

FORM 7
MONTHLY PROGRESS REPORT
For the Month of May, 2019

Name of CSE Issuer: **LOTTOGOPHER HOLDINGS INC. (the “*Issuer*”).**

Trading Symbol: **LOTO**

Number of Outstanding Listed Securities: **127,958,124 common shares**

Date of filing: **June 5, 2019**

Report on Business

1. Provide a general overview and discussion of the development of the Issuer’s business and operations over the previous month. Where the Issuer was inactive disclose this fact.
 - **During the month of May the Company has focused on the integration of its acquisition of Freelotto.com and its extensive database.**
 - **The Company continues to fulfil its legal transaction with Bravio Technologies Limited for an amalgamation of the two businesses and has appointed Gravitas Securities Inc. (“GSI” or the “Lead Agent”) and Canaccord Genuity Corp. (“Canaccord”) as co-lead agents to act on its own behalf and if applicable, on behalf of a syndicate of agents (collectively the “Agents”) to sell on a commercially reasonable best efforts basis of up to 5,000,000 subscription receipts of the Issuer (the “Subscription Receipts” or the “Offered Securities”) at a price of C\$0.60 per Subscription Receipt (the “Issue Price”) amounting to aggregate gross proceeds of up to C\$3,000,000 (the “Offering”) with the right to purchase up to a C\$3,000,000 overallotment (the “Overallotment”)**
 - **Each Subscription Receipt shall be deemed to be automatically exercised, without payment of any additional consideration and without further action on the part of the holder thereof, into one common share of the Issuer (a “Common Share”), upon satisfaction of the escrow release conditions subject to adjustment in certain events. As part of the RTO, the Common Shares will be exchanged for common shares of the Resulting Issuer (defined below).**
 - **Jurisdictions – The selling jurisdictions for this Offering will be the Provinces of British Columbia, Alberta and Ontario, as well as the United States. Subscribers in the various provinces of Canada must be “accredited investors” (as defined in National Instrument 45-106 – Prospectus Exemptions).**
 - **The Subscription Receipts may be offered for sale to U.S. purchasers on a private placement basis pursuant to an exemption from the registration requirements of the United States Securities Act of 1933, as amended, pursuant to Regulation D promulgated thereunder, and only to investors that qualify as “accredited investors”, as defined in Regulation D.**

- The Offering shall close on or about June 20th, 2019 or such other date as the Agents' and the Issuer may agree (the "Closing Date") and may be closed in one or more tranches.
- The Company previously announced that it will not meet the requirements set out in NI 51-102 Sec. 4.4(b)(i) and therefore will be in default, creating a Cease Trade situation issued by the BCSC. The Company had expected to remedy the default by December 31, 2018; however, this deadline has been extended. The Company will maintain its current halt trade situation until the RTO is completed.
- The Q3 September 30th 2018 financial statements and the year ended December 31st financial statements have been completed by management, our Auditors are engaged and scheduled to progress with the completion of the Company financial statements throughout the month of June.

2. Provide a general overview and discussion of the activities of management.

See Item 1 above.

3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

None.

4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

None.

5. Describe any new business relationships entered into between the Issuer, the Issuer's affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

- On May 14th 2019 the Company announced that pursuant to the April 29th Shareholders Meeting wherein all motions were put forth, including the resolution approving the acquisition of Bravio Technologies Inc. ("Bravio"), were approved, Bravio has entered into an exclusive non-binding LOI with Global Blockchain Mining Corp. and Metaverse Capital ("FORK", "GBCHF").

The engagement permits the parties to approve binding terms (the "Heads of Terms") and subsequently develop a state-of-the-art, blockchain-disciplined Cryptocurrency Payment and Asset Administration Platform (the "Platform").

The Platform is intended to perform cryptocurrency payment processing and administrative functions for Bravio's end-to-end foreign lotteries program, in which players from anywhere in the world can participate in lottery drawings that are deemed to be attractive based on jackpot size. Provisionally, the Platform will perform functions that include, but are not limited to sales,

ticketing, deposits, payments, and rewards as part of Bravio's existing lottery programs.

Once enhanced by FORK's blockchain-based Platform, it is intended that, Bravio's lottery ticketing program offers a new breed of domestic and foreign lottery player the option to purchase "original lottery tickets" in the world's most well-known lotteries using cryptocurrencies (e.g. Bitcoin) for payment.

Its practices, once deployed, will align directly with those of recognized cryptocurrency exchanges.

Bravio's existing lottery programs enable users in its key operating markets the option to participate in multiple foreign lottery draws, including "mega" jackpots such as the PowerBall in the United States and Lotto 6/49 in Canada. Through its arrangement with FORK for use of the Platform, the introduction of fractionalized ticketing is also to be contemplated. By offering fractionalized ticketing (i.e. the option to purchase 10% of a USD \$2.00 ticket for USD \$0.20) it will allow "affordable" entry for potential lottery players located within emerging or frontier markets, which overcomes this barrier to entry for most other providers in the lottery space.

