

**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

February 11, 2021

ITEM 3. NEWS RELEASE

The news release was disseminated through the facilities of Stockwatch and subsequently filed on SEDAR on February 11, 2021.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Issuer announced that it has closed a non-brokered private placement of 6,666,667 units (“Units”) of the Company at a price of \$0.225 per Unit for gross proceeds of approximately CDN\$1,500,000.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

I3 Interactive Inc. (CSE: BETS) (FRA: F003) (the “Company”) pleased to announce that it has closed a non-brokered private placement of 6,666,667 units (“Units”) of the Company at a price of \$0.225 per Unit for gross proceeds of approximately CDN\$1,500,000 (the “Offering”).

Each Unit is comprised of one common share (a “Share”) and one transferable common share purchase warrant (a “Warrant”), with each Warrant entitling the holder thereof to purchase one additional Share at a price of \$0.40 per Share for a period of two years.

The net proceeds from the Offering will be used for general working capital.

The Company issued an additional 145,155 Warrants as finder’s fees in connection with a portion of the Offering.

All securities issued pursuant to the Private Placement are subject to a statutory four-month hold period pursuant to applicable securities laws of Canada.

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
(902) 240-4221

ITEM 9. DATE OF REPORT

February 17, 2021