

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

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

Trading Symbol: **IP**.

Date: **November 2, 2018**

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: **N/A**

Issued and Outstanding Securities of Issuer Prior to Issuance: **76,381,470**

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(1) | Describe relationship to Issuer (2) |
|---|---|-------------------------------------|----------------------------------|----------------------|--|-----------------|-------------------------------------|
| John LaGourgue BC, Canada | 200,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45-106 | Nil | Nov 2, 2018 | Non-related |
| Tom Sun Canada Ltd. ON, Canada | 750,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45-106 | Nil | Nov 2, 2018 | Non-related |
| Nicholas Chen, ON, Canada | 600,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45-106 | Nil | Nov 2, 2018 | Non-related |

FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

January 2015
Page 1

| | | | | | | | |
|---|-----------------------------------|--------|--------|----------------------|-----------|----------------|-----------------|
| Frank Peters ON, Canada | 500,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | Nil | Nov 2, 2018 | Non- related |
| William Washington ON, Canada | 250,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | Nil | Nov 2, 2018 | Non- related |
| Malcolm Shaw Capital Corp. ON, Canada | 200,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | Nil | Nov 2, 2018 | Non- related |
| Luke Seabrook ON, Canada | 1,250,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | Nil | Nov 2, 2018 | Non- related |
| John Gillberry ON, Canada | 653,385 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.5 of NI 45- 106 | Nil | Nov 2, 2018 | Related |
| Sean Peasgood ON, Canada | 415,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | 50,000 | Nov 2, 2018 | Related |
| Sophic Capital Inc. ON, Canada | 415,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | Nil | Nov 2, 2018 | Related |
| Jeff Kowal ON, Canada | 416,667 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | Nil | Nov 2, 2018 | Non- related |
| Brian Clouse ON, Canada | 500,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | Nil | Nov 2, 2018 | Non- related |
| ThreeD Capital Inc. ON, Canada | 4,750,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | Nil | Nov 2, 2018 | Related |
| Sheldon Inwentash ON, Canada | 2,500,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | 3,322,285 | Nov 2, 2018 | Related |
| Gerry Gravina ON, Canada | 250,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | Nil | Nov 2, 2018 | Non- related |
| Rivermont Microcap Fund QC, Canada | 415,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | Nil | Nov 2, 2018 | Non- related |
| Lynn Factor ON, Canada | 500,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | 1,700,000 | Nov 2, 2018 | Related |

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF
LISTED SECURITIES**

January 2015

Page 2

| | | | | | | | |
|---|-----------------------------------|--------|--------|----------------------|-----------|----------------|-----------------|
| Jeff Reymer ON, Canada | 415,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | Nil | Nov 2, 2018 | Non- related |
| Parminder Kalirai ON, Canada | 500,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | Nil | Nov 2, 2018 | Non- related |
| Obfire Investment Corp. ON, Canada | 150,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | Nil | Nov 2, 2018 | Non- related |
| Brian McLaughlin ON, Canada | 500,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | Nil | Nov 2, 2018 | Non- related |
| Tristram Coffin QC, Canada | 1,533,333 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | 2,081,000 | Nov 2, 2018 | Non- related |
| Simon Gareth Tingling ON, Canada | 200,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | Nil | Nov 2, 2018 | Non- related |
| Geoffrey Bagg ON, Canada | 200,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | Nil | Nov 2, 2018 | Non- related |
| PJ Realty Inc. ON, Canada | 2,775,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | 1,887,786 | Nov 2, 2018 | Related |
| LMC Communicatio ns QC, Canada | 414,250 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | 2,480,000 | Nov 2, 2018 | Non- related |
| William Middleton ON, Canada | 125,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.5 of NI 45- 106 | Nil | Nov 2, 2018 | Non- related |
| Linda Holysh ON, Canada | 200,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | Nil | Nov 2, 2018 | Non- related |
| Michael Ostfield ON, Canada | 150,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | Nil | Nov 2, 2018 | Non- related |
| Michael Lauzon ON, Canada | 208,350 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.5 of NI 45- 106 | Nil | Nov 2, 2018 | Non- related |

