

Form 51-102F3
Material Change Report

1. Name and Address of Company

Imagination Park Entertainment Inc.
700-838 W Hastings Street
Vancouver, BC, V6C 0A6

(the "Company")

2. Dates of Material Change(s)

January 10, 2018

3. News Release(s)

A news release was issued on January 10, 2018 and disseminated via The Newswire pursuant to section 7.1 of National Instrument 51-102.

4. Summaries of Material Changes

The Company closes a non-brokered private placement financing for aggregate gross proceeds of C\$270,000.

5. Full Description of Material Changes

News Release dated January 10, 2018 – See Schedule "A".

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

No information has been omitted.

8. Executive Officer

Mr. Alen Paul Silverrsteien, President & CEO of the Company, is knowledgeable about the material change contained herein and may be reached at (917) 567-5207.

9. Date of Report

This report is dated January 10, 2018.

SCHEDULE "A"
to the Material Change Report dated January 10, 2018

**Imagination Park Completes Early Full Funding of XenoHolographic Joint Venture:
Imagination Park Concludes Acquisition of Joint Ownership of XenoHolographic
Proprietary AR Technology and Applications, XenoRoom® and XenoSideKick®, from
InterKnowlogy**

**Executive Producer Gabriel Napora's THE KINDERGARTEN TEACHER Nominated for
Grand Jury Prize at 2018 Sundance Film Festival**

Vancouver, CANADA – January 10, 2018 – Imagination Park Entertainment Inc. (CSE: IP) (OTC: IPNFF) (FRA: GMS1) ("**Imagination Park**" or "**Company**") and InterKnowlogy LLC ("**InterKnowlogy**") are pleased to announce Imagination Park has completed the payment in full to InterKnowlogy of US\$500,000 to satisfy all contractual compensation terms for full joint ownership of XenoHolographic Inc. ("**XenoHolographic**") which includes, among other things, equal ownership of XenoHolographic's preeminent augmented reality applications, XenoRoom® and XenoSideKick®.

Alen Paul Silverstieen, CEO of Imagination Park and Co-Founder of XenoHolographic, stated: "The full funding of this joint venture, virtually a full six-months earlier than the originally scheduled completion date of July 5, 2018, indicates the level of third-party independent support and credibility XenoHolographic's suite of applications have generated in the user market as well as technology industry. This milestone not only solidifies our commitment to augmented and mixed reality applications, but also Imagination Park's position as an international AR/MR market participant just in advance of XenoHolographic's new mobile product releases of XenoApp® and XenoMarker® in March, 2018."

Tim Huckaby, Chief Strategy Officer and Co-Founder of XenoHolographic stated: "XenoHolographic's product complement is designed to be a technically superior suite of applications with the potential to generate wide adoption and, consequently, globally driven revenue. With the near-future integration of Artificial Intelligence into the AR experience, as well as our proprietary Blockchain for proof of play, the Company is well positioned to be a leader in the AR space."

Rodney Guzman, Chief Technology Officer of XenoHolographic added: "Here at XenoHolographic, we seek to deliver an AR platform that will not require developers but which can be deployed overnight. With our proprietary AR technology, we can manage all of a business's AR content without re-deploying any apps - and even so without the need to convert to, nor create, 3D content. We can deploy our platform with already available and existing video content - allowing our clients to immediately participate in the AR/VR revolution."

Sundance Film Festival Update - THE KINDERGARTEN TEACHER

Imagination Park is pleased to announce the nomination of THE KINDERGARTEN TEACHER for the Grand Jury Prize at the prestigious Sundance Film Festival. The film, directed by Sara Colangelo, stars Maggie Gyllenhaal and Gael García Bernal and concerns a kindergarten teacher in New York that becomes obsessed with one of her students who she believes is a child prodigy. The Sundance Film Festival, a program of the Sundance Institute, is a film festival that takes place annually in Park City, Utah. With over 46,660 attendees in the past, it is the largest independent film festival in the United States and runs from January 18 to January 28, 2018.

