

NEWS RELEASE

For immediate release

Prime Blockchain Inc. Signs Merger Agreement with Potbotics Inc. for Previously Announced Proposed Reverse Takeover

September 16, 2020 – Verdun, QC – Prime Blockchain Inc. (“**Prime**”), is pleased to announce that it has entered into a binding definitive agreement (the “**Merger Agreement**”) with Potbotics Inc. (“**Potbotics**”, or together with Prime, the “**Parties**”) pursuant to which the Parties intend to complete the business combination transaction (the “**Transaction**”) previously announced by Prime in a news release dated June 27, 2019. Subject to certain conditions and applicable shareholder and regulatory approvals, the Transaction will result in a reverse takeover of Prime by Potbotics. The combined public company resulting from the Transaction (the “**Resulting Issuer**”) will carry on the business of Potbotics. The Merger Agreement marks a significant step forward in Potbotics’ plans to complete the Transaction and apply for listing of the subordinated voting shares of the Resulting Issuer (the “**Subordinate Voting Shares**”) on the Canadian Securities Exchange (the “**CSE**”).

About PotBotics, Inc.

Potbotics is a big data and technology company focused on valuable predictive analysis in the global medical plant intake industry. The company manages a complete digital ecosystem leveraging both IoT and Artificial Intelligence to create a dynamic data service for the medical plant industry. It is developing a suite of IoT devices, including a dry-herb vaporizer device capable of storing all plant lab results, measuring patient inhalation sessions in real-time and capturing instant feedback for plant dose management. Its robust artificial intelligence platform aggregates and correlates HIPAA-compliant medical data, which is intended to help doctors and patients personalize plant-based treatments to better predict treatment outcomes. The data collection is also relevant for pharmacies, clinics, growers, dispensaries and Licensed Processors (LPs) to monitor and manage plant strain effects on patients. With a strong IP portfolio, Potbotics gathers deep and insightful data on the complete medical plant lifecycle, from seed to consumption.

Under the terms of the Merger Agreement, the Transaction will be completed by way of a three-cornered merger (the “**Merger**”) among Potbotics, Prime, and Ryah Acquisition Corp. (“**Subco**”), a Florida corporation and a wholly-owned subsidiary of Prime incorporated for the purposes of completing the Transaction, under the laws of the State of Florida. The Merger will result in Potbotics combining its corporate existence with Subco, and the entity resulting from the Merger will be a wholly-owned subsidiary of the Resulting Issuer.

In connection with the Transaction, the holders of the issued and outstanding common stock of Potbotics (the “**Potbotics Common Stock**”) will receive 0.035 super voting shares of the Resulting Issuer (the “**Super Voting Shares**”) for each Potbotics Common Stock held (the “**Exchange Ratio**”).

The Super Voting Shares grant the holders thereof a right to receive one hundred (100) Subordinated Voting Shares upon conversion in accordance with the terms thereof. Further, in connection with the Transaction, all outstanding exercisable or convertible securities of Potbotics (collectively, the “**Potbotics Convertible Securities**”) will automatically adjust in accordance with their terms such that, following the completion of the Transaction, the holders of Potbotics Convertible Securities will be entitled to acquire Super Voting Shares upon exercise or conversion of such Potbotics Convertible Securities, as adjusted to reflect the Exchange Ratio.

Upon completion of the Transaction, it is anticipated that the board of directors and management of the Resulting Issuer will be reconstituted to be comprised of nominees of Potbotics (the “**Board and Management Reconstitution**”). Further details about the proposed nominee directors and officers of the Resulting Issuer (including biographies) will be provided in a comprehensive press release at such time as the parties have settled upon all nominees.

The Transaction is an arm’s length transaction and is subject to a number of conditions customary to transactions of the nature of the Transaction, including, but not limited to: (i) the receipt of all required regulatory, corporate, shareholder, stock exchange, and third-party approvals, (ii) the completion of a change in the name of Prime to “RYAH Group, Inc.”, or such other name as may be requested by Potbotics and acceptable to applicable regulatory authorities (the “**Name Change**”), and (iii) the completion of the Board and Management Reconstitution.

Prime’s shareholders have already overwhelmingly adopted the resolutions accepting these conditions. However, there can be no assurance that any one or more of the Transaction, the Name Change, the Board and Management Reconstitution, and/or any other matters to be undertaken in connection with the Transaction will be completed as proposed or at all. In particular, the proposed CSE listing is subject to meeting the initial listing requirements, and obtaining the approval, of the CSE.

Additional details of the Transaction will be available in the related meeting materials to be communicated to the Potbotics shareholders in connection with the various matters required to be approved by them and in connection with the Transaction and the listing statement being prepared in connection with the Transaction, and readers are cautioned that, except as disclosed therein, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon.

Cautionary Statements

This press release contains statements which constitute “forward-looking information” within the meaning of applicable securities laws, including statements regarding the plans, intentions, beliefs and current expectations of Prime and Potbotics with respect to future business activities and operating performance. Forward-looking information is often identified by the words “may”, “would”, “could”, “should”, “will”, “intend”, “plan”, “anticipate”, “believe”, “estimate”, “expect” or similar expressions and includes, but is not limited to, information regarding: (i) expectations regarding whether the Transaction will be consummated, including whether conditions to the consummation of the Transaction will be satisfied including, but not limited to, the necessary board, shareholder and regulatory approvals and the timing associated with obtaining such approvals, if at all, (ii) the timing for completing the Transaction, (iii) the preparation and delivery to shareholders of a management information circular, the timing associated with its preparation and delivery to shareholders and the convening of the necessary shareholder meetings, (iv) the business plans and expectations of Prime, (v) the issuance of and timing associated with issuing a further comprehensive press release or press releases, and (vi) expectations for other economic, business, and/or competitive factors.

Investors are cautioned that forward-looking information is not based on historical facts but instead reflect Prime and Potbotics' respective management's expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although Prime and Potbotics believe that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the Resulting Issuer. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information are the following: (i) approval of the Transaction by the shareholders of Potbotics and Prime (including, as applicable, the Name Change, the Consolidation, and the Board and Management Reconstitution), (ii) the ability to obtain requisite regulatory and shareholder approvals and the satisfaction of other conditions to the consummation of the Transaction on the proposed terms and schedule, (iii) the potential impact of the announcement or consummation of the Transaction on relationships, including with regulatory bodies, employees, suppliers, customers and competitors, (iv) changes in general economic, business and political conditions, including changes in the financial markets, changes in applicable laws and regulations both locally and in foreign jurisdictions, (v) compliance with extensive government regulation and the costs associated with compliance, (vi) the risks and uncertainties associated with foreign markets, (vii) risks associated with the COVID-19 pandemic and (viii) the diversion of management time on the Transaction. This forward-looking information may be affected by risks and uncertainties in the business of Prime and Potbotics and market conditions.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although Prime and Potbotics have attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended and such changes could be material. Neither Prime nor Potbotics intend, nor assume any obligation, to update this forward-looking information except as otherwise required by applicable law.

All information contained in this press release relating to Potbotics, including information on Potbotics's business, has been provided to Prime by Potbotics. Prime has relied upon this information without having made independent inquiries as to its accuracy or completeness, and as such, assumes no responsibility for the inaccuracy or incompleteness of any information provided by Potbotics, or for any failure of Potbotics to disclose events that may have occurred or that may affect the significance or accuracy of any such information or for any failure of Potbotics to update or amend such information, whether as a result of new information, future events or otherwise.

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