

**Report Pursuant to National Instrument 62-103
and Section 5.2 of Multilateral Instrument 62-104**

1. Security and Reporting Issuer

This report is made pursuant to the provisions of the securities legislation referred to above in connection with certain acquisitions of securities of Imagination Park Entertainment Inc. (the “Company”), 700-838 West Hastings Street, Vancouver, BC, V6C 0A6. The transaction did not take place through the facilities of any stock market.

2. Identity of Acquirer

The transaction described in item 1 above took place on November 9, 2018, and involved the ThreeD Capital Inc. (the “Acquirer”):

ThreeD Capital Inc.
69 Yonge St., Suite 1010
Toronto, ON, M5E 1K3

3. Interest in Securities of the Reporting Issuer

On November 9, 2018, the Acquirer acquired ownership and control of an aggregate of 4,750,000 common shares (the “Subject Shares”) and 4,750,000 common share purchase warrants (the “Subject Warrants” and together with the Subject Shares, the “Subject Units”) of the Company. The Subject Units represented approximately 4.7% of all issued and outstanding common shares of the Company as of November 9, 2018 immediately following the transaction described above (or approximately 8.9% on a partially diluted basis, assuming exercise of the Subject Warrants only), resulting in a corresponding increase in the percentage of shares held by the Joint Actors as a result of the transaction.

Immediately before the transaction described above, the Acquirer held an aggregate of 900,000 common shares of the Company (the “Pre-Shares”), and convertible securities entitling the Acquirer to acquire an additional 2,400,000 common shares of the Company (the “Pre-Convertible Securities”) representing approximately 1.2% of the issued and outstanding common shares of the Company (or approximately 4.2% on a partially diluted basis, assuming exercise of the Pre-Convertible Securities only).

Immediately following the transaction described above, the Acquirer held an aggregate of 5,650,000 common shares (the “Post-Shares”) and convertible securities entitling the Acquirer to acquire an additional 7,150,000 common shares of the Company (the “Post-Convertible Securities”), representing approximately 5.6% of the issued and outstanding common shares of the Company (or approximately 11.8% assuming exercise of such Post-Convertible Securities only).

4. Consideration Paid.

The aggregate consideration payable for the Subject Units was \$570,000, or \$0.12 per Subject Unit.

5. Purpose of the Transaction

The holdings of securities of the Company by the Acquirer are managed for investment purposes. The Acquirer may from time to time acquire additional securities of the Company, dispose of some or all of the existing or additional securities they hold or will hold, or may continue to hold their current positions.

6. Agreements, Arrangements, Commitments or Understandings with respect to Securities of the Company

The Subject Units were acquired in a private placement pursuant to a subscription agreement which does not contain any provisions regarding the transfer, guarantee or voting of such securities.

7. Change in Material Fact.

Not Applicable.

8. Exemption.

Section 2.3 of National Instrument 45-106 on the basis that the Acquirer is a “accredited investor” as defined therein.

9. Certification

The undersigned certifies that the information herein is true and complete in every respect.

DATED this 9th day of November, 2018

THREED CAPITAL INC.

“Gerry Feldman”

Gerry Feldman, CPA, CA

Chief Financial Officer and Corporate Secretary