

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

**Item 1 Name and Address of Company**

**ePlay Digital Inc.**  
#302 - 1107 17 Ave S.W.  
Calgary, AB T2C 0B5

**Item 2 Date of Material Change**

May 23, 2017

**Item 3 News Release**

A news releases was issued and disseminated through marketwired.com and subsequently filed on SEDAR (www.sedar.com ) and the CSE website.

**Item 4 Summary of Material Change**

The Company has sold its subsidiary interest namely PokerVision Media. The sale results in the cancellation and return to treasury of 6,431,250 common shares and the cancelation of 20 million performance warrants.

**Item 5 Full Description of Material Change**

See schedule attached – press release on May 23, 2017

**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:

Trevor Doerksen, CEO, and Director  
Telephone: (403) 775-9475  
or [info@eplaydigital.com](mailto:info@eplaydigital.com)

**Item 9 Date of Report**                      May 23, 2017



**ePlay to focus on "e" and "play" with its proprietary sports game engine**  
*PokerVision Media subsidiary sold*

(Calgary, May. 23, 2017) – [ePlay Digital Inc. \(CSE:EPY\)](#) ("ePlay", the "Company"), today announced the sale of subsidiary interest, PokerVision Media ("PVN"). The sale results in the cancellation and return to treasury of 6,431,250 ePlay Digital common shares and 20 million ePlay Digital performance warrants effectively reducing dilution and effectively acting as share and derivative security buybacks.

In conjunction with the sale of PVN, ePlay is focusing on the commercialization of software, intellectual property acquisition / development, and deploying multi-platform networks and fan engagement for sports teams, leagues, networks, venues, and brands. ePlay acquired Mobovivo in December 2016 and the Company plans to expand services and sales efforts with particular focus on the Mobovivo Sports Game Engine (SGE).

"ePlay is concentrating its business model in fan engagement in sports and entertainment, and of course the rapidly growing eSports segment," says Trevor Doerksen, CEO of ePlay Digital. "Assisting PokerVision to reach its goals for engaged fans is a key ongoing commitment as we continue to expand the reach of the Mobovivo Sports Game Engine across sports and eSports."

SGE is a suite of 5 games including fantasy sports and other social games deployed for multiple clients including one of North America's largest theatre chains and TV networks. The company's immediate plans are to expand into sports venues/teams and brands in North America and Europe with two new editions - SGE Restaurant Edition and SGE Venue Edition. Mobovivo licenced the engine to ESPN and Intel during the 2014 FIFA World Cup and is working towards a number of upcoming sports seasons including the 2018 Olympics and FIFA World Cup.

In addition to traditional sports like soccer, football, hockey, baseball and basketball, an updated version of its platform to support eSports is planned for summer 2017. eSports is rapidly growing and expected to reach \$1.5B by 2020 according to [estimates](#). The U.S. was the #1 [eSports market](#) in 2016, followed by China and South Korea.

ePlay Digital and PVN will continue to work synergistically under a long term client relationship. As part of the agreement, ePlay negotiated a new service agreement to support PVN's ongoing efforts to grow its multi-platform network.

In addition, Lynne Kellner, PVN's lead board member representative has resigned from ePlay's board of directors and will be replaced with expertise in the eSports and sports software industry.

***About ePlay Digital***

*ePlay Digital Inc. develops real-time fan engagement technologies that enable TV networks, venues, teams, leagues and brands to evolve and meet the demands of today's highly-engaged audiences. ePlay bridges the gap between traditional broadcast and dynamic, next generation multi-platform networks that deliver interactive content, live streaming, augmented reality, fantasy sports, and social media across multiple devices. ePlay is operated by a team of sports, gaming and eSports authorities as well as broadcast and digital technology industry experts, software engineers and athletes who have brought the Mobovivo Sports Game Engine to market and successfully partnered with companies including Time Warner Cable, ESPN, Sony Pictures, AXS TV, Intel, AXN, Fiat, CBS, Cineplex, PokerVision, and others.*

## 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.thecse.com/](http://www.thecse.com/)

For further information please contact:

Trevor Doerksen, CEO, and Director

Telephone: (403) 775-9475

E-mail: [info@eplaydigital.com](mailto:info@eplaydigital.com)

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

Canadian Securities Exchange (CSE): [Symbol EPY](#)

Deutsche Boerse Xetra - Frankfurt Stock Exchange: [Symbol 2NY2; WKN: A2AN4D; ISIN](#)

[CA26885W1041](#)

### 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 third party research and analysis, 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, and management can neither agree or disagree on specific conclusions contained in the research report.

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.