

FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: **Graph Blockchain Inc.** (the “Issuer”).

Trading Symbol: **GBLC**

This Quarterly Listing Statement must be posted on or before the day on which the Issuer’s unaudited interim financial statements are to be filed under the *Securities Act*, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer’s first, second and third fiscal quarters. This statement is not intended to replace the Issuer’s obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term “Issuer” includes the Listed Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

Included in Note 9 of Schedule A Financial Statements

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
- (b) A description of the transaction(s), including those for which no amount has been recorded.
- (c) The recorded amount of the transactions classified by financial statement category.
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
- (e) Contractual obligations with Related Persons, separate from other contractual obligations
- (f) Contingencies involving Related Persons, separate from other contingencies.

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

- (a) summary of securities issued during the period,
Not applicable
- (b) summary of options granted during the period,
Not applicable

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

- (a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

- Number of authorized share capital: 577,701,704 common shares
- Dividend: NA
- Whether or not cumulative: NA
- Redemption and conversion provision: NA

- (b) number and recorded value for shares issued and outstanding,

- Shares issued and outstanding: 577,701,704
- Value recorded: \$41,195,973

- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

Number of Options	Exercise Price	Expiry Date	Recorded value (\$)
2,200,000	0.095	13-Jan-23	211,690
4,000,000	0.285	21-Feb-23	1,098,116
11,000,000	0.210	6-Mar-23	2,339,261
11,250,000	0.125	29-Mar-23	1,358,924
16,350,000	0.050	23-Sep-23	781,156
44,800,000			5,789,147

Number of Warrants	Exercise Price	Expiry Date	Recorded value (\$)
76,190,477	0.175	26-Mar-26	-
6,095,238	0.164	26-Mar-26	723,108
23,076,923	0.180	9-Dec-22	1,710,157
46,153,846	0.180	2-Jul-23	2,606,215
71,428,571	0.090	24-Aug-23	5,480,299
222,945,055			10,519,779

- (d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

NA

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Name	Position held
Paul Haber	CEO and Chairman of the Board of the Director of Graph Blockchain
Frank Kordy	CFO of Graph Blockchain
Alex MacKay	Director of Graph Blockchain
Young Cho Lee	Director of Graph Blockchain
Andrew El'Lithy	CTO of New World
Paul Haber	Director of New World
Paul Haber	Secretary, CEO and Director of Optimum Coin Analyser
Andrew Ryu	Director of Optimum Coin Analyser

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated December 14, 2022

Paul Haber
Name of Director or Senior Officer

Signed "Paul Haber"
Signature

CEO and Chairman
Official Capacity

<i>Issuer Details</i> Name of Issuer Graph Blockchain Inc	For Quarter Ended Oct 31, 2022	Date of Report YY/MM/D 22/12/14
Issuer Address 2300 Yonge Street, Suite 2802		
City/Province/Postal Code Toronto (ON) M4S 3A6	Issuer Fax No. (NA)	Issuer Telephone No. (416) 318 - 6501
Contact Name Paul Haber	Contact Position CEO	Contact Telephone No. (416) 318 - 6501
Contact Email Address phaber@blackbirchcap.com	Web Site Address www.graphblockchain.com	