

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
to be held on September 14, 2022 at 2:00 p.m. (Vancouver time)**

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of DMG Blockchain Solutions Inc. (the “**Company**”) will be held on Wednesday, September 14, 2022 at 2:00 p.m. (Vancouver time) to consider resolutions for the following purposes:

1. to receive and consider the audited financial statements of the Company for the financial year ended September 30, 2021, 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 Company for the ensuing year;
3. to appoint Kingston Ross Pasnak LLP as auditors of the Company 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 Company’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 deemed advisable, to pass an ordinary resolution approving the Company’s restricted share unit plan, as more particularly described in the accompanying Circular under the heading “Particulars of Other Matters to be Acted Upon –RSU Plan”; and
6. 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 August 10, 2022 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 Company’s profile at 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, 8th Floor, Toronto, Ontario M5J 2Y1, on behalf of the Company, so as to arrive not later than 2:00 p.m. (Vancouver time) on September 12, 2022, 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, 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 Company not being voted at the Meeting.

DATED at Vancouver, BC this 10th day of August 2022.

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

“*Sheldon Bennett*”
Chief Executive Officer & Director