

**i3 INTERACTIVE INC.**  
**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

i3 Interactive Inc. (formerly, Fairmont Resources Inc.) (the "**Company**")  
1 Adelaide Street, Suite 801  
Toronto, Ontario  
M5C 2V9

**Item 2: Date of Material Change**

June 29, 2020

**Item 3: News Release**

A news release was issued and disseminated on June 29, 2020 and filed on SEDAR at [www.sedar.com](http://www.sedar.com), a copy of which is attached hereto as Schedule "A".

**Item 4: Summary of Material Change**

The Company's previously announced reverse takeover transaction (the "**RTO Transaction**") with 1250312 B.C. Ltd ("**Debtco**") and Influencers Interactive Inc. ("**Influencers**") closed on June 29, 2020. The RTO Transaction was effected by way of two triangular amalgamations among (a) the Company, Debtco and a wholly-owned subsidiary of the Company, and (b) the Company, Influencers and another wholly-owned subsidiary of the Company.

**Item 5.1: Full Description of Material Change**

See attached news release at 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 (Confidentiality)**

Not applicable.

**Item 7: Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8: Executive Officer**

For additional information with respect to this material change, the following person may be contacted:

Chris Neville  
Chief Executive Officer  
E: [chris@i3company.com](mailto:chris@i3company.com)  
(902) 240-4221

**Item 9: Date of Report**

This report is dated as of the 8<sup>th</sup> day of July, 2020

## SCHEDULE "A"

*Not for distribution to United States newswire services or for dissemination in the United States.*

*This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.*

### **CORRECTION FROM SOURCE: i3 Announces Closing of Reverse Takeover**

This document corrects the headline of the News Release disseminated June 29, 2020 which incorrectly announced a CSE listing which did not yet take place. No other corrections are reflected in this News Release.

Toronto, ON – June 29, 2020 – i3 Interactive Inc. (formerly, Fairmont Resources Inc.) ("i3" or the "**Company**") is pleased to report that its previously announced reverse takeover transaction (the "**RTO Transaction**") with 1250312 B.C. Ltd ("**Debtco**") and Influencers Interactive Inc. ("**Influencers**") closed on June 29, 2020. The RTO Transaction was effected by way of two triangular amalgamations among (a) the Company, Debtco and a wholly-owned subsidiary of the Company, and (b) the Company, Influencers and another wholly-owned subsidiary of the Company. The Company is a reporting issuer whose Common Shares were voluntarily delisted from the TSX Venture Exchange on October 26, 2018 and consequently have not been posted for trading on any marketplace since such that time.

In connection with the completion of the RTO Transaction, the board of directors and senior officers of the Company were reconstituted to consist of Chris Neville (Director, Chief Executive Officer and Corporate Secretary), Troy Grant (Director), Binyomin Posen (Director), James Henning (Chief Financial Officer). Additional information regarding the biographical details of the board of directors and senior officers can be found in the Company's press release dated June 19, 2020.

The Company anticipates receiving final approval from the Canadian Securities Exchange (the "**CSE**") later this week to list the Company's common shares ("**Common Shares**") for trading.

In connection with the RTO Transaction, the escrowed portion of the net proceeds from the Company's previously announced private placement offering of units of Influencers (the "**Financing**") were released from escrow and the units were converted into 22,899,508 Common Shares and 22,899,508 warrants to acquire Common Shares. As a result of the completion of the RTO Transaction, former holders of units from the Financing now hold approximately 16.68% of the Common Shares, on a non-diluted basis.

The net proceeds from the Financing will be used by the Company for operational expansion, business development and working capital purposes.

Early Warning Disclosure

As a result of the RTO Transaction, Dan Bilzerian (“**Mr. Bilzerian**”) beneficially owns, directly or indirectly, or exercises control or direction over an aggregate of 20,157,713 Common Shares, representing 15% of the issued and outstanding securities of the Company on an undiluted basis and a partially diluted basis, being that Mr. Bilzerian does not hold any convertibles securities of the Company. Prior to the RTO, Influencers issued Mr. Bilzerian 20,157,713 common shares in the capital of Influencers (the “**Influencers Shares**”) as compensation for certain consulting services provided by Mr. Bilzerian. On closing of the RTO Transaction, the Influencers Shares were exchanged for Common Shares. Mr. Bilzerian holds the Common Shares for investment purposes and may increase or reduce his holdings according to market conditions or other relevant factors.

The foregoing disclosure regarding Mr. Bilzerian’s holdings is being disseminated pursuant to National Instrument 62-103 - *The Early Warning System and Related Take-Over Bid and Insider Reporting*. A copy of the report to be filed with Canadian securities regulators in connection with the acquisition of these securities can be obtained under the Corporation's profile on the SEDAR website ([www.SEDAR.com](http://www.SEDAR.com)) or by contacting i3’s Chief Executive Officer, Chris Neville at [chris@i3company.com](mailto:chris@i3company.com)

**For additional information on the Company:**

Chris Neville  
Chief Executive Officer  
Tel: (902) 240-4221  
Email: [Chris@i3company.com](mailto:Chris@i3company.com)

**Forward-Looking Statements**

*This news release contains “forward-looking information” within the meaning of applicable securities laws including the CSE’s final approval for listing of the Common Shares on the CSE as well as information relating to the Company. Although the Company believes, in light of the experience of its officers and directors, current conditions and expected future developments and other factors that have been considered appropriate, that the expectations reflected in this forward-looking information are reasonable, undue reliance should not be placed on them because the Company can give no assurance that they will prove to be correct. Readers are cautioned to not place undue reliance on forward-looking information. Actual results and developments may differ materially from those contemplated by these statements depending on, among other things, the costs of compliance with and the risk of liability imposed under the laws in which the Company is operating or will operate under including gambling laws and regulations, sports betting laws and regulations and mobile or online gambling and sports betting laws and regulations; negative changes in the political environment or in the regulation of mobile and online sports betting or gambling and the Company's business in the United States; risks relating to COVID-19; negative shifts in public opinion and perception of the gambling industry; significant competition in the industry; risks relating to rising energy costs; risks of product liability and other safety-related liability as a result of usage of the Company's planned gambling and betting products; loss of intellectual property rights or protections; cybersecurity risks; constraints on marketing products; fraudulent activity by employees, contractors and consultants; tax and insurance related risks and risk of litigation.*

*The statements in this press release are made as of the date of this release. The Company undertakes no obligation to comment on analyses, expectations or statements made by third parties in respect of the Company or its financial or operating results.*

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*This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United*

*States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to a U.S. Person (as defined in in Rule 902(k) of Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.*