



**NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS**  
**to be held on November 26, 2019 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**”) of the shareholders (the “**Shareholders**”) of DMG Blockchain Solutions Inc. (the “**Corporation**”) will be held in the Corporation’s boardroom at Suite 490 – 1090 Homer Street, Vancouver, BC V6B 2W9 on Tuesday, November 26, 2019 at 11:00 am PST to consider resolutions for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the financial year ended September 30, 2018, together with the report of the auditors thereon (the “**Financial Statements**”);
2. To set the number of directors at four (4) members and to elect the directors of the Corporation for the ensuing year;
3. To appoint Manning Elliott LLP as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
4. To consider and, if deemed advisable, to re-approve and ratify the Corporation’s 10% rolling stock option plan, as more particularly described in the accompanying management information circular (the “**Circular**”) under the heading “Particulars of Other Matters to be Acted Upon – Re-Approval of the 10% Rolling Stock Option Plan”; and
5. To transact such other business as may properly be put before the Meeting or any adjournment or postponement thereof.

The Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice (the “**Notice**”). Also accompanying this Notice and the Circular is a form of proxy for registered Shareholders or a voting instruction form for non-registered Shareholders. Only Shareholders of record at the close of business on October 25, 2019 will be entitled to receive notice of and to vote at the Meeting. A copy of the Financial Statements has been filed, and is available, under the Corporation’s profile at [www.sedar.com](http://www.sedar.com).

A registered Shareholder may attend the Meeting in person or may be represented by proxy. Registered 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 registered 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., Proxy Department, 100 University Avenue, 8<sup>th</sup> 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 November 22, 2019, or if the Meeting is adjourned or postponed, 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](http://www.investorvote.com), unless the Chair of the Meeting elects to exercise his or her discretion to accept proxies received subsequently. Late proxies may be accepted or rejected by the Chair of the Meeting in his or her discretion, and the Chair is under no obligation to accept or reject any late proxy.

If you are a non-registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the voting instruction form in accordance with the instructions provided to you by your broker or intermediary. Failure to do so may result in your shares of the Corporation not being voted at the Meeting.

DATED at Vancouver, BC this 25<sup>th</sup> day of October, 2019

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

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