

FORM 9 – FINAL (Second Tranche)

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: August 25, 2016

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: December 4, 2015 and August 19, 2016

Issued and Outstanding Securities of Issuer Prior to Issuance: 30,996,182

Date of News Release Announcing Private Placement: January 20, 2016 and August 25, 2016

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.04

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 relations-hip to Issuer
Charlotte Faulkner Vancouver, BC	250,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.3	0	November 5, 2015	N/A

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Softail Enterprises Inc. Vancouver, BC	500,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.3	0	November 16, 2015	N/A
Tim Ewanchuk Victoria, BC	140,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.5	0	February 17, 2016	N/A
Joe Wowk Maple Ridge, BC	100,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.24	2,087,400	December 29, 2015	Director
Colin Wiebe Delta, BC	100,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.24	2,503,143	December 29, 2015	Director
McMillan Strategies Vancouver, BC	810,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.24	1,631,939	April 12, 2016	Consultant

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Sutton Ventures Ltd. Chilliwack, BC	500,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.24	291,660	August 22, 2016	Consultant
Maria Fehr Chilliwack, BC	300,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.5	599,743	March 30, 2016	N/A
Syndicated Capital Corp. Vancouver, BC	100,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.3	0	August 22, 2016	N/A
Anthony Oram Burlington, ON	1,000,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.3	0	August 22, 2016	N/A
William Panenka Vancouver, BC	200,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.3	0	August 22, 2016	N/A
Stephen Voelpel Vancouver, BC	600,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.3	200,000	August 22, 2016	N/A
Henry Der Prof Corp Red Deer, AB	200,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.3	150,000	August 22, 2016	N/A
Hassan Hamza Vancouver, BC	300,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.3	150,000	August 22, 2016	N/A
Dr. Robert McKenzie Inc. Richmond, BC	300,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.3	150,000	August 22, 2016	N/A
Essam Hamza Richmond, BC	100,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.3	50,000	August 22, 2016	N/A
Joe Sweeney Surrey, BC	100,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.3	150,000	August 22, 2016	N/A
Michael Sweeney Vancouver, BC	100,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.3	100,000	August 22, 2016	N/A

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Scott Clements Bridgewater, NS	100,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.3	10,000	August 17, 2016	N/A
Pericles Theoharis Westmount, QC	200,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.3	0	August 18, 2016	N/A
Sean Budnik Baie D'Urfe, QC	100,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.3	0	August 18, 2016	N/A
Melinda Russell Maple Ridge, BC	50,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.5	0	August 18, 2016	N/A
Sun Tzu Ventures Inc. Coquitlam, BC	200,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.3	769,000	August 22, 2016	N/A
Dave McMillan Coquitlam, BC	300,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.3	769,000	August 22, 2016	N/A
Capital Events Management Vancouver, BC	400,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.3	0	August 22, 2016	N/A
First Tranche Total	7,050,000 Units						
Patriot Capital Corporation Vancouver, BC	360,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.24	0	August 25, 2016	Consultant
Pina Evans Hamilton, ON	200,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.3	250,000	August 25, 2016	N/A
David Gdanski Richmond, BC	300,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.5	0	August 25, 2016	N/A

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Gabriel Napora Richmond, BC	48,032 Units	\$0.05	\$0.10	NI 45-106 s. 2.24	1,700,000	August 25, 2016	Director
Larry Davis Victoria, BC	1,500,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.3	0	August 15, 2016	N/A
Aeon Markets Inc. Vancouver, BC	850,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.3	0	* August 25, 2016	N/A
Val Cheer Vancouver, BC	100,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.3	0	DAP	N/A
Shaun Chin Richmond, BC	150,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.3	0	DAP	N/A
Lochlyn Munro Vancouver, BC	200,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.5	0	August 25, 2016	N/A
Peter Watson Vancouver, BC	300,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.24	0	August 25, 2016	Consultant
Kelsey Chin Burnaby, BC	250,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.24	0	DAP	Officer
Robert Krushnisky Delta, BC	100,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.3	0	August 25, 2016	N/A
Matthew Fleming Surrey, BC	100,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.3	0	August 25, 2016	N/A
Nishal Kumar Vancouver, BC	200,000 Units	\$0.05	\$0.10	NI 45-106 s. 2.3	0	DAP	N/A
Penny Green Vancouver, BC	665,000 Shares	\$0.05	N/A	NI 45-106 s. 2.24	4,702	N/A	Consultant

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Second Tranche Total	4,658,032 Units 665,000 Common Shares						
TOTAL	11,708,032 Units 665,000 Common Shares						

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1. Total amount of funds to be raised:
First Tranche - \$352,500
Second Tranche - \$266,151.60
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. Film portfolio incubation, packaging and development activities, corporate development and general working capital purposes.
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. A debt conversion agreement was entered between the Issuer and Penny Green to convert an accounts payable of \$33,250 into 665,000 common shares in the capital of the Issuer.
5. Description of securities to be issued:
 - (a) Class Common Shares (Shares for Debt) and Units, with each Unit consisting of one common share and one common share purchase warrant (each a "Warrant") of the Company. Each Warrant is exercisable to purchase one additional common share of the Company at an exercise price of \$0.10 per common share of the Company for a period of one year from the distribution date.
 - (b) Number
First Tranche: 7,050,000 Units, consisting of 7,050,000 Shares and 7,050,000 Warrants
Second Tranche: 665,000 Common Shares and 4,658,032 Units, consisting of 4,658,032 Shares and 4,658,032 Warrants
 - (c) Price per security \$0.05
 - (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
First Tranche - 7,050,000 Warrants

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Second Tranche - 4,658,032 Warrants

- (b) Number of securities eligible to be purchased on exercise of Warrants (or options)

First Tranche - 7,050,000

Second Tranche - 4,658,032

- (c) Exercise price \$0.10
- (d) Expiry date one year from the date of issuance of warrants

7. Provide the following information if debt securities are to be issued: N/A

- (a) Aggregate principal amount _____ .
- (b) Maturity date _____ .
- (c) Interest rate _____ .
- (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):

First Tranche:

PI Financial Corp.
1900 - 666 Burrard Street
Vancouver, BC V6C 3N1

Haywood Securities Inc.
700-200 Burrard Street
Vancouver, BC V6C 3L6

McMillan Strategies
703 - 838 Howe Street
Vancouver, BC V6Z 2X2

Gerald Stefaniuk
3837 Hamber Place
North Vancouver, BC V6G 2K2

Second Tranche:

PI Financial Corp.
1900 - 666 Burrard Street
Vancouver, BC V6C 3N1

Haywood Securities Inc.
700-200 Burrard Street
Vancouver, BC V6C 3L6

McMillan Strategies
703 - 838 Howe Street
Vancouver, BC V6Z 2X2

- (b) Cash 10% of the gross proceeds of the aggregate amount subscribed in the private placement attributable to the purchasers

First Tranche - \$24,200

Second Tranche - \$3,750

- (c) Securities 10% of the Units subscribed for by the purchasers

First Tranche - 330,000 Finder's warrants

Second Tranche – 45,000 Finder's warrants

- (d) Other N/A

- (e) Expiry date of any options, warrants etc. one year from the date of issuance of finder's warrants

- (f) Exercise price of any options, warrants etc. \$0.10 per finder's warrant

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

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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 – 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: _____
_____ .

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: _____ .

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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 ⁽¹⁾

(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. _____.

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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. _____

