

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)

November 5, 2018

3. News Release(s)

The news release was issued on November 5, 2018 and disseminated by the News Wire pursuant to section 7.1 of National Instrument 51-102.

4. Summaries of Material Changes

Imagination Park announces the completion of an over-subscribed non-brokered private placement financing of 25,239,318 units at a price of \$0.12 per unit for gross proceeds of \$3,028,718.

5. Full Description of Material Changes

News Release dated November 5, 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 (818) 850-2490.

9. Date of Report

This report is dated November 7, 2018.

SCHEDULE "A"
to the Material Change Report dated November 7, 2018

Imagination Park Closes Oversubscribed Financing
Certain Insiders Participated in Upsized Private Placement

Vancouver, CANADA / November 5, 2018 – Imagination Park Entertainment Inc. (CSE: IP) (OTC: IPNFF) ("Imagination Park" or the "Company") announces the completion of an over-subscribed non-brokered private