

FORM 5

QUARTERLY LISTING STATEMENT

Name of CNSX Issuer: Lottogopher Holdings Inc. (the "Issuer").

Trading Symbol: LOTO

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities Act*, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the CSE Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the CSE website at www.thecse.com.

General Instructions

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term "Issuer" includes the CSE Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.

- **Related party transactions are established through services provided by directors and other corporate staff of the company.**

(b) A description of the transaction(s), including those for which no amount has been recorded.

- **Directors and staff bill the company for services provided.**

(c) The recorded amount of the transactions classified by financial statement category.

Directors Fees	12,990.00
Professional Fees	184,278.00
Consulting Fees	264,113.00
Total	461,381.00

(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.

Ainesh Mohan	173,027.00
Director Fee	12,990.00
James Morel	264,113.00
Sheryl Dhillon	11,250.00
Total	461,381.00

Fees Paid to Directors and executive staff.

- (e) Contractual obligations with Related Persons, separate from other contractual obligations.

N/A

- (f) Contingencies involving Related Persons, separate from other contingencies.

N/A

In addition to the provided form please see June 30, 2018 financial statements for any additional information.

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

- (a) summary of securities issued during the period

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number of Shares	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
July 11/18	Common Shares	Private Placement - Tranche 2 @ \$0.075	3,498,400	\$0.075	\$ 243,630	Cash	Private Investors	
July 16/18	Common Shares	Return to Treasury	-250,000	\$0.075			Non-Participation in Private placement Tranche 2	
July 18/18	Common Shares	Acquisition	11,600,000	\$0.0705		Common shares	Acquired 88% of ownership shs.	
August 1/18	Common Shares	Shares for Service	198,985	\$0.0754 Ave		Services	Consulting services	
August 2/18	Common Shares	Employment Agreement	200,000	\$0.17		Services	Executive staff Related Person	

(b) summary of options granted during the period

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
N/A	N/A	N/A	N/A	N/A	N/A	N/A

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

- (a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

- **Authorized Unlimited number of common shares without par value**
- (b) number and recorded value for shares issued and outstanding,
- **Issued & Outstanding: 127,958,124 common shares**
 - **Value as at September 30, 2018: \$5,118,324.96**
- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and
- **47,950,105 warrants**
 - **7,223,268 stock options**
- (d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

N/A

In addition to the provided form please see June 30th 2018 financial statements for any additional information.

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Name of Director	Position(s) Held
James Morel	Director, Chief Executive Officer and President
Ali Zamani	Director and Interim Chief Financial Officer
Savneet Singh	Director
Sheryl Dhillon	Corporate Secretary

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

- The Company has requested a MCTO and endeavors to have the MD&A filed no later than December 31, 2018.

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 Quarterly Listing Statement.
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 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 5 Quarterly Listing Statement is true.

Dated **December 3, 2018**

James Morel

Name of Director or Senior Officer

'James Morel'

Signature

President & CEO

Official Capacity

Issuer Details Name of Issuer Lottogopher Holdings Inc.	For Quarter Ended September 30/18	Date of Report YY/MM/D 2018/12/03
Issuer Address 1500 – 1055 W. Georgia Street		
City/Province/Postal Code Vancouver, BC V6E 4N7	Issuer Fax No. ()	Issuer Telephone No. (604)484-7855
Contact Name Sheryl Dhillon	Contact Position Corporate Secretary	Contact Telephone No. (604)484-7855
Contact Email Address se@mcleodwilliams.com	Web Site Address www.lottogopher.com	

Schedule "A"

Financial Statements

- The Company has requested an MCTO and endeavors to have the Financial Statements filed no later than December 31, 2018.

Schedule "B"

Management's Discussion & Analysis

- The Company has requested an MCTO and endeavors to have the Financial Statements filed no later than December 31, 2018.