

**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)**

May 28, 2018

**3. News Release(s)**

A news release was issued on May 28, 2018 and disseminated via The Newswire pursuant to section 7.1 of National Instrument 51-102.

**4. Summaries of Material Changes**

The Company signs agreement to acquire all outstanding shares of XenoHolographic Inc.

**5. Full Description of Material Changes**

News Release dated May 28, 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 Silverrstieen, 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 May 28, 2018.

SCHEDULE "A"  
to the Material Change Report dated May 28, 2018

**Imagination Park Signs Definitive Agreement to Acquire All Outstanding Shares of XenoHolographic Inc.**

**Vancouver, B.C. – May 28, 2018** – Imagination Park Entertainment Inc. (CSE: IP) (OTC: IPNFF) (FRA: GMS1) ("**Imagination Park**" or "**Company**") is pleased to announce it has executed a binding definitive agreement dated May 28, 2018 (the "**Agreement**") to acquire all the remaining issued and outstanding shares of XenoHolographic Inc. ("**XenoHolographic**"). Imagination Park will now own 100% of XenoHolographic, previously the augmented reality joint venture between Imagination Park and Tim Huckaby and Rodney Guzman of InterKnowlogy, LLC.

Alen Paul Silverrsteien, CEO of Imagination Park stated: "We are excited and optimistic about the future and position of XenoHolographic in the global augmented reality marketplace. This acquisition ensures our shareholders receive full value for what Imagination Park and its investors have financed to date in bringing XenoHolographic's proprietary technology and intellectual property to fruition."

Silverrsteien continued: "XenoHolographic is focused on developing augmented reality products with rapid AR solution deployment without the need for external developers while integrating artificial intelligence (AI) and blockchain for consumer engagement and verification. The XenoHolographic core platform allows dynamic augmented reality experiences management without re-deploying mobile apps. The products including XenoPlay, XenoMarker, and XenoCloud, are enterprise applications for businesses to manage AR content, markers and experiences for consumers to discover and visualize the experiences. We are very excited XenoHolographic is now a wholly-owned subsidiary of Imagination Park."

Gabriel Napora, Chairman of the Board of Imagination Park, added: "When Tim Huckaby and I first met two years ago, we knew we had to work together integrating science fiction content with augmented reality. It's very excited to have our ultimate vision come to life. Through the dedication and hard work of the board and Alen Paul, we have achieved it."

Tim Huckaby, Chief Strategy Officer of XenoHolographic and founder of InterKnowlogy stated: "It's an exciting day for XenoHolographic. Since the day we launched our joint venture with Imagination Park last year, it has been one of the most exciting times in my career. We are close to the realization of the power and ease of use of immersive 3D and holographic experiences in an easy-to-use cloud based AR. There is significant potential for AR cloud in both North America and Asia."

**Terms of the Transaction**

Pursuant to the Agreement, Imagination Park will pay to InterKnowlogy, being the sole shareholder of all common shares of XenoHolographic not already owned by Imagination Park, a purchase price (the "**Purchase Price**") of US\$2,500,000, subject to regulatory approval, as follows:

- i. Cash payment from Imagination Park to InterKnowlogy of US\$200,000 on signing of the Agreement;

- ii. Issuance of 1,828,571 common shares of Imagination Park issued to InterKnowlogy, valued at CDN\$0.35 per share for CDN\$640,000 (or US\$500,000 at a conversion rate of 1.28), with such shares carrying the required and necessary resale legends;
- iii. Delivery of a convertible promissory note in favor of InterKnowlogy by Imagination Park for payment to InterKnowlogy of US\$1,800,000, on the following terms:
  - a) payment of US\$1,800,000 within 12-months following closing at the option of Imagination Park; or
  - b) if after 12-months following closing there remains any unpaid portion of the Purchase Price, Imagination Park may, at its own and sole election, satisfy part or all of the unpaid Purchase Price through the issuance of common shares of Imagination Park valued at C\$0.35 per share.

## **Corporate Updates**

The Company is also pleased to advise that, in conjunction with the acquisition of XenoHolographic, management of Imagination Park is undertaking the search for new and additional directors to supplement to the Board of Directors. Imagination Park believes enhancements to the Board will advance the cause of all shareholders by bringing new and fresh ideas to such matters as financial reporting, strategic planning and market analyses, among other areas.

Silverrstieen, CEO of Imagination Park noted: “We believe the acquisition of all the shares, intellectual property and technology of XenoHolographic is a sea-change for our company. We hope to take full advantage of this opportunity by adding the correct pieces where we believe it will help shareholders most.”

## **About Imagination Park**

An emerging leader in digital content production, Imagination Park creates and delivers transformational experiences through the production and distribution of intellectual property for film, virtual reality, augmented reality & mixed reality in North America and China.

Through its joint venture company XenoHolographic, it creates novel holographic content and provides augmented reality products for phones and wearable headsets, as well as rapid deployment of AR solutions, without the need for developers, while integrating artificial intelligence (AI) and Blockchain.

For more information or to explore working with Imagination Park, please email [info@imaginationpark.com](mailto:info@imaginationpark.com), or visit [www.imaginationpark.com](http://www.imaginationpark.com).

*ON BEHALF OF THE BOARD,*

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