## For further information, please contact:

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Chief Executive Officer, and Chairman  
Graph Blockchain Inc.  
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Email: [phaber@graphblockchain.com](mailto: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, including but not limited to: the potential inability of the Company to continue as a going concern; the risks associated with the blockchain in general. 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.

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To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/190152>