

## FORM 9

### **NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES** **(or securities convertible or exchangeable into listed securities)**

Please complete the following:

Name of Listed Issuer: Imagination Park Entertainment Inc. (the "Issuer")

Trading Symbol: IP

Date: October 5, 2016

Is this an updating or amending Notice:  Yes  No

If yes provide date(s) of prior Notices: \_\_\_\_\_

Issued and Outstanding Securities of Issuer Prior to Issuance: 36,697,214

Date of News Release Announcing Private Placement: N/A

Closing Market Price on Day Preceding the Issuance of the News Release: N/A

**1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)**

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date	Describe relationship to Issuer
N/A							

1. Total amount of funds to be raised:  
N/A
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. N/A
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. N/A
5. Description of securities to be issued:
  - (a) Class Common Shares.
  - (b) Number TBD
  - (c) Price per security TBD
  - (d) Voting rights Yes, one common share has one vote
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
  - (a) Number  
N/A
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options)  
N/A
  - (c) Exercise price N/A
  - (d) Expiry date N/A
7. Provide the following information if debt securities are to be issued: N/A
  - (a) Aggregate principal amount \_\_\_\_\_ .
  - (b) Maturity date \_\_\_\_\_ .
  - (c) Interest rate \_\_\_\_\_ .

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- (d) Conversion terms \_\_\_\_\_ .
- (e) Default provisions \_\_\_\_\_ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):  
N/A
- (b) Cash N/A
- (c) Securities N/A
- (d) Other N/A
- (e) Expiry date of any options, warrants etc. N/A
- (f) Exercise price of any options, warrants etc. N/A
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship. N/A
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).  
N/A
11. State whether the private placement will result in a change of control.  
N/A
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. N/A
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer

until the expiry of the applicable hold period required by National Instrument 45-102.

## 2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: The Issuer entered into an agreement with Robinson Media Corp LLC, to acquire a 10% net profits interest in the documentary film 'Food for Thought' in exchange for 561,000 common shares issued at a deemed price of \$0.10. Should the Documentary not be completed for any reason, Robinson agrees to return the 561,000 common shares issued in the transaction to Imagination Park at the request of Imagination Park, in exchange for Imagination Park waiving its rights to receive a 10% net profits interest in the project. At present, The Food for Thought documentary is fully financed through budgeted completion, and is currently in production.

Pursuant to the amended LOI with Triton Films, whereby the Issuer has the option to acquire varying percentages of Triton's interest in any of the 6 feature film projects (see press release dated October 4, 2016 for further details), the Issuer has exercised this right and issued consideration. Based upon the last closing price of the Company's shares, total consideration of \$172,500 was payable and settled through the issuance of 2,300,000 common shares at a deemed price of \$0.075.

Under the terms of the LOI, the Issuer must pay a penalty fee to Triton should a financing not be completed by July 15, 2015. The Issuer did not meet the required deadline and would be required to issue a \$25,000 penalty fee. The Issuer and Triton have agreed to settle the penalty fee through the issuance of 250,000 common shares issued at a deemed price of \$0.10.

Gabriel Napora, the owner of Triton Films and director of Imagination Park, will receive 10 producer's points in a 6th feature film project and he has agreed to assign them to Triton. Pursuant to the LOI, the Issuer has the right to acquire up to 50% of Triton's producer's points by issuing an equivalent of \$52,500 payable in common shares of the Company to Triton.

Pursuant to the LOI, the Issuer must pay McMillan Strategies a bonus success fee equal to 5% of the value of each of the options which are exercised. The initial payments made to McMillan Strategies upon the execution of the acquisitions relating to Triton Films will be paid in common shares converted at a price equal to the conversion price of the option share issuance, when and as each option outlined in the LOI is exercised.

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: \_\_\_\_\_  
\_\_\_\_\_
  
3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:
  - (a) Total aggregate consideration in Canadian dollars: \_\_\_\_\_ .
  - (b) Cash: \_\_\_\_\_ .
  - (c) Securities (including options, warrants etc.) and dollar value: \_\_\_\_\_  
\_\_\_\_\_ .
  - (d) Other: \_\_\_\_\_ .
  - (e) Expiry date of options, warrants, etc. if any: \_\_\_\_\_ .
  - (f) Exercise price of options, warrants, etc. if any: \_\_\_\_\_ .
  - (g) Work commitments: \_\_\_\_\_ .
  
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).
  
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: \_\_\_\_\_  
\_\_\_\_\_ .
  
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer <sup>(1)</sup>

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: \_\_\_\_\_ .
  
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.):
  - (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): \_\_\_\_\_ .
  - (b) Cash \_\_\_\_\_ .
  - (c) Securities \_\_\_\_\_ .
  - (d) Other \_\_\_\_\_ .
  - (e) Expiry date of any options, warrants etc. \_\_\_\_\_ .
  - (f) Exercise price of any options, warrants etc. \_\_\_\_\_ .
  
9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. \_\_\_\_\_ .
  
10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. \_\_\_\_\_ .

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## Certificate Of Compliance

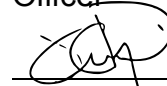
The undersigned hereby certifies that:

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 on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange 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 Exchange Requirements (as defined in CSE Policy 1).
4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated October 5, 2016.

Kelsey Chin

Name of Director or Senior  
Officer



Signature

Chief Financial Officer

Official Capacity