

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

1. **Name and Address of Company**

Blocplay Entertainment Inc. (the “**Company**”)  
217 Queen Street West, Suite 401  
Toronto, Ontario M5V 0R2

2. **Date of Material Change**

November 20, 2020

3. **News Release**

A press release disclosing the material change was released on November 20, 2020, through the facilities of Newsfile Corp.

4. **Summary of Material Change**

On November 9, 2020 the Company announced that it closed a second tranche of its previously announced non-brokered private placement financing through the issuance of 2,000,000 common shares in the capital of the Company (the “**Common Shares**”) at a price of \$0.10 per Common Share (the “**Offering**”) for gross proceeds of \$200,000. Gross proceeds raised from the Offering will be used for working capital and general corporate purposes as well as the repayment of certain debts owed to various creditors of the Company. The securities issued upon closing of the Offering are subject to a hold period until March 21, 2021.

5. **Full Description of Material Change**

The Company announces that it has closed the second tranche of the Private Placement, through the issuance of 2,000,000 Common Shares for gross proceeds of \$200,000. The securities issued upon closing of the Offering are subject to a hold period until March 21, 2021.

Pursuant to the Offering, 1185313 BC Ltd. (the “**Subscriber**”) acquired an aggregate of 2,000,000 Common Shares. Prior to the completion of the Offering, the Subscriber held an aggregate of 900,000 Common Shares, representing approximately 6.76% of the issued and outstanding on a non-diluted basis. Upon completion of the Offering, the Subscriber beneficially owns and controls, an aggregate of 2,900,000 Common Shares, representing approximately 18.94% of the issued and outstanding Common Shares on a non-diluted basis.

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 Chris Irwin, President and Chief Executive Officer of the Company at (416) 361-2517.

9. **Date of Report**

This report is dated at Toronto, this 27<sup>th</sup> day of November, 2020.

**Cautionary Statement Regarding Forward-Looking Information**

*This material change report 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.*