

**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 following joint actors of Sheldon Inwentash (“Inwentash”):

- Lynn Factor, 126 Old Forest Hill Road, Toronto, ON, M5P 2R9
- ThreeD Capital Inc., 69 Yonge St., Suite 1010, Toronto, ON, M5E 1K3

(collectively, the “Joint Actors”)

The address of Inwentash is 126 Old Forest Hill Road, Toronto, ON, M5P 2R9.

3. Interest in Securities of the Reporting Issuer

On November 9, 2018, the Joint Actors acquired ownership and control of an aggregate of 7,750,000 common shares (the “Subject Shares”) and 7,750,000 common share purchase warrants (the “Subject Warrants”) and together with the Subject Shares, the “Subject Units”) of the Company. The Subject Units represented approximately 7.6% of all issued and outstanding common shares of the Company as of November 9, 2018 immediately following the transaction described above (or approximately 14.2% 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, Inwentash and the Joint Actors held an aggregate of 2,600,000 common shares of the Company (the “Pre-Shares”), and convertible securities entitling Inwentash and the Joint Actors to acquire an additional 5,400,000 common shares of the Company (the “Pre-Convertible Securities”) representing approximately 3.4% of the issued and outstanding common shares of the Company (or approximately 9.8% on a partially diluted basis, assuming exercise of the Pre-Convertible Securities only). Of this total, Inwentash held an aggregate of nil of the Pre-Shares and 1,000,000 Pre-Convertible Securities, representing approximately 0.0% of the issued and outstanding common shares of the Company (or approximately 1.3% assuming exercise of such Pre-Convertible Securities only), and the Joint Actors held an aggregate of 2,600,000 of the Pre-Shares and 4,400,000 Pre-Convertible Securities, representing approximately 3.4% of the issued and outstanding common shares of the

Company (or approximately 8.7% assuming exercise of such Pre-Convertible Securities only).

Immediately following the transaction described above, Inwentash and the Joint Actors held an aggregate of 10,350,000 common shares (the “Post-Shares”) and convertible securities entitling Inwentash and the Joint Actors to acquire an additional 13,150,000 common shares of the Company (the “Post-Convertible Securities”), representing approximately 10.2% of the issued and outstanding common shares of the Company (or approximately 20.5% assuming exercise of such Post-Convertible Securities only). Of this total, Inwentash held an aggregate of 2,500,000 of the Post-Shares and 3,500,000 of the Post-Convertible Securities (representing approximately 2.5% of the issued and outstanding common shares of the Company or approximately 5.8% assuming exercise of such Post-Convertible Securities only), and the Joint Actors held an aggregate of 7,850,000 of the Post-Shares and 9,650,000 of the Post-Closing Convertible Securities (representing approximately 7.7% of the issued and outstanding common shares of the Company, or approximately 15.7% assuming exercise of such Post-Convertible Securities only).

4. Consideration Paid.

The aggregate consideration payable for the Subject Units was \$930,000, or \$0.12 per Subject Unit.

5. Purpose of the Transaction

The holdings of securities of the Company by Inwentash and the Joint Actors are managed for investment purposes. Inwentash and the Joint Actors 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 each of the Joint Actors 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

“Sheldon Inwentash”

Sheldon Inwentash