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF
LISTED SECURITIES**

January 2015
Page 3

| | | | | | | | |
|---|-----------------------------------|--------|--------|----------------------|-----------|----------------|-----------------|
| Jonathan Smith SK, Canada | 170,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | 750,000 | Nov 2, 2018 | Non- related |
| Mario Rubano QC, Canada | 1,000,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | 2,683,000 | Nov 2, 2018 | Non- related |
| Gestion Flo Max Inc. QC, Canada | 260,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | 712,000 | Nov 2, 2018 | Non- related |
| Gestion Phippe Caron Inc. QC, Canada | 200,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | 712,000 | Nov 2, 2018 | Non- related |
| Geoffrey Stephenson ON, Canada | 400,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | 550,000 | Nov 2, 2018 | Non- related |
| Gaetan Trudel QC, Canada | 300,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | 600,000 | Nov 2, 2018 | Non- related |
| Serge Beausoleil QC, Canada | 250,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | Nil | Nov 2, 2018 | Non- related |
| Hubert DeRose QC, Canada | 83,333 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.5 of NI 45- 106 | Nil | Nov 2, 2018 | Non- related |
| Scott Price ON, Canada | 200,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | Nil | Nov 2, 2018 | Non- related |
| Roderick De Courcy-Ireland ON, Canada | 50,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | 5,000 | Nov 2, 2018 | Non- related |
| Maryse Rouillard QC, Canada | 60,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | 40,000 | Nov 2, 2018 | Non- related |
| Pharminvest Inc. QC, Canada | 170,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | 80,000 | Nov 2, 2018 | Non- related |
| Robin Askew ON, Canada | 160,000 Units ⁽³⁾ | \$0.12 | \$0.25 | 2.3 of NI 45- 106 | 170,000 | Nov 2, 2018 | Non- related |

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF
LISTED SECURITIES**

January 2015
Page 4

- (1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.
- (2) Indicate if Related Person.
- (3) *Each Unit at \$0.12 per Unit consisting of one common share and one non-transferable share purchase warrant entitling the holder to purchase one common share for a period of three years with an exercise price of \$0.25 per warrant share until November 5, 2021.*

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: **\$3,028,718.16**
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. The Private Placement is intended to provide a sufficient period of time for commercialization of the Company's XenoHolographic Product Suite, one of the world's first platform-agnostic, cloud-based augmented reality ("AR") enterprise platforms. Use of proceeds from the Private Placement include hiring additional sales and marketing personnel, securing patents and pursuing new strategic partnerships and opportunities with leading brands.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: Unknown at this time.
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 25,239,318
 - (c) Price per security \$0.12
 - (d) Voting rights 1 vote per common share.
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number 25,239,318

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF
LISTED SECURITIES**

January 2015

Page 5

- (b) Number of securities eligible to be purchased on exercise of Warrants (or options) **25,239,318**.
 - (c) Exercise price **\$0.25**.
 - (d) Expiry date **3 years from closing**.
7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount **N/A**.
 - (b) Maturity date **N/A**.
 - (c) Interest rate **N/A**.
 - (d) Conversion terms **N/A**.
 - (e) Default provisions **N/A**.
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.

**FORM 9 – NOTICE OF PROPOSED ISSUANCE OF
LISTED SECURITIES**

January 2015
Page 6

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 – N/A

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: N/A.
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: N/A.
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: N/A.
 - (b) Cash: N/A.
 - (c) Securities (including options, warrants etc.) and dollar value: N/A.
 - (d) Other: N/A.
 - (e) Expiry date of options, warrants, etc. if any: N/A.
 - (f) Exercise price of options, warrants, etc. if any: N/A.
 - (g) Work commitments: N/A.
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: N/A.
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 ⁽¹⁾ |
|--|--|-----------------------------------|----------------------------------|----------------------|---|--|
| N/A | - | - | - | - | - | - |

(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: N/A.
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): 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 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. N/A.

FORM 9 – NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

January 2015
Page 8

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. N/A.

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 November 2, 2018

Alen Paul Silverrstieen

Name of Director or Senior
Officer

“Alen Paul Silverrstieen”

Signature

President & CEO

Official Capacity