

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**ITEM 1. NAME AND ADDRESS OF COMPANY**

I3 Interactive Inc. (the "Issuer")  
1 Adelaide Street, Suite 801  
Toronto, ON M5C 2V9

**ITEM 2. DATE OF MATERIAL CHANGE**

January 25, 2021

**ITEM 3. NEWS RELEASE**

The news release was disseminated through the facilities of Newsfile and subsequently filed on SEDAR on January 25, 2021.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

The Issuer announced that it has closed the initial tranche of the previously announced acquisition of LivePools Private Limited ("LivePools"). The Company's subsidiary Redrush Online Private Limited ("Redrush"), has closed on the initial tranche of US\$1,400,000 and has been issued 10,125 shares of LivePools, being 12.61% of the economic ownership in LivePools. Unless otherwise agreed, the remaining three tranches are expected to close on or before April 1, 2021, October 12, 2021 and February 1, 2022, respectively, for a total additional consideration of US\$6,100,000. Upon closing of the remaining tranches, Redrush will own 51% of the economic ownership of LivePools and Redrush will have an option to acquire the remaining 49% of shareholdings in LivePools (the "Minority Interest") for an additional US\$7,500,000. As of closing of the initial tranche, Redrush also has the right to appoint a majority of directors on the board of directors of LivePools, and controls 51% of the voting rights in LivePools.

**ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE**

See the attached news release.

**ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102**

Not Applicable.

**ITEM 7. OMITTED INFORMATION**

There are no significant facts required to be disclosed herein which have been omitted.

**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**

February 1, 2021