

## UNDERTAKING

**TO:** British Columbia Securities Commission

**AND TO:** Ontario Securities Commission  
Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
The Manitoba Securities Commission  
Nova Scotia Securities Commission  
Financial and Consumer Services Commission (New Brunswick)  
Office of the Superintendent of Securities, Prince Edward Island  
Office of the Superintendent of Securities, Service Newfoundland and Labrador

(collectively, the “**Commissions**”)

**RE:** DMG Blockchain Solutions Inc. – Amended and Restated Short Form Base Shelf Prospectus dated November 19, 2021 amending and restating the Short Form Base Shelf Prospectus dated March 1, 2021 (the “**Prospectus**”)

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Capitalized terms used but not defined herein shall have the meanings ascribed thereto in the Prospectus.

In connection with the filing of the Prospectus, the undersigned undertakes to file with the Commissions all material contracts and documents affecting the rights of securityholders, in accordance with subsections 4.2(a)(x) and (x.1) of National Instrument 44-101 – *Short Form Prospectus Distributions*, including the following:

1. the warrant indenture or warrant agency agreement for any offering of Warrants;
2. the subscription receipt agreement for any offering of Subscription Receipts;
3. the trust indenture or supplemental trust indenture for any offering of Debt Securities; and
4. the unit agreement and, if applicable, collateral agreements and depository agreements, for any offering of Units,

promptly and in any event within seven days after the execution of the document or after the document becomes effective, as applicable.

[Signature Page Follows]

Dated: November 19, 2021.

**DMG BLOCKCHAIN SOLUTIONS INC.**

By: (signed) "Sheldon Bennett"  
Name: Sheldon Bennett  
Title: Chief Executive Officer