

**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)**

May 16, 2018

**3. News Release(s)**

A news release was issued on May 16, 2018 and disseminated via The Newswire pursuant to section 7.1 of National Instrument 51-102.

**4. Summaries of Material Changes**

The Company closes financing.

**5. Full Description of Material Changes**

News Release dated May 16, 2018 – 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. Alen Paul Silverstieen, President & CEO of the Company, is knowledgeable about the material change contained herein and may be reached at (917) 567-5207.

**9. Date of Report**

This report is dated May 16, 2018.

SCHEDULE "A"  
to the Material Change Report dated May 16, 2018

**Imagination Park Entertainment Announces  
Sheldon Inwentash, CEO of ThreeD Capital, Joins Board of  
Advisors**

**Vancouver, B.C. – May 16, 2018** – Imagination Park Entertainment Inc. (CSE: IP) (OTC: IPNFF) (FRA: GMS1) ("**Imagination Park**" or "**Company**") is pleased to announce the appointment of Sheldon Inwentash to its Board of Advisors. Mr. Inwentash, a serial entrepreneur, is Chairman and Chief Executive Officer of ThreeD Capital Inc., a Toronto-based venture capital firm specializing in investments in the junior resource, Blockchain and artificial intelligence sectors.

Mr. Inwentash stated: "It is a pleasure to join Imagination Park as an Advisor. I look forward to working with Mr. Silverstieen and his team on the Company's interests in the augmented reality, artificial intelligence, Blockchain and original content sectors. Imagination park has developed disruptive technologies that are the forefront of innovation."

Mr. Inwentash has more than 30 years of investing experience and has been instrumental in raising \$15 billion for his portfolio companies over the last 15 years. He co-founded Visible Genetics, the first commercial pharmacogenomics company, in 1994 and exited in 2001 to Bayer. Through two decades leading Pinetree Capital, Mr. Inwentash created significant shareholder value through early investments in Queenston Mining (acquired by Osisko Mining Corp. for \$550-million), Aurelian Resources (acquired by Kinross for \$1.2-billion) and Gold Eagle Mines (acquired by Goldcorp for \$1.5-billion) to name a few.

He obtained his B.Comm from the University of Toronto and is a Chartered Accountant/Certified Professional Accountant. In 2007, he was an Ontario finalist for the Ernst & Young entrepreneur of the year award. In 2012, Sheldon received an honorary degree, doctor of laws (LL.D) from the University of Toronto for his valuable leadership as an entrepreneur, his philanthropy, and inspirational commitment to making a difference in the lives of children, youth and their families.

Alen Paul Silverstieen, CEO and President of Imagination Park, stated: "We are excited to have Sheldon join our Board of Advisors as the Company is focused on building the next generation technology platform integrating augmented reality integrated with AI and Blockchain. He brings a tremendous expertise in the capital markets as well as the AI and Blockchain sector."

Further, the Company has closed a non-brokered private placement financing (the "**Private Placement**") for total gross proceeds of \$1,700,499.85.

The Company has allotted and issued 4,858,571 units (the "**Units**") at a price of \$0.35 per Unit. Each Unit is comprised of one common share and one transferable share purchase warrant, with each warrant entitling the holder to purchase one additional common share of the Company for a period of up to thirty-six months at a price of \$0.50.

In addition, the Company has paid \$9,000 as an arm's length finder's fee in connection with the Private Placement. The net proceeds of the Private Placement 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, mixed reality and augmented reality technology as well as for general corporate purposes. All securities issued under the Private Placement are subject to a four-month and one-day hold period expiring on September 17, 2018.

### **About Imagination Park**

An emerging leader in digital content production, Imagination Park creates and delivers transformational experiences through the production and distribution of intellectual property for film, virtual reality, augmented reality & mixed reality in North America and China.

Through its joint venture company XenoHolographic, it creates novel holographic content and provides augmented reality products for phones and wearable headsets, as well as rapid deployment of AR solutions, without the need for developers, while integrating artificial intelligence (AI) and Blockchain.

For more information or to explore working with Imagination Park, please email [info@imaginationpark.com](mailto:info@imaginationpark.com), or visit [www.imaginationpark.com](http://www.imaginationpark.com).

*ON BEHALF OF THE BOARD,*

Alen Paul Silverstieen  
President & CEO  
(818) 850-2490

<https://www.facebook.com/imaginationparkentertainment/>

<https://www.instagram.com/imagination.park/>

<https://twitter.com/imaginationpent?lang=en>

*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 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.*