



NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS
to be held on October 25, 2018 at 11:00 am PST
at Suite 490 – 1090 Homer Street, Vancouver, BC V6B 2W9

NOTICE IS HEREBY GIVEN that the Annual General & Special Meeting (the “Meeting” or “AGSM”) of the shareholders of DMG Blockchain Solutions Inc. (“DMG” or the “Corporation”) will be held in the Corporation’s boardroom at Suite 490 – 1090 Homer Street, Vancouver, BC V6B 2W9 on Thursday, October 25, 2018 at 11:00 am PST to consider resolutions for the following purposes:

1. To receive the audited financial statements of the Corporation for the financial year ended September 30, 2017, together with the report of the auditors thereon;
2. To set the number of directors at five (5) members and to elect the directors of the Corporation for the ensuing year;
3. To appoint Charlton & Company as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
4. To consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution approving new Articles for the Corporation, attached as Schedule B and also summarized in the Information Circular under the heading “Particulars of Matters to be Acted Upon - Adoption of New Articles”;
5. To consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution approving the adoption of a new 10% rolling stock option plan attached as Schedule C to the accompanying management information circular, as more particularly described under the heading “Particulars of Matters to be Acted Upon - Adoption of New Stock Option Plan”; and
6. To consider and, if deemed appropriate, to pass, with or without variation, a resolution of disinterested shareholders approving the re-pricing of 600,000 stock options to \$0.40 for directors and officers of the Company;
7. To transact such other business as may properly be put before the meeting or any adjournment or postponement thereof;

The accompanying information circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof. As a shareholder, you can choose from three different ways to vote your shares by proxy: (a) by mail or delivery in the addressed envelope provided or deposited at the offices of Computershare Investor Services Inc. (“Computershare”), Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1, on behalf of the Corporation, so as to arrive not later than 11:00 a.m. (Vancouver time) on October 23, 2018, or if the Meeting is adjourned, at the latest 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used; (b) by telephone (toll free) at 1-866-732-VOTE (8683); or (c) on the internet at www.investorvote.com, unless the chair of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.]

DATED at Vancouver, BC this 20th day of September, 2018

BY ORDER OF THE BOARD OF DIRECTORS OF
DMG BLOCKCHAIN SOLUTIONS INC.

/s/ “**Daniel Reitzik**”
Chief Executive Officer & Director

DMG Blockchain Solutions Inc.

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