

**Form 51-102F3**  
**Material Change Report**

**1. Name and Address of Company**

**Imagination Park Entertainment Inc.**  
700-838 W Hastings Street  
Vancouver, BC, V6C 0A6

(the “Company”)

**2. Dates of Material Change(s)**

March 20, 2017

**3. News Release(s)**

A news release was issued on March 20, 2017 and disseminated via The Newswire pursuant to section 7.1 of National Instrument 51-102.

**4. Summaries of Material Changes**

Imagination Park engages Gravitas Securities to Lead \$6,000,000 brokered private placement.

**5. Full Description of Material Changes**

News Releases dated March 20, 2017 – See Schedule “A”

**6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**7. Omitted Information**

No information has been omitted.

**8. Executive Officer**

Mr. Gabriel Napora, CEO of the Company, is knowledgeable about the material change contained herein and may be reached at (310) 310-4028.

**9. Date of Report**

This report is dated March 20, 2017

SCHEDULE "A"  
to the Material Change Report dated March 20, 2017

**IMAGINATION PARK ENGAGES GRAVITAS SECURITIES TO  
LEAD \$6,000,000 BROKERED PRIVATE PLACEMENT**

Vancouver, BC – March 20, 2017 – Imagination Park Entertainment Inc. (CSE:IP) (OTCC:IPNFF) (FRA:GMS1) ("Imagination Park" or the "Company") is pleased to announce that it has entered into an engagement letter with Gravititas Securities Inc. (the "Agent") in respect of a brokered private placement offering of up to 13,043,478 units of the Company ("Units") at a price of \$0.46 per Unit (the "Offering Price"), for aggregate gross proceeds of up to \$6,000,000 (the "Offering"). The net proceeds of the Offering will be used to aid in the Company's ongoing efforts to create and deliver transformational experiences through the production and distribution of intellectual property for film and virtual reality and for general corporate purposes.

Each Unit will consist of one common share of the Company (each, a "Common Share") and one common share purchase warrant of the Company (each, a "Warrant"). Each Warrant will entitle the holder thereof to acquire one Common Share (each, a "Warrant Share") at an exercise price of \$0.75 for a period of two years following the closing date of the Offering (the "Closing Date"). The Warrants will be subject to an acceleration period (the "Warrant Acceleration Period"). The Warrant Acceleration Period shall be triggered if the Common Shares of the Company, traded on the Canadian Securities Exchange (the "CSE"), trade at a volume weighted average price exceeding \$0.90 per Common Share for a period of 20 consecutive trading days.

The Company has agreed to grant the Agent an over-allotment option (the "Over-Allotment Option") to purchase up to an additional 1,956,522 Units at the Offering Price, exercisable in whole or in part, at any time on or prior to the date that is 30 days following the Closing Date. If the Over-Allotment Option is exercised in full, the aggregate gross proceeds of the Offering will be \$6,900,000.

For its services, the Agent will receive a cash commission and compensation warrants ("Broker Warrants"). Each Broker Warrant will entitle the holder to acquire one Unit at an exercise price equal to the Offering Price for a period of two years following the Closing Date.

The Offering is expected to close on or about April 30, 2017 or such other date as the Company and the Agent may agree, and is subject to certain conditions, including completion of formal documentation and receipt of regulatory approval, including the approval of the CSE. Pursuant to Canadian securities laws, any securities issued in the Offering will be subject to a hold period of four months plus one day from the date of issuance.

Gabriel Napora, CEO of Imagination Park, stated in respect of the Offering: *"As this is our Company's first financial raise as Imagination Park, these funds will be instrumental to advancing our business plan with respect to the creation, production, selling and licensing of our sci-fi/fantasy genre co-view content for film and virtual reality...It will also allow us to ramp up our sales force and marketing efforts to hit our revenue projections for the company."*

**About Imagination Park**

Imagination Park is an emerging digital content production company, working with talented filmmakers around the world to bring conventional as well as virtual reality content to life.

ON BEHALF OF THE BOARD,

Gabriel Napora  
Chief Executive Officer & Director

For more information please contact:

Gabriel Napora, CEO of Imagination Park, at 310-310-4028 or [gabriel@imaginationpark.com](mailto:gabriel@imaginationpark.com)

*The Canadian Securities Exchange has neither approved nor disapproved the contents of this press release.*

*This press release may include 'forward-looking information' within the meaning of Canadian securities legislation concerning the business of the Company, the anticipated closing and closing date of the Offering and anticipated use of proceeds and other statements of fact. The forward looking information is based on certain key expectations and assumptions made by Imagination Park's management. Although Imagination Park believes that the expectations and assumptions on which such forward- looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because Imagination Park can give no assurance that it will prove to be correct. These forward-looking statements are made as of the date of this press release, and Imagination Park disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.*