With a strong presence in the markets of North America, Europe, India, Nepal, Asia Pacific and Australia, Bravio's ecosystem has direct access to more than 260 million mobile phone subscribers through strategic partnerships with cellular network operators. Since 1999, more than three billion lottery plays have been made across Bravio's combined lottery participation programs, making Bravio one of the world's largest international online "real ticketing" lottery companies.

By incorporating the Platform into Bravio's lottery program, Bravio will circumnavigate many of its competitors' key barriers to entry, these barriers include but are not limited to security, compliance, consumer acquisition, payment processing, dissemination of funds/winnings, and procedural costs to enter a foreign lottery.

Lottery jackpots, particularly in the United States, have gained considerable worldwide attention in recent years. The drawings for the US Mega Millions lottery in 2018 were widely covered by media outlets as the jackpot accumulated to more than US \$1.5 billion in total value. This attention has been sustained for several years in light of other substantial jackpots, with the five largest lottery jackpots of all time having been won in the past four years, including the 2016 Powerball jackpot, which was the largest in the world's history at US

\$1.586 billion. Inevitably, interest from foreign players in participating in these lotteries has only grown, forming a need for solutions such as those offered by Bravio.

With blockchain and cryptocurrencies having ideal use cases in the digital betting sector, FORK's development of the Platform represents its second stake in this vertical, following the announcement of its initial exchange

offering administration agreement with sports betting platform MeVu (<http://mevu.bet>) last week for MeVu's proprietary crypto asset MVU.

The integration of blockchain technology into Bravio's lottery platform instantly adds a supreme level of security and transparency. Also offering a decentralized cryptocurrency payment gateway, the Platform will realize the full potential of Bravio's multi-tenanted lottery ticketing system, and offer a more practical entry point for new potential lottery players throughout the markets in which Bravio operates.

Both parties believe that the use of the Platform stands to create significant value for FORK and Bravio shareholders alike. Presently, FORK anticipates it will retain around 40% of transaction fees collected by the proposed lottery ticketing Platform in connection with Bravio's lottery program offerings.

Notably, the Platform will allow Bravio to accept payments made through Bitcoin's Lightning network, allowing micro-payments for fractional lottery interest purchases to be made with inexpensive transaction fees, and low processing times compared to traditional Bitcoin transactions. As of this writing, approximately 1,000 BTC are locked into the Lightning network [[1]]. Based on an extrapolation of Bravio's transaction data. The parties anticipate the Platform will facilitate approximately twenty times this amount (i.e. 20,000 BTC) in annual transaction volume from Bravio's lottery ticketing sales.

Moreover, based on recent trading activity, overall market confidence in Bitcoin appears to have improved considerably. With BTC having started the month of May 2019 at under USD \$5,400, the price has steadily risen, staying consistently above USD \$6,000 on Thursday, May 9, 2019, and consistently above USD \$7,000 on Monday, May 13, 2019, even surpassing USD \$7,800 at one point [[2]]. With a sustained higher price of Bitcoin, it can be concluded that the markets have not given up on this crypto asset, and it continues to be used for facilitating value transactions on the Internet.

At the outset, the Platform will enable Bravio to accept payments in Bitcoin (BTC), NUVO (NUVO), and MeVu (MVU). FORK anticipates that the Platform, a layer two payment gateway, will be available for all interested merchants in late Q3 2019. The Platform will be branded as part of FORK's Singularity division.

The LottoGopher – Bravio RTO

April 29th, Shareholders Meeting. All motions put forth including the resolution approving the acquisition of Bravio Technologies (the "RTO Transaction") were approved as more particularly described in the Company's management circular dated 3rd April 2019, a copy of which is available under LottoGopher's profile on SEDAR at www.sedar.com

6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

None.

7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.

None.

8. Describe the acquisition of new customers or loss of customers.

None.

9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.

None.

10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

None.

11. Report on any labour disputes and resolutions of those disputes if applicable.

None.

12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

None.

13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

None.

14. Provide details of any securities issued and options or warrants granted.

None.

15. Provide details of any loans to or by Related Persons.

None.

16. Provide details of any changes in directors, officers or committee members.

None.

17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.

None.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there were is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CSE that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CSE Requirements (as defined in CSE Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated: June 5, 2019

Sheryl Dhillon
Name of Director or Senior Officer

"Sheryl Dhillon"
Signature

Corporate Secretary
Official Capacity

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| Issuer Details | | |
| Name of Issuer Lottogopher Holdings Inc. | For Month End May, 2019 | Date of Report YY/MM/D 2019/06/05 |
| Issuer Address 1500 – 409 Granville Street | | |
| City/Province/Postal Code Vancouver, BC V6C 1T2 | Issuer Fax No. () | Issuer Telephone No. (604) 484-7855 |
| Contact Name Sheryl Dhillon | Contact Position Corporate Secretary | Contact Telephone No. (604) 484-7855 |