Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

DMG Blockchain Solutions ("**Corporation**")
4193 104 Street, Delta,
British Columbia, Canada, V4K 3N3.

Item 2 Date of Material Change

November 11, 2024

Item 3 News Release

The press release relating to the material changes described herein was issued and disseminated on November 11, 2024, respectively, through the facilities of recognized newswire services. A copy of the press release was filed under the Corporation's profile on SEDAR+.

Item 4 Summary of Material Change

On November 11, 2024, the Corporation announced that it had launched a "best efforts" underwritten overnight marketed offering of units of the Company.

Item 5.1 Full Description of Material Change

The material changes are fully described in the news release of the Corporation dated November 11, 2024, a copy of which is attached as Schedule "A" to this report.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

The name and business number of an officer of the Corporation through whom an executive officer who is knowledgeable about the material change and this report may be contacted is:

Sheldon Bennett
CEO & Director
Telephone: (516) 222-2560

Item 9 Date of Report

November 19, 2024

Schedule “A”

See attached.

DMG Blockchain Solutions Inc.
Announces Overnight Marketed Offering

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VANCOUVER, B.C., November 11, 2024 – DMG Blockchain Solutions Inc. (**TSXV: DMGI**) ("**DMG**" or the "**Company**") is pleased to announce that it has launched a "best efforts" underwritten overnight marketed offering (the "**Offering**") of units of the Company (the "**Units**").

The Offering is expected to be completed pursuant to an underwriting agreement (the "**Underwriting Agreement**") to be entered into between the Company and Canaccord Genuity Corp. as lead underwriter and sole bookrunner ("**Canaccord Genuity**" or the "**Lead Underwriter**"), and a syndicate of underwriters (collectively with the Lead Underwriter, the "**Underwriters**"). The Company has agreed to grant to the Underwriters an over-allotment option (the "**Over-Allotment Option**") exercisable, in whole or in part, in the sole discretion of the Lead Underwriter, to purchase up to an additional 15% of the number of Units sold in the Offering for up to 30 days from the closing date of the Offering.

The size of the Offering, the offering price of the Units and the terms of the Units will be determined in the context of the market at the time of entering into the Underwriting Agreement and there can be no assurance as to completion of the Offering. The closing of the Offering is expected to occur on or about November 19, 2024 and will be subject to market and other customary conditions.

The net proceeds of the Offering are expected to be used for DMG's recently announced purchase of six one-megawatt hydro mining containers, scheduled for delivery and installation in the current quarter as well as working capital and other general corporate purposes.

The Offering will be conducted by way of a prospectus supplement (the "**Prospectus Supplement**") to the Company's base shelf prospectus dated October 1, 2024 (the "**Base Shelf Prospectus**") to be filed in each of the provinces of Canada, except Quebec, and the Units may be also offered in the United States on a private placement basis pursuant to exemptions from the registration requirements under Rule 144A and/or Regulation D of the United States *Securities Act of 1933*, as amended (the "**1933 Act**"), subject to receipt of all necessary regulatory approvals, including the approval of the TSX Venture Exchange, and in those other jurisdictions outside of Canada and the United States, provided that no prospectus filing or comparable obligation arises in such other jurisdiction.

The Base Shelf Prospectus is available under the Company's profile on SEDAR+ at www.sedarplus.ca and, upon determination of the size and pricing of the Offering and the signing of the Underwriting Agreement, the Prospectus Supplement will be filed and available on SEDAR+ at www.sedarplus.ca. Alternatively, the Prospectus Supplement and accompanying Base Shelf Prospectus may be obtained by email at investors@dmgblockchain.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities being offered have not been, nor will they be, registered under the 1933 Act or under any U.S. state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act, and applicable U.S. state securities laws.

About DMG Blockchain Solutions Inc.

DMG is a sustainable, vertically integrated blockchain and data center technology company that develops, manages, and operates comprehensive platform solutions to monetize the blockchain ecosystem. The company's operations are driven by two strategic pillars: Core and Core+, both unified by DMG's commitment to vertical integration and environmentally responsible practices. DMG is the parent company of Systemic Trust Corporation, which is focused on the custody of digital assets.

For more information on DMG Blockchain Solutions visit: www.dmgblockchain.com
Follow @dmgblockchain on X, LinkedIn, Facebook and subscribe to DMG's YouTube channel.

For further information, please contact:

On behalf of the Board of Directors,

Sheldon Bennett, CEO & Director

Tel: 516-222-2560

Email: investors@dmgblockchain.com

Web: www.dmgblockchain.com

For Investor Relations:

investors@dmgblockchain.com

For Media Inquiries:

Chantelle Borrelli

Head of Communications

chantelle@dmgblockchain.com

release.

Cautionary Note Regarding Forward-Looking Statements

This press release may contain statements that may be deemed to be "forward-looking statements" within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical fact, included herein are forward-looking information, including, but not limited to, statements regarding the anticipated terms of the Offering, the anticipated entry into the Underwriting Agreement and the anticipated terms thereof, the anticipated timing of the closing of the Offering, the anticipated use of the net proceeds of the Offering, the anticipated filing of the Prospectus Supplement and the anticipated offering of Units in the United States pursuant to the Offering. Generally, forward-looking information may be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "proposed", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases, or by the use of words or phrases which state that certain actions, events or results may, could, would, or might occur or be achieved. This forward-looking information reflects DMG's current beliefs and is based on information currently available to DMG Blockchain Solutions Inc. and on assumptions DMG Blockchain Solutions Inc. believes are reasonable. These assumptions include, but are not limited to assumptions regarding: the Offering, including, but not limited to the terms of the Offering, the entry into the Underwriting Agreement and the terms thereof, the timing of the closing of the Offering, the use of the net proceeds of the Offering, the filing of the Prospectus Supplement and the offering of Units in the United States pursuant to the Offering; the ability of blockchain technology to disrupt multiple industries; growth and expectations of the Company's Terra Pool, Core+ business strategy and Bitcoin self-mining operations; the expansion of the Company's mining operations to additional sites; the purchase, delivery and installation of additional Bitcoin mining rigs at the Christina Lake Facility or any additional sites to be developed or acquired by the Company; changes to market conditions; changes to the regulatory climate; and such other factors and risks as disclosed in the Company's most recent annual information form, management's discussion and analysis and other documents filed from time to time under the Company's profile on SEDAR+ at www.sedarplus.ca. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance, or achievements of the Company or its subsidiaries to be materially different from those expressed or implied by such forward-looking information. Such risks and uncertainties may include, but are not limited to: prevailing capital markets conditions, the risks and uncertainties associated with the digital currency and blockchain industry, equipment failures, lack of supply of equipment, power and infrastructure, general business, economic, competitive, political and social uncertainties, changes in legislation, including regulatory legislation, affecting digital assets, and lack of qualified, skilled labor or loss of key individuals. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated, or intended. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.