MATERIAL CHANGE REPORT

Item 1. <u>**Name and Address of Company**</u> – **DMG Blockchain Solutions Inc.** (TSX-V: DMG), #490 – 1090 Homer Street, Vancouver, BC V6B 2W9

Item 2. <u>**Date of Material Change**</u> – April 30, 2020

Item 3. <u>**News Release**</u> – News Release issued April 30, 2020 at Vancouver, BC.

Item 4. <u>**Summary of Material Change**</u> – **DMG Blockchain Solutions Inc. (TSX-V: DMG)** (the "Company") announces it has entered into a business development agreement with Onyx Capital GmbH ("Onyx") to provide business development and marketing services to the Company and announces a $100,000 private placement.

Item 5. <u>**Full Description of Material Change**</u> **– DMG Blockchain Solutions Inc.** (TSX-V: DMGI) (DMGGF:OTC US) (FRANKFURT:6AX) ("DMG" or the "Company"), a diversified blockchain and technology company, announces it has entered into a business development agreement with Onyx Capital GmbH ("Onyx") to provide business development and marketing services to the Company. Onyx will be responsible to assist in the preparation of corporate presentations and marketing materials and conducting business development and marketing activities with a specific focus on acquiring new hosting clients from Europe and North America. The agreement has a minimum term of four months.

Onyx intends to participate in a private placement of the Company in the amount of $100,000. The Company also intends to issue Onyx 600,000 stock options at an exercise price of $0.15 for a term of twelve months. The Onyx transaction is subject to regulatory approval.

Subject to all regulatory approvals, the Company intends to complete a non-brokered private placement of 1,481,500 units of the Company at a purchase price of $0.0675 per unit, to raise gross proceeds of up to CDN$100,000 (the "Offering"). Each unit will be comprised of one common share of the Company and one common share purchase warrant (a "Warrant"). Each Warrant will be exercisable to purchase one additional common share of the Company at an exercise price of $0.10 per share for a period of twelve months following the closing of the Offering.

The securities underlying the units issued on closing of the Offering will all be subject to a four-month statutory hold period commencing on the date of issuance. No finder's fees are payable on this Offering.

The net proceeds from the Offering will be used for sales and marketing activities, as well as general working capital purposes.

The Offering is scheduled to close on or before May 8, 2020 and is subject to certain conditions including receipt of all necessary regulatory approvals, including the approval of the TSX Venture Exchange.

The Company also announces it has entered into an agreement with Main Capital GmbH ("Main Capital") to provide investor relations services to the Company. Main Capital will be responsible to assist in the development of the Company's investor relations department, assist with and set up broker presentations locally, Canada-wide and internationally; schedule and organize all trade show appearances, and provide input for Company's marketing, advertising and investor relations programs. Compensation will consist of 100,000 stock options exercisable at $0.15 for a twelve-month term, subject to regulatory approval.

Item 6. <u>**Reliance on Section 7.1(2) or (3) of National Instrument 51-102**</u> – Not applicable.

Item 7. **Omitted Information** – No significant facts remain confidential in, and no information has been omitted from, this report.

Item 8. **Executive Officer** – Mr. Dan Reitzik, President & CEO of the Issuer, is knowledgeable about the material change and this report. He can be contacted at (778) 385-2235.

Item 9. **Date of Report** – Dated April 30, 2020 at Vancouver, British Columbia.