

Graph Blockchain Inc. Announces Closing of RTO Transaction

TORONTO, Ontario, November 6, 2018 – Graph Blockchain Inc. (formerly Reg Technologies Inc. (“**RegTech**”)) (the “**Company**”) is pleased to announce the closing of its reverse takeover transaction with Graph Blockchain Limited (“**Graph**”), as previously announced on June 29, 2018 and October 1, 2018 (the “**Transaction**”).

In connection with the Transaction, RegTech, Graph and 2659468 Ontario Inc. (“**RegTech Subco**”), a wholly-owned subsidiary of RegTech, entered into a definitive amalgamation agreement (the “**Definitive Agreement**”) whereby RegTech and Graph merged by way of 3-corner amalgamation between RegTech, Graph, and RegTech Subco.

The Transaction involved the acquisition by the Company of all of the issued and outstanding common shares in the capital of Graph (“**Graph Shares**”). As part of the Transaction, Graph amalgamated with RegTech Subco to form “Graph Blockchain Limited.”, a wholly-owned subsidiary of the Company.

Graph Blockchain Inc. received conditional approval for the listing of its common shares (“**Common Shares**”) from the Canadian Securities Exchange (“**CSE**”) on October 25, 2018. The Company is in the process of submitting its final materials to the CSE.

Consolidation and Name Change

Prior to the completion of the Transaction, RegTech consolidated its issued and outstanding shares on a 10:1 basis.

As a result of the Transaction, the Company changed its name to “Graph Blockchain Inc.”

In connection with the Transaction, the Company issued:

- a. an aggregate of 131,688,200 Common Shares in exchange for the outstanding Graph Shares;
- b. an aggregate of 3,354,867 warrants to purchase Common Shares in exchange for the outstanding warrants to purchase Graph Shares, each exercisable into one Common Share at a price of \$0.40 with an expiry date of May 6, 2020; and
- c. an aggregate of 1,665,818 finder’s warrants to purchase Common Shares in exchange for the outstanding finder’s warrants to purchase Graph Shares, each exercisable into one Common Share at a price of \$0.083 with an expiry date of January 10, 2020.

Following completion of the Transaction, the Company has an aggregate of 138,284,581 Common Shares issued and outstanding.

It is anticipated that the Common Shares will begin trading on or about November 9, 2018 on the CSE under the trading symbol “GBLC” following publication of a bulletin by the CSE in respect of the closing of the Transaction and the listing of the Common Shares (“**Bulletin**”).

Changes in Board and Management

Upon completion of the Transaction, Paul Chute, Dr. James Slinger and Susanne Robertson resigned their positions as directors of the Company. Paul Chute also resigned his position as the sole officer of the Company.

Peter Kim, David Posner, and Todd Shapiro have been appointed as directors of the Company.

Peter Kim has been appointed the Chief Executive Officer and Steve Kang has been appointed the Chief Financial Officer and Corporate Secretary of the Company.

Listing Statement

The Company has prepared a listing statement in connection with the Transaction (the “**Listing Statement**”) that provides a detailed description of the Transaction. Upon issuance of the Bulletin by the CSE, the Listing Statement along with the Definitive Agreement will be filed and made available under the Company’s profile on SEDAR at www.sedar.com.

About Graph Blockchain Inc.

The Company develops leading-edge private blockchain business intelligence and data management solutions. The Company’s powerfully unique solution has translated into a high growth trajectory, with the company securing multiple prototype development contracts with multi-national conglomerates, and the opportunity to sell across client verticals/subsidiaries as a full enterprise product.

Forward Looking Statements:

The information in this press release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward looking statements, including statements with respect to the anticipated date of listing of the Company’s shares on the CSE. These statements are based upon assumptions that are subject to significant risks and uncertainties, including assumptions that all conditions to the listing of the Company’s shares on the CSE will be satisfied and all requisite approvals will be received in a timely manner. Although the Company considers these assumptions to be reasonable based on currently available information, the same may prove to be incorrect, and the forward looking statements in this press release are subject to numerous risks, uncertainties and other factors that may cause future results to differ materially from those expressed or implied in such forward looking statements. Such risk factors may include, among others, the risk that required approvals and the satisfaction of material conditions to listing are not satisfied or waived in a timely manner or at all. Although the Company believes that the expectations reflected in forward looking statements are reasonable, no assurance can be given that the expectations of any forward looking statements will prove to be correct. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward looking statements or otherwise.