

**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**

December 23, 2020

3. **News Release**

A press release disclosing the material change was released on December 23, 2020, through the facilities of Newsfile Corp.

4. **Summary of Material Change**

On December 23, 2020 the Company announced a non-brokered private placement financing of up to \$550,000 through the issuance of 5,000,000 common shares in the capital of the Company (the “**Common Shares**”) at a price of \$0.11 per Common Share (the “**Private Placement**”). Gross proceeds raised will be used for working capital and general corporate purposes.

In addition, the Company announced that it has closed the first tranche of the Private Placement (the “**Offering**”), through the issuance of 827,272 Common Shares for gross proceeds of \$90,999.92. The securities issued upon closing of the Offering are subject to a hold period until April 23, 2021.

The Company announced that Mr. Arvin Ramos had resigned as the Company’s Chief Financial Officer. The Company is also announced the appointment of Sophia Tomory as the Chief Financial Officer of the Company.

5. **Full Description of Material Change**

The Company announces that it has closed the first tranche of the Offering, through the issuance of 872,272 Common Shares for gross proceeds of \$90,999.92. The securities issued upon closing of the Offering are subject to a hold period until April 23, 2021.

The Company announced that Mr. Arvin Ramos had resigned as the Company’s Chief Financial Officer. The Company is also announced the appointment of Sophia Tomory as the Chief Financial Officer of the Company.

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 24th day of December, 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.