

FORM 7
MONTHLY PROGRESS REPORT
For the Month of October, 2018

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: **November 7, 2018**

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.

LottoGopher is continuing to undertake a comprehensive marketing and design program with content development underway for its current campaigns.

The company continues to pursue sponsorship opportunities with local sports teams and partnerships with companies that offer substantial databases of interest. The marketing/development team have executed many new improvements to the website such as a revised home page, the ability to login through a Facebook account, and an innovative lottery picker and statistics section for advanced players.

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 October 2, 2018 announced that further to its press release of August 30, 2018 it has entered into a definitive agreement (the "Definitive Agreement") as of September 28, 2018 to combine its business (the "Proposed Transaction") with Bravio Technologies Limited ("Bravio"). If the Proposed Transaction is completed as contemplated by the Definitive Agreement, LottoGopher would acquire all of the issued and outstanding shares of Bravio in exchange for shares of LottoGopher, which would result in the shareholders of Bravio holding approximately 70% of the issued and outstanding shares of LottoGopher, calculated on a non-diluted basis, following the completion of the Proposed Transaction.

Completion of the Proposed Transaction would result in the operations of Bravio and LottoGopher combining to create a newly formed enterprise, offering faster and deeper market penetration across all its business verticals. These verticals include LottoGopher's lottery messenger service, Bravio's commercialized music App, social App, daily fantasy sports platform, B2B sports foundation lotteries and its own global messenger service. In addition, LottoGopher's recent acquisition of PlasmaNet, with its unique lottery delivery and sales platform Freelotto.com, will add a significant acquisition model to the Bravio assets. Freelotto.com is a proven direct marketing website that offers both free memberships as well as a paid subscription service for its daily sweepstakes games, attracting over 65 million members and billing over USD \$145 million in credit card transactions to date. Currently, Freelotto.com boasts over 7.3 million unique visitors per month. The combined enterprise will create a global technology business with sophisticated technology, potential revenue generating assets and vast industry knowledge.

The Definitive Agreement contemplates, among other things, that on or prior to October 28, 2018 Bravio will complete an equity financing with aggregate gross proceeds of no less than \$1,500,000 (the "Bravio Financing") and that on or prior to the Effective Date Bravio will complete a brokered Public Placement with aggregate gross proceeds of no less than \$7,500,000 (the "Public Placement" and/or the "RTO Round" and together with the Bravio Financing, the "Proposed Financing"). Bravio has agreed to invest part of the Bravio Financing into the growth of the FreeLotto business in anticipation of the combined operations. The Definitive Agreement also contains customary representations, warranties and additional customary covenants for transactions of this nature and

provides that the Proposed Transaction is to be completed pursuant to a plan of arrangement (the “Arrangement”).

To facilitate the Arrangement, among other things, LottoGopher will incorporate a new wholly-owned subsidiary (“LottoGopher Subco”), will complete a 10:1 share consolidation (reducing the number of issued and outstanding LottoGopher shares from 197,520,605 to approximately 19,752,061 LottoGopher shares) and will create preferred shares of LottoGopher (the “LottoGopher Pref Shares”). The purpose of the creation of the LottoGopher Pref Shares is to provide for a tax-efficient mechanism for pre-Proposed Transaction shareholders of Bravio to be issued one additional LottoGopher Share for each whole LottoGopher Pref Share in the event that in the 12 month period following the closing of the Proposed Transaction, Bravio achieves revenue of \$500,000 in any one particular month. In the event that this revenue target is not met, the LottoGopher Pref Shares would be cancelled without any further action by the holder.

Pursuant to the Arrangement, the following transactions shall occur sequentially on the closing date of the Proposed Transaction (the “Effective Date”) in the following order:

1. LottoGopher Subco and Bravio will amalgamate under the provisions of the *Business Corporations Act* (British Columbia) (the “Amalgamation”).
2. Because of the Amalgamation, each of the issued and outstanding shares of Bravio (other than those held by dissenting Bravio shareholders, each of whom will be entitled to fair value) shall be exchanged for 0.457505011 LottoGopher common shares and 0.027536918 LottoGopher Pref Shares.
3. Each issued and outstanding share of LottoGopher Subco will be exchanged for one share of the amalgamated entity.

Following the completion of the Arrangement, all outstanding Bravio options and common share purchase warrants will be exchanged for options or common share purchase warrant to acquire the applicable number of LottoGopher shares in accordance with their terms. In addition, following the completion of the Arrangement, and subject to meeting the listing requirements of the Canadian Securities Exchange (the “CSE”), the LottoGopher shares will continue to be listed on the CSE.

The Proposed Transaction is subject to a number of conditions as set forth in the Definitive Agreement, including (without limitation), the approval of the shareholders of Bravio and LottoGopher, the completion of the Proposed Financing, and the receipt of all requisite regulatory, court and CSE approvals, including the approval of the Proposed Transaction as a “Fundamental Change” (as defined in the policies of the CSE).

LottoGopher currently intends to convene a special general meeting of its shareholders on or prior to November 30, 2018, on a date yet to be determined, to consider and approve the Proposed Transaction. All of the directors and officers of LottoGopher have entered into voting support agreements with Bravio pursuant to which they have agreed to support and vote in favour of the Proposed Transaction at the LottoGopher shareholders meeting. A comprehensive information circular containing further details of the Definitive Agreement and Proposed Transaction will be prepared and filed in connection with the shareholder meeting.

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: November 7, 2018

Sheryl Dhillon
Name of Director or Senior Officer

"Sheryl Dhillon"
Signature

Corporate Secretary
Official Capacity

Issuer Details		
Name of Issuer Lottogopher Holdings Inc.	For Month End October, 2018	Date of Report YY/MM/D 2018/11/07
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