

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. **Name and Address of Company**

Blocplay Entertainment Inc. (the “**Company**”)
1100-736 Granville Street
Vancouver, BC V6Z 1G3

2. **Date of Material Change**

June 18, 2020

3. **News Release**

A press release disclosing the material change was released on June 18, 2020, through the facilities of Newsfile Corp.

4. **Summary of Material Change**

On June 18, 2020, the Company announced that its board of directors approved, and the Company will be effecting, a share consolidation of its issued and outstanding common shares (“**Common Shares**”) on a one (1) post-consolidation Common Share for every twenty (20) pre-consolidation Common Shares (the “**Consolidation**”).

5. **Full Description of Material Change**

In relation to the Consolidation, the Company reserved a new CUSIP (09369R205) and ISIN (CA09369R2054). There is no name change or stock symbol change in connection with the Consolidation.

June 24, 2020 was fixed as the record date for the Consolidation. The Consolidation is subject to the approval of the Canadian Securities Exchange (the “**CSE**”). The Company’s common shares are expected to commence trading on the CSE on a consolidated basis on June 23, 2020 under the Company’s existing symbol “PLAY”.

The Consolidation will reduce the number of outstanding Common Shares from 182,979,152 to approximately 9,148,957. The exercise or conversion price and the number of Common Shares issuable under any of the Company’s outstanding stock options will be proportionately adjusted to reflect the Consolidation in accordance with the respective terms thereof. No fractional Common Shares will be issued pursuant to the Consolidation and any fractional shares that would have otherwise been issued will be converted into whole Common Shares without par value of the Company, such that fractional Common Shares comprising: (i) less than one-half of one Common Share will be cancelled, and (ii) greater than or equal to one-half of one Common Share will be converted into one whole common share.

The material change is fully described in the press release which is attached as Schedule “A” hereto.

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

The report is not being filed on a confidential basis.

7. **Omitted Information**

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer.**

For further information, contact Arvin Ramos, Chief Financial Officer of the Company at (416) 271-3877.

9. **Date of Report.**

This report is dated at Toronto, this 25th day of June, 2020.

SCHEDULE "A"

BLOCPLOY ANNOUNCES CONSOLIDATION

TORONTO, June 18, 2020 - **Blocplay Entertainment Inc.** (CSE: PLAY) (the "**Company**") announces that the Company's board of directors has approved, and the Company will be effecting, a share consolidation of its issued and outstanding common shares ("**Common Shares**") on a one (1) post-consolidation Common Share for every twenty (20) pre-consolidation Common Shares (the "**Consolidation**").

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Letters of transmittal with respect to the Consolidation will be mailed to registered shareholders of the Company. All registered shareholders with physical certificates will be required to send their respective share certificates representing pre-Consolidation Common Shares, along with a properly executed letter of transmittal, to the Company's registrar and transfer agent, TSX Trust Company (the "**Transfer Agent**"), in accordance with the instructions provided in the letter of transmittal. Shareholders who hold their Common Shares through a broker, investment dealer, bank or trust company or other intermediary should contact that nominee or intermediary for assistance in depositing their Common Shares in connection with the Consolidation.

For further information, please contact:

Blocplay Entertainment Inc.

Tel: 416-361-1913

Email: investors.blocplay@gmail.com

Forward Looking Information

This news release contains certain "forward-looking information" within the meaning of applicable securities law. Forward looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate", "may", "will", "would", "potential", "proposed" and other similar words, or statements that certain events or conditions "may" or "will" occur. These statements are only predictions. Forward-looking information is based on the opinions and estimates of management at the date the information is provided, and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. For a description of the risks and uncertainties facing the Company and its business and affairs, readers should refer to the Company's Management's Discussion and Analysis. The Company undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change, unless required by law. The reader is cautioned not to place undue reliance on forward-looking information.