

**NOTICE OF CHANGE OF AUDITOR
(National Instrument 51-102)**

**TO: British Columbia Securities Commission
Alberta Securities Commission**

AND TO: Manning Elliott LLP (“Successor Auditor”)

AND TO: MNP LLP, Chartered Professional Accountants (“Former Auditor”)

RE: Change of Auditor Notice under Section 4.11 of National Instrument 51-102 Continuous Disclosure Obligations

DMG Blockchain Solutions Inc. (the “**Company**”) hereby gives notice pursuant to National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) that:

1. On January 28, 2019, the Former Auditor gave notice to the Company announcing its resignation from its role as the auditors of the Company. The Company’s board of directors accepted the resignation of the Former Auditor.
2. On February 14, 2019, the Company disseminated a news release to announce the appointment of the Successor Auditor as its new audit firm.
3. There are no disagreements or consultations (as those terms are defined in NI 51-102) in connection with the resignation of the Auditor.
4. The Former Auditor has advised the Company that there is a reportable event with respect to unresolved issues (as those terms are defined in NI 51-102) in connection with their resignation, the details of which are set out below:
 - a. The Former Auditor received inconsistent information regarding operations and disclosures which has caused them some concern and are therefore unable to continue with the audit.
5. The Company disagrees with some of the reasons for the unresolved issues, reasons for the resignation and facts presented by the Former Auditor. However, the Company acknowledges that it no longer has the working relationship with the Former Auditor required to complete the audit in a timely manner and so the resignation of the Former Auditor has been approved by the board of directors of the Company (the “**Board**”).
6. The audit committee, the Board and management authorizes the Former Auditor to respond fully to any enquiries by the Successor Auditor.
7. The Former Auditor did not complete an audit of the Company for the September 30, 2018 year end.
8. The contents of this Notice of Change of Auditor have been reviewed and approved by the Board.

DATED this 14th day of February, 2019.

DMG BLOCKCHAIN SOLUTIONS INC.

By: “Sheldon Bennett”
Sheldon Bennett, COO & Director