



**NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS
to be held on December 8, 2020 at 11:00 am PST via Zoom**

<https://us02web.zoom.us/j/81518013426?pwd=R0xOQkV0enB4VWY5MTF5bXV5V3pYQT09>
Meeting ID: 815 1801 3426 Passcode: 926908 or by telephone at 204-272-7920

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 via Zoom at <https://us02web.zoom.us/j/81518013426?pwd=R0xOQkV0enB4VWY5MTF5bXV5V3pYQT09>, Meeting ID: 815 1801 3426 Passcode: 926908 or by telephone at 204-272-7920 on Tuesday, December 8, 2020 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, 2019, together with the report of the auditors thereon (the “**Financial Statements**”);
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 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 pass an ordinary resolution approving 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 – Stock Option Plan”;
5. To consider and, if thought fit, pass a ordinary resolution approving the amendment to the Company’s Articles, as more particularly described in the Information Circular under the heading “Particulars of Matters to be Acted Upon – Amendment to Articles”.
6. To transact such other business as may properly be put before the Meeting or any adjournment or postponement thereof.

SHAREHOLDERS WILL HAVE AN EQUAL OPPORTUNITY TO ATTEND THE MEETING VIRTUALLY REGARDLESS OF THEIR GEOGRAPHIC LOCATION. PARTICIPANTS SHOULD DIAL IN 5-10 MINUTES PRIOR TO THE SCHEDULED START TIME AND ASK TO JOIN THE CALL.

SHAREHOLDERS WILL NOT BE ABLE TO VOTE AT THE MEETING. VOTING WILL BE CONDUCTED EXCLUSIVELY BY PROXY.

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.

Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed proxy. A proxy will not be valid unless it is deposited by mail or by fax at the office of Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8th Floor, Toronto, ON M5J 2Y1 [Fax: Within North America: 1-866-249-7775, Outside North America: (416) 263-9524] not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or an adjournment thereof. Only Shareholders of record on November 3, 2020 are entitled to receive notice of and vote at the Meeting.

DATED at Vancouver, BC this 3rd day of November, 2020.

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

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