



**News Release: LOTTOGOPHER HOLDINGS INC.**

## Lottogopher Shareholders Approve the Acquisition of Bravio Technologies

VANCOUVER – May 1, 2019 - LottoGopher Holdings Inc. ("**LottoGopher**" or the "**Company**") (CSE: **LOTO**) (OTCQB: **LTTGF**) (Frankfurt: **2LG**) is pleased to announce the results of the Company's Special Meeting of Shareholders held in Toronto, Ontario, on April 29, 2019.

Shareholders approved all motions put forth including the resolution approving the acquisition of Bravio Technologies (the "**RTO Transaction**") as more particularly described in the Company's management circular dated April 3, 2019, a copy of which is available under LottoGopher's profile on SEDAR at [www.sedar.com](http://www.sedar.com)

In addition, shareholders approved motions regarding, authorizing and approving an amendment of the Company's articles to create a new class of Resulting Issuer preferred shares and the appointment of Zeifmans LLP, Chartered Accountants, as the Company's independent auditors.

Pursuant to the motion approving the acquisition of Bravio Technologies, shareholders elected two (2) alternate board of directors (the "**BOD**").

The first BOD was set at three (3) directors with whom took office immediately after the Special Meeting of Shareholders was completed. The directors elected were Wayne Welter, Edward Tobin and Ali Zamani and each will hold office until their successors are elected or appointed or until completion of the proposed reversed takeover transaction between the Company and Bravio Technologies Ltd (the "**Transaction**").

The second BOD was set at five (5) directors with whom shall replace the first Board of Directors immediately following the completion of the RTO Transaction and until the next annual general meeting of the Company or until their successors are appointed. The second BOD will consist of Alan Joseph Phillips, David Van Herwaarde, Paul Carroll, Ali Zamani and Edward Tobin.

LottoGopher would like to thank each of its shareholders for its ongoing support and commitment to the Company.

Speaking after the Special Meeting of Shareholders Paul Carroll commented "*Bravio would like to thank LottoGopher's shareholders for their support in backing the company's strategy to pursue the acquisition of Bravio Technologies. Fundamentally the merger of both businesses offers a fantastic opportunity to scale the company's lottery verticals. We aim to integrate into Freelotto.com state of the art acquisition and monetization technology. Combined, the group has probably one of the worlds largest databases of potential lotto players, we now have access to the funding required to realize the potential of our databases, we are very pleased that LottoGopher shareholders are aligned with our strategy.*"

### **Summary of the Companies RTO Transaction:**

On September 28, 2018, the Corporation and Bravio entered into the Definitive Agreement setting out the terms of the Arrangement and related transactions comprising the RTO Transaction.

**For Investor Information, please visit [LottoGopher.com/investor](http://LottoGopher.com/investor)**

At the Company's Special Meeting of Shareholders held in Toronto, Ontario, on April 29, 2019, LottoGopher shareholders approved all motions put forth including the resolution approving the acquisition of Bravio Technologies.

By the way of a Plan of Arrangement, the Corporation is expected to proceed with the acquisition and acquire all of the issued and outstanding shares of Bravio in exchange for Common Shares, which will result in the shareholders of Bravio holding approximately 70% of the issued and outstanding Common Shares, calculated on a non-diluted basis, following the completion of the Transaction.

Completion of the Transaction would result in the operations of the Corporation and Bravio combining to create a newly formed enterprise, named "Bravio Entertainment Corporation", offering faster and deeper market penetration across all of its merged business verticals.

The purpose of the proposed RTO Transaction is to amalgamate Bravio with LOTO Subco by way of the Plan of Arrangement and for the newly formed Resulting Issuer to become a Reporting Issuer, the shares of which will be listed on the Canadian Securities Exchange (the "CSE").

#### **Transaction Financings:**

As a condition to the completion of the Transaction, prior to the Effective Date, Bravio will have closed a private placement of Bravio Shares ("**Bravio Private Placement Shares**") for aggregate gross proceeds of no less than \$3,000,000, unless otherwise agreed to by the Parties in writing (the "**Bravio Private Placement**"). Depending on the time of issuance, the holders of Bravio Private Placement Shares issued pursuant to the Bravio Private Placement may not be entitled to receive Resulting Issuer Preferred Shares in connection with the exchange of such securities for Resulting Issuer Securities pursuant to the Exchange Ratio under the Plan of Arrangement.

#### **About LottoGopher:**

LottoGopher Holdings owns and operates websites including LottoGopher.com and FreeLotto.com. LottoGopher.com is a lottery messenger service that allows users to easily order and manage their state lottery tickets online using a debit or credit card. By allowing individuals to choose their numbers and safely order tickets for the official lottery drawings in California, LottoGopher makes it simple for users to keep track of their tickets and winnings. LottoGopher Holdings also owns and operates the FreeLotto.com sweepstakes, online marketing and free member acquisition website. FreeLotto.com has attracted over 65 million members to date and has awarded nearly \$100 million in prize money. Since its inception in 1999, FreeLotto members have played over 3.7 billion games. Currently, the FreeLotto website attracts over 7.3 million unique visitors per month and produces over 20,000 small prize winners per month. A global online database company, FreeLotto is a proven direct marketing model that offers free membership and a subscription service for its daily sweepstakes games.

#### ***On behalf of the Board of LottoGopher Holdings Inc.***

Edward J. Tobin  
Director & Interim CEO

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#### ***Forward-Looking Statement***

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*This news release contains statements and information that, to the extent that they are not historical fact, constitute "forward-looking information" within the meaning of applicable securities legislation. Forward-looking information may include financial and other projections, statements regarding expansion plans, as well as statements regarding future plans, objectives or economic performance, or the assumption underlying any of the foregoing. Statements in this news release relating to the Company's proposed change of business are forward-looking information. Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect.*

*Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information. In respect of the Company's plans to pursue a change of business, risks would include the ability of the Company to obtain additional financing on acceptable terms. Accordingly, readers should not place undue reliance on any such forward-looking information. Further, any forward-looking statement speaks only as of the date on which such statement is made. New factors emerge from time to time, and it is not possible for the Company's management to predict all of such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. The Company does not undertake any obligation to update any forward-looking information to reflect information, events, results, circumstances or otherwise after the date hereof or to reflect the occurrence of unanticipated events, except as required by law including securities laws.*

***The CSE has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the contents of this news release. Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.***