

## NOTICE OF CHANGE IN CORPORATE STRUCTURE

### Pursuant to Section 4.9 of National Instrument 51-102 *Continuous Disclosure Requirements*

#### 1. Names of the parties to the transaction.

RYAH Group Inc. (formerly, Prime Blockchain Inc.) (the “**Company**”)  
Potbotics Inc. (“**Potbotics**”)

#### 2. Description of the transaction.

On April 26, 2021, the Company completed its previously announced Transaction (the “**Transaction**”) with Potbotics that resulted in the reverse take-over of the Company by Potbotics and its securityholders. The Transaction was effected by way of a triangular merger between the Company, Potbotics, and a wholly-owned, Florida subsidiary of the Company pursuant to the laws of the State of Florida, which resulted in the Company acquiring all of the securities of Potbotics.

As a result of the Transaction (i) each shareholder of Potbotics received 0.035 super voting shares in the capital of the Company (each whole super voting share, a “**Super Voting Share**”) for each common share of Potbotics held, and (ii) all unexercised options of Potbotics adjusted automatically such that, upon exercise, such options entitle the holders thereof to acquire Super Voting Shares at the same ratio and with a corresponding adjustment to the exercise price.

Following completion of the Transaction, the Super Voting Shares were listed for trading on the Canadian Securities Exchange (the “**CSE**”).

For additional information, please see the Company’s Listing Statement, which has been filed under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com) on April 27, 2021.

For the jurisdictions where the Company is a reporting issuer, the Transaction constitutes a reverse takeover pursuant to Canadian securities legislation (as defined in National Instrument 14-101 – *Definitions*).

#### 3. Effective date of the transaction.

April 26, 2021

#### 4. Name of each party, if any, that ceased to be a reporting issuer after the transaction and of each continuing entity

N/A

#### 5. Date of the reporting issuer's first financial year-end subsequent to the transaction.

August 31, 2021.

**6. Periods, including comparative periods, if any, of the interim and annual financial statements required to be filed for the company's first financial year subsequent to the transaction.**

The Company will be required to file annual financial statements for the year ended August 31, 2021.

The Company will be required to file interim combined financial statements for: (i) the three month period ending November 30, 2020; (ii) the six month period ending February 28, 2021; and (iii) the nine month period ending May 31, 2021.

**7. Documents filed that describe the transaction and where those documents can be found in electronic format.**

The following documents describing the Transaction and related matters were filed on SEDAR and are available under the Company's issuer profile at [www.sedar.com](http://www.sedar.com):

- press release dated June 27, 2019 announcing the entering into of a binding letter of intent with Potbotics to effect a business combination (the “**LOI**”);
- material change report dated July 16, 2019 with respect to the LOI;
- Agreement and Plan of Merger and Reorganization (“**Merger Agreement**”) dated September 9, 2020 between the Company, Potbotics, and a wholly owned subsidiary of Potbotics;
- press release dated September 16, 2020 announcing the signing of the Merger Agreement;
- material change report dated September 16, 2020 relating to the signing of the Merger Agreement;
- certificate of amendment dated **October 28, 2020 changing the Company’s name from “Prime Blockchain Inc.” to “RYAH Group Inc.”**;
- press release dated April 26, 2021, announcing the closing of the Transaction;
- press release dated April 27, 2021, announcing the commencement of the trading of the Subordinate Voting Shares on the CSE;
- material change report dated April 29, 2021 relating to the completion of the Transaction and listing of the Subordinate Voting Shares on the CSE; and
- Form 2A – Listing Statement dated April 26, 2021.

**DATED** May 7, 2021.