

Graph Blockchain Announces Shares for Debt Settlement

Toronto, Ontario--(Newsfile Corp. - September 29, 2020) - Graph Blockchain Inc. (CSE: GBLC) (the "**Company**" or "**Graph**") announces that, further to its press release dated August 19, 2020, it has closed its shares for debt settlement offering with four creditors (the "**Creditors**") to settle an aggregate of \$386,004 in debt (the "**Debt**") for services provided by the Creditors to the Company (the "**Services**") and in accordance with the terms of debt settlement agreements (the "**Settlement Agreements**") entered into with each of the respective parties.

In settlement and full satisfaction of the Debt incurred in connection with the Services, the Company issued to the Creditors an aggregate of 7,720,080 common shares in the capital of the Company (the "**Debt Shares**") at a deemed issue price of \$0.05 per Debt Share (the "**Debt Settlement**").

The Creditors include a related party, Datametrex AI Limited, who has control of over 10% of the voting securities of the Company and received 5,120,080 Debt Shares. Accordingly the Debt Settlement with Datametrex is a "related party transaction" within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Holders in Special Transactions* ("**MI 61-101**"). The Company is relying on the exemption from the valuation requirement and the minority approval requirement pursuant to subsections 5.5(a) and 5.7(a) of MI 61-101, respectively, as the securities do not represent more than 25% of the Company's market capitalization, as determined in accordance with MI 61-101.

All Debt Shares issued in connection with the Debt Settlement are subject to a statutory hold period of four months plus a day from the date of issuance of the Debt Shares in accordance with applicable securities legislation.

About Graph Blockchain Inc.

The Company develops leading-edge private blockchain business intelligence and data management solutions that it will implement into a blockchain supported e-commerce marketplace for the sale of psychedelic and ancillary products in legal jurisdictions.

Additional Information on the Company & eCommerce Marketplace is available at:

www.graphblockchain.com

www.BluStem.com

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Forward-Looking Statements

This press release contains forward-looking statements. Forward-looking statements can be identified by the use of words such as, "subject to", or variations of such words and phrases or state that certain actions, events or results "may" or "will" be taken, occur or be achieved. Forward-looking statements include statements with respect to receiving approval of the Canadian Securities Exchange and the reliance on the available exemptions under MI 61-101. Forward-looking statements are based on assumptions, including that Graph will receive approval from the Canadian Securities Exchange with

respect to the issuance of the Debt Shares, but the actual results may be materially different from any future expectations expressed or implied by the forward-looking statements. The forward-looking statements can be affected by known and unknown risks, uncertainties and other factors, including, but not limited to, the equity markets generally and a failure to obtain the necessary approval from the Canadian Securities Exchange. Accordingly, readers should not place undue reliance on forward-looking statements.

Except as required by law, Graph undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Neither Canadian Securities Exchange nor its Regulation Services Provider (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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