

**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 24, 2020

**Item 3: News Release**

A news release was issued and disseminated on August 21, 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 announced that it has received approval from the Canadian Securities Exchange (the "**CSE**") to list the Company's Exchanged Warrants (as defined below) for trading. The Exchanged Warrants are issued pursuant to and governed by a warrant indenture (the "**Warrant Indenture**") entered between the Company and Endeavor Trust Corporation on August 18, 2020. The Exchanged Warrants has commenced trading at the opening of the market on August 24, 2020 under the stock ticker "BETS.WT".

The Company offered the participants (the "**Participants**") of the private placement (the "**Private Placement**") completed by Influencers Interactive Inc. ("**Influencers**") immediately prior to the closing of the Company's reverse takeover by Influencers, following which all securities issued in the Private Placement were exchanged for equivalent securities of the Company, with an opportunity to exchange (the "**Exchange**") their warrants (the "**Original Warrants**") for new warrants issued pursuant to and governed by the Warrant Indenture, having substantially the same terms as the Original Warrants (the "**Exchanged Warrants**"). The Company intends to keep the offer open to the Participants, who have not yet tendered their Original Warrants.

The Original Warrants were granted on June 29, 2020, and are exercisable for \$0.50 per common share of the Company (a "**Common Share**") and expire on the earlier of (i) June 29, 2022; and (ii) 30 days from the date that the Company issues a press release and provides notice that the closing price (or closing bid price on days when there are no trades) of the Common Shares on the CSE was at least \$0.75 for a minimum of 10 consecutive trading days.

**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 24th day of August, 2020

## SCHEDULE "A"

### **i3 Interactive Announces Warrant Exchange and Listing**

Toronto, ON – August 21, 2020 – i3 Interactive Inc. (“**i3 Interactive**” or the “**Company**”) (CSE: BETS) (FRA: F003) is pleased to announce that it has received approval from the Canadian Securities Exchange (the “**CSE**”) to list the Company’s Exchanged Warrants (as defined below) for trading. The Exchanged Warrants are issued pursuant to and governed by a warrant indenture (the “**Warrant Indenture**”) entered between the Company and Endeavor Trust Corporation on August 18, 2020. The Exchanged Warrants will commence trading at the opening of the market on August 24, 2020 under the stock ticker “BETS.WT”.

The Company offered the participants (the “**Participants**”) of the private placement (the “**Private Placement**”) completed by Influencers Interactive Inc. (“**Influencers**”) immediately prior to the closing of the Company’s reverse takeover by Influencers, following which all securities issued in the Private Placement were exchanged for equivalent securities of the Company, with an opportunity to exchange (the “**Exchange**”) their warrants (the “**Original Warrants**”) for new warrants issued pursuant to and governed by the Warrant Indenture, having substantially the same terms as the Original Warrants (the “**Exchanged Warrants**”), with the intention of having the Exchanged Warrants listed on the CSE. Over 50 Participants have entered into warrant exchange agreements with the Company to effect the Exchange. The Company intends to keep the offer open to the Participants, who have not yet tendered their Original Warrants.

The Original Warrants were granted on June 29, 2020, and are exercisable for \$0.50 per common share of the Company (a “**Common Share**”) and expire on the earlier of (i) June 29, 2022; and (ii) 30 days from the date that the Company issues a press release and provides notice that the closing price (or closing bid price on days when there are no trades) of the Common Shares on the CSE was at least \$0.75 for a minimum of 10 consecutive trading days.

#### **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](mailto:Chris@i3company.com)

## **Forward-Looking Statements**

*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 Exchange and whether the listing of the Exchanged Warrants will occur. 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.*