

## FORM 11

### **NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT**

Name of Listed Issuer: **LottoGopher Holdings Inc.** (the "Issuer").

Trading Symbol: **LOTO**

Date: **September 5, 2017**

#### **1. New Options Granted:**

Date of Grant: **September 2, 2017**

Name of Optionee	Position of Optionee (Director/ Officer /Employee/ Consultant/IR provider)	Date of Grant	No. of Optioned Shares	Exercise Price	Expiry Date
Melissa Riahei	Consultant	September 2, 2017	250,000	\$0.47	September 2, 2022

Total Number of optioned shares proposed for acceptance: **250,000**.

## 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Alnesh Mohan	400,000	\$0.25	May 18/17	May 18/22
Erin Ostrom	150,000	\$0.25	May 18/17	May 18/22
Harbourside Consulting Corporation	608,933	\$0.25	May 18/17	May 18/22
James Morel	608,933	\$0.25	May 18/17	May 18/22
Jane Tattersall	150,000	\$0.25	May 18/17	May 18/22
Jarek Sirko	100,000	\$0.25	May 18/17	May 18/22
Karm Khanna	175,000	\$0.25	May 18/17	May 18/22
Kevin Harrington	621,469	\$0.63	June 20/17	June 20/22
Kurtis Rintala	250,000	\$0.25	May 18/17	May 18/22
Lloyd Lemmon	250,000	\$0.25	May 18/17	May 18/22
Marcello Alvarado	350,000	\$0.25	May 18/17	May 18/22
Norman Wareham	250,000	\$0.25	May 18/17	May 18/22
Sequoia Partners Inc.	608,933	\$0.25	May 18/17	May 18/22
Sheryl Dhillon	100,000	\$0.25	May 18/17	May 18/22
<b>TOTAL OPTIONS</b>	<b>4,623,268</b>			

## 3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.

- **n/a**

- (b) State the date of the news release announcing the grant of options.

- **n/a**

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

- **63,589,861**

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

- **7.7%**

(e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

- **1,485,718**

(f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

- **n/a**

(g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

- **n/a**

#### 4. 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 is no 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 CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated: September 5, 2017.

Sheryl Dhillon  
Name of Director or Senior  
Officer

"Sheryl Dhillon"  
Signature

Corporate Secretary  
Official Capacity