

**Form 51-102F3**

**Material Change Report**

**Item 1 Name and Address of Company**

**ePlay Digital Inc.** (the “Company”) (formerly Network Life Sciences Inc.)  
1739-246 Stewart Green SW, Calgary, T3H 3C8

**Item 2 Date of Material Change**

November 23, 2016

**Item 3 News Release**

A news release was issued and disseminated through thenewswire.com on November 21 2016 and filed on SEDAR ([www.sedar.com](http://www.sedar.com) ). A copy of the news release is attached as Schedule “A” hereto.

**Item 4 Summary of Material Change**

The Company announced that advised that its shares will recommence trading at the open on Wednesday, November 23, 2016 under the new symbol EPY. Trading in the Company’s Shares have been halted pending the review of this change of business by the CSE Exchange.

The Company further announced that it has completed the acquisition of Pokervision Media Inc.

**Item 5 Full Description of Material Change**

See the press release attached hereto as Schedule “A”.

**Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

The following senior officer of the Company is knowledgeable about the material change and this report:

Bill D. Thomas, CFO  
Telephone : (604) 649-5245 or [info@eplaydigital.com](mailto:info@eplaydigital.com)

**Item 9 Date of Report**

November 22, 2016

## Schedule "A"

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### **ePLAY DIGITAL INC. ANNOUNCES CLOSING OF POKERVISION MEDIA INC. ACQUISITION AND RECOMMENCEMENT OF TRADING UNDER SYMBOL EPY**

**Calgary, Alberta November 21, 2016 – ePlay Digital Inc.** (formerly Network Life Sciences Inc.) (the "**Company**") (CSE:EPY) announces that the Company is advised that its shares will recommence trading at the open on Wednesday, November 23, 2016 under the new symbol EPY. Trading in the Company's Shares have been halted pending the review of this change of business by the CSE Exchange.

The Company is also pleased to announce that it has completed the acquisition of Pokervision Media Inc. ("**Pokervision**"), the first of its previously announced planned acquisitions of two private companies (the "**Acquisitions**") that will see the business of the Company change to developing interactive broadcast and live video platforms with a goal of building next generation video and TV networks for sports and eSports. Next generation video and TV networks provide users with broadcast TV, live streaming, augmented reality, fantasy sports, and highly interactive social media for mobile engaged viewers.

The second company to be acquired is Mobovivo Inc., a Calgary based software company specializing in audience engagement for TV and sports. This company has been in business for 8 years. Mobovivo is an award-winning software company that offers a white label real-time content marketing and social daily fantasy platform to engage audiences. Mobovivo's innovative solutions integrate broadcast TV, social media, gamification, real-time content and sports statistics to create powerful multi-platform destinations and campaigns for brands.

Closing of this second acquisition is scheduled for mid-December. Shareholders of Mobovivo holding more than 66 2/3% have signed support agreements irrevocably agreeing to vote affirmatively in support of completion of the transaction at the upcoming Mobovivo shareholder meeting. All other closing conditions have been met. On closing the Company will issue 5,000,000 common shares and 10,000,000 performance warrants on the same terms as set out below.

As of the date of this news release, the Company has acquired all of the issued and outstanding shares of PokerVision by issuing 15,000,000 common shares and 20,000,000 performance warrants exercisable at \$0.20 per share for a period of 5 years on the terms set out below. PokerVision is a Calgary based media, events and sports entertainment company focused on building a global multi-platform broadcasting network, the PokerVision Network, to deliver content to consumers via new digital media as well as traditional television and other broadcast platforms. 13,425,000 of the common shares issued are subject to an escrow arrangement whereby 10% were released on closing and the balance released on the basis of 15% every 6 months for the next 3 years. All securities issued are subject to trading restrictions until March 22, 2017.

#### **Vesting Terms of Performance Warrants are as follows:**

Upon receiving a valuation report by a mutually agreeable party which state that the total asset value for the Company is \$100 Million or higher, the entire block of 30 million warrants would become free for execution; or

Upon the Company's cumulative and recurring digital, event and television subscription revenues exceeding \$100,000 per month then 30% of the Performance Warrants are released;

Upon the Company's cumulative and recurring digital, event and television subscription revenues exceeding \$200,000 per month then an additional 30% of the Performance Warrants are released;

The balance of the Performance Warrants would be released upon recurring revenues exceeding \$300,000 per month; or

Upon a successful takeover of the Company, approved by the Board of Directors, all Performance Warrants are released.

#### **Further Information**

Further details are available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com), and the Company's profile on the CSE's website at [www.cnsx.ca](http://www.cnsx.ca).

For further information please contact:

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Website: [www.eeplaydigital.com](http://www.eeplaydigital.com)

Canadian Securities Exchange (CSE): Symbol EPY

Deutsche Boerse Xetra - Frankfurt Stock Exchange: Symbol 2NY1; WKN#: A14VRA

#### **Cautionary and Forward-Looking Statements**

*This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. These statements relate to future events or future performance. All statements other than statements of historical fact may be forward-looking statements or information. More particularly and without limitation, this news release contains forward-looking statements and information relating to the closing of the acquisition of Mobovivo and the Company's corporate strategy. Although management of the Company believes that the expectations and assumptions on which such forward looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information since no assurance can be given that they will prove to be correct.*

*Forward-looking statements and information are provided for the purpose of providing information about the current expectations and plans of management of the Company relating to the future. Readers are cautioned that reliance on such statements and information may not be appropriate for other purposes, such as making investment decisions. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to, the Company's ability to identify and complete suitable acquisitions to further the Company's growth as well as risks associated with the Company's ability to commercialize the digital sports sectors in general such as operational risks in development, research and regulatory delays or changes in plans with respect to research projects or capital expenditures; the uncertainty of the market; the uncertainty of estimates and projections relating to costs and expenses; marketing and commercialization; loss of markets; competition; incorrect assessment of the value of any technologies acquired and failure to realize the anticipated benefits of such acquisitions; ability to access sufficient capital from internal and external sources; failure to obtain required regulatory and other approvals and changes in legislation, including but not limited to tax laws, and government regulations. Accordingly, readers should not place undue reliance on the forward-looking statements, timelines and information contained in this news release. Readers are cautioned that the foregoing list of factors is not exhaustive.*

*The forward-looking statements and information contained in this news release are made as of the date hereof and no undertaking is given to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws or the Exchange. The forward-looking statements or information contained in this news release are expressly qualified by this cautionary statement.*