Imagination Park will receive a company credit in the film along with Gabriel Napora and Jeff Rice of Imagination Park receiving Executive Producer credits.

Chairman Gabriel Napora stated: "This film is something special. That it's already in Sundance competing for one of the most prestigious awards in the world is very exciting for us and shows our commitment to producing world class projects."

Corporate Update

Imagination Park is pleased to announce Kevin Patrick has been engaged as a Corporate Consultant to the Company. Kevin Patrick is a serial entrepreneur and business solutions architect with an extensive background in digi-tech, entertainment, media, and finance combining teams of investors, technology, socially-minded companies (public and private), foundations, not-for-profits, and government entities together as a high level negotiator with over US\$200M in structuring and 8+ years' experience in impact investing. Kevin's previous experience includes ADIPRO, Senior Director of UnDegree Associates New York, Senior Partner of Impakt Capital Holdings LLC, Senior Director of Tigress Financial Partners Impact Advisory, Vice President of Mid-Atlantic Bio Therapeutics Strategic Partnerships, Senior Director of Sport Safety International, Consultant for US Department of State / MENA Strategy For Change. Kevin had a high profile musical career that led him to become a Rock and Roll Hall Of Fame Performer-Musician-Producer-Keyboardsist-Vocalist as member of pioneering American Rock Band Debbie Harry & Blondie.

Mr. Patrick stated: "The Imagination Park team isn't afraid of challenges to utilize their experience and technology to propel businesses forward in Augmented Reality and Artificial Intelligence with XenoHolographic. My job with Imagination Park will be to help position the Company to hopefully grow a unique portfolio of content and technology with a commitment to success and innovation. I am extremely excited to be on the team and for our collective futures ahead."

Imagination Park also invites viewers in over 50 countries to experience *Michael Bisping: The Full Count*, now being offered for free through the Samsung VR website and mobile app. The Company is thrilled that VR and MMA fans in over 50 countries will have the opportunity to experience *Michael Bisping: The Full Count* series with Samsung VR, one of the biggest VR platforms available. The Samsung VR library currently boasts thousands of curated titles, and Imagination Park is extremely proud that *Michael Bisping: The Full Count* will now be among them.

Both 360 and VR-versions of the Bisping VR series can be accessed via https://samsungvr.com/view/FRJ1n_c05Wj, or by typing 'Michael Bisping' into the search tool on the Samsung VR website and app.

Yas Talaat, Chief Creative Officer of Imagination Park stated: "Most people know the result of the fight but what they don't yet know is how inspired they will feel after experiencing the true grit and courage of one of MMA's most heroic and legendary athletes."

Finally, the Company announces it has closed a non-brokered private placement financing ("**Placement**") for aggregate gross proceeds of C\$270,000. The Company has issued 450,000 units ("**Units**") at a price of C\$0.60 per Unit. Each Unit comprised of one common share and one non-transferable common share purchase warrant ("**Warrant**"), with each Warrant entitling the holder to purchase one additional common share of the Company at a price of C\$0.65 for a period of up to twenty-four months from the date of issue, subject to accelerated expiry in certain circumstances. In addition, the Company has issued 6,400 common shares as an arm's length finder's fee in connection with the Placement. The net proceeds of the Placement will be used to aid in the Company's ongoing efforts to create and deliver transformational experiences through the production and distribution of intellectual property for film and virtual reality, mixed reality and augmented reality technology as well as for general corporate purposes. All securities issued under the Private Placement are subject to a four-month and one-day hold period expiring on May 11, 2018.

About Imagination Park

Imagination Park is an emerging digital content production company, working with talented filmmakers around the world to bring conventional as well as virtual reality content to life. For more information or to explore working with Imagination Park, please email info@imaginationpark.com, or visit www.imaginationpark.com.

ON BEHALF OF THE BOARD,

Alen Paul Silverstieen
President & CEO
(818) 850-2490