

**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.
4711 Yonge Street, 10th Floor
Toronto, ON M2N 6K8

Item 2. Date of Material Change

A material change took place on June 9, 2021.

Item 3. News Release

On June 10, 2021, 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

Jamie Hyland, Vice President
Phone: +1-604-442-2425
Email: jamie@graphblockchain.com

Item 9. Date of Report

June 10, 2021

SCHEDULE "A"
PRESS RELEASE

Graph Blockchain Announces Closing Beyond the Moon Inc. Acquisition

Toronto, Ontario--(Newsfile Corp. - June 10, 2021) - Graph Blockchain Inc. (**CSE: GBLC**) (**OTC Pink: REGRF**) (**FSE: RT5A**) ("**Graph**" or the "**Company**") is pleased to announce that further to its press release dated [May 14, 2021](#), the Company has closed its acquisition of all of the shares of Beyond the Moon Inc. ("**Beyond the Moon**"), a private Ontario company.

"Graph's acquisition of Beyond the Moon gives our shareholders exposure to quality Initial DEX Offerings and early adoption of new crypto tokens," said Paul Haber, Chief Executive Officer of Graph Blockchain, Inc. "By adding Beyond the Moon to our group of companies, we gain access to even earlier rounds of any upcoming token presales to add value to Graph's portfolio of altcoins."

Pursuant to a Share Exchange Agreement between the Company, Beyond the Moon, and the shareholders of Beyond the Moon, the purchase price was \$6,000,000 and was satisfied through the issuance of 46,153,846 units (the "**Consideration Units**") in the capital of the Company, at a deemed price of \$0.13 per Consideration Unit with each Consideration Unit comprised of one common share and one half of one common share purchase warrant. Each whole warrant will allow the holder to acquire an additional common share of the Company at an exercise price of \$0.18 per share during the 24-month period following closing. As a result of the transaction, Beyond the Moon is now a wholly owned subsidiary of the Company.

Beyond the Moon simplifies the most exciting opportunities in crypto launchpads. Launchpads are crypto projects designed to help upcoming projects reach their full potential and mainstream adoption. Beyond the Moon Coordinators manage the process of entering crypto launchpads, helping facilitate the access to early-stage crypto tokens. Before listing a new token on a Decentralized Exchange ("**DEX**"). Launchpads provide the first public investment round, called an Initial DEX Offering ("**IDO**"). Early access to crypto projects is difficult to access, but the highest return on investment comes from early access to projects. Beyond the Moon manages all aspects of the launchpad opportunities. Graph will be internalizing this platform to provide our shareholders with exposure to these opportunities.

Neither the Canadian Securities Exchange ("**CSE**") nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

About Graph Blockchain Inc.

Graph Blockchain provides our shareholders with exposure to various areas of Decentralized Finance. Graph, through its wholly owned subsidiary Babbage Mining Corp., a Proof of Stake ("**POS**") miner that focuses on altcoins, can provide our investors with exposure to the vast emerging market of cryptocurrencies with the significant technological disruption and potential gains that altcoins represent.

Additional information on the Company is available at www.graphblockchain.com and www.babbagemining.com.

For further information, please contact:

Investor Relations

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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. In some cases, forward-looking statements can be identified by words or phrases such as "may", "will", "expect", "likely", "should", "would", "plan", "anticipate", "intend", "potential", "proposed", "estimate", "believe" or the negative of these terms, or other similar words, expressions and grammatical variations thereof, or statements that certain events or conditions "may" or "will" happen, or by discussions of strategy. Readers are cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking statements. Such statements 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.

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To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/87137>