

UNDERTAKING

TO: British Columbia Securities Commission

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

(collectively, the “**Commissions**”)

RE: DMG Blockchain Solutions Inc. – Final Short Form Base Shelf Prospectus dated October 1, 2024 (the “**Prospectus**”)

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 unit agreement and, if applicable, collateral agreements and depository agreements, for any offering of Units; and
4. the trust indenture or supplemental trust indenture for any offering of Debt Securities;

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 as of October 1, 2024.

DMG BLOCKCHAIN SOLUTIONS INC.

By: "Sheldon Bennett"
Name: Sheldon Bennett
Title: Chief Executive Officer