

**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**

August 6, 2020

**Item 3: News Release**

A news release was issued and disseminated on August 10, 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 entered into a business combination agreement dated August 6, 2020 (the "**Definitive Agreement**") with an arm's length, private British Columbia corporation (the "**B.C. Corp.**"), pursuant to which the Company has agreed to acquire all the issued and outstanding shares of B.C. Corp (the "**Transaction**"). Upon completion of the Transaction, the resulting subsidiary of the Company will hold an indirect, 65% controlling interest in an entity which owns an active Indian poker brand.

**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) T: (902) 240-4221

**Item 9: Date of Report**

This report is dated as of the 11<sup>th</sup> day of August, 2020

## SCHEDULE "A"

### **i3 Interactive Enters into Definitive Agreement to Acquire Controlling Interest of India-Based Online Poker Operation**

Toronto, ON – August 10, 2020 – i3 Interactive Inc. (“**i3 Interactive**” or the “**Company**”) (CSE: BETS) (FRA: F003) is pleased to announce that it has entered into a business combination agreement dated August 6, 2020 (the “**Definitive Agreement**”) with an arm’s length, private British Columbia corporation (the “**B.C. Corp.**”), pursuant to which the Company has agreed to acquire all the issued and outstanding shares of B.C. Corp. (the “**Target Shares**”). Upon completion of the Proposed Acquisition (as defined below), the Resulting i3 Subsidiary (as defined below) will hold an indirect, 65% controlling interest in an entity which owns an active Indian poker brand (the “**India Poker Operation**”). The brand is part of a poker network in India with over a million registrations and over 75,000 active users as of the month of July, 2020. Following completion of the Proposed Acquisition, the Company intends to relaunch the Indian Poker Operation under the brand name “Blitzpoker”, with Blitzpoker expected to offer, among other things, a variety of game modes in Texas Hold’em and Omaha for players of all skill levels.

#### The Proposed Acquisition

The acquisition contemplated by the Definitive Agreement (the “**Proposed Acquisition**”) will be carried out by way of a three-cornered amalgamation to be completed under the *Business Corporations Act* (British Columbia), among the Company, B.C. Corp., and 1260039 B.C. Ltd. (“**Subco**”), a wholly owned subsidiary of the Company incorporated for the purposes of completing the three-cornered amalgamation. The Proposed Acquisition is expected to result in B.C. Corp. combining its corporate existence with Subco, and the entity resulting from the amalgamation (the “**Resulting i3 Subsidiary**”) continuing as a wholly-owned subsidiary of the Company under the name “i3 India Holdings Corp.”

As part of the Proposed Acquisition, the former shareholders of B.C. Corp. will receive one (1) common share in the capital of the Company (“**Common Share**”) in exchange for each Target Share held by them (the “**Exchange Ratio**”). There are currently 5,159,600 Target Shares issued and outstanding, and upon closing of the Proposed Acquisition, the former shareholders of B.C. Corp. are expected to hold an aggregate of 5,159,600 Common Shares. B.C. Corp. does not have any issued and outstanding convertible securities.

The Proposed Acquisition is an arm’s length transaction subject to customary closing conditions, including, but not limited to, applicable shareholder and regulatory approvals, and B.C. Corp. having successfully completed the acquisition, through its wholly-owned Indian subsidiary, of an entity which owns a 65% controlling interest in the Indian Poker Operation. There can be no assurance that the Proposed Acquisition will be completed as proposed or at all.

#### **ABOUT I3 INTERACTIVE INC.**

The Company is in the business of developing an online and mobile gaming platform in order to provide sports fans worldwide with a unique and highly-engaging social gaming product, and sports betting and casino product offering. In an effort to break into the various emerging global markets, the Company has secured partnerships with key industry contacts, including Dan Bilzerian, an internationally renowned and widely respected social media celebrity with over 50 million social media followers.

#### **For additional information on the Company:**

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

#### **Forward-Looking Statements**

*Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.*

*This press release contains forward-looking statements within the meaning of applicable Canadian securities laws. Forward-looking statements are often, but not always, identified by the use of words such as “seek”, “anticipate”, “believe”, “plan”, “estimate”, “expect”, “likely” and “intend” and statements that an event or result “may”, “will”, “should”, “could” or “might” occur or be achieved and other similar expressions. The forward-looking statements in this press release include statements relating to the projections for growth in the Indian online gaming market, Mr. Bilzerian’s ability to generate traction with players and fans, the Company’s plans to feature zero buy-in tournaments and the offering of special bonuses. Forward-looking statements are subject to business and economic risks and uncertainties and other factors that could cause actual results of operations to differ materially from those contained in the forward-looking statements, including, without limitation, (i) the costs of compliance with and the risk of liability imposed under the laws of the jurisdictions in which the Company is operating or will operate (the “**Operating Jurisdictions**”) including gambling laws and regulations, sports betting laws and regulations and mobile or online gambling and sports betting laws and regulations, (ii) 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 Operating Jurisdictions, (iii) risks relating to COVID-19 (iv) negative shifts in public opinion and perception of the gambling industry, (v) significant competition in the industry, (vi) risks of product liability and other safety-related liability as a result of usage of the Company’s planned gambling and betting products, (vii) loss of intellectual property rights or protections, (viii) cybersecurity risks, (ix) constraints on marketing products, (x) fraudulent activity by employees, and (xi) risk of litigation. Readers are cautioned not to place undue reliance on forward-looking statements as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Readers are further cautioned that the assumptions used in the preparation of such forward-looking statements (including, but not limited to, the assumption that (i) the Company will be able to execute on its business plan as anticipated, and will receive one or multiple licenses, permits, and authorizations from time to time necessary to execute on its business plan, (ii) the Company’s financial condition and development plans do not change as a result of unforeseen events, (iii) there will continue to be a demand, and market opportunity, for the Company’s product offerings, (iv) the Company will be able to establish, preserve and develop its brand, and attract and retain required personnel, (v) the Company will successfully complete the Proposed Acquisition (and will obtain all requisite approvals) on the terms and within the timelines anticipated by the Company, and (vi) current and future economic conditions will neither affect the business and operations of the Company nor the Company’s ability to capitalize on anticipated business opportunities) although considered reasonable by management of the Company at the time of preparation, may prove to be imprecise and result in actual results differing materially from those anticipated, and as such, undue reliance should not be placed on forward-looking statements. The forward-looking statements included in this press release are made as of the date of this press release and the Company does not undertake an obligation to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise unless required by applicable securities laws. Forward-looking statements, forward-looking financial information and other metrics presented herein are not intended as guidance or projections for the periods referenced herein or any future periods, and in particular, past performance is not an indicator of future results and the results of the Company in this press release may not be indicative of, and are not an estimate, forecast or projection of the Company’s future results. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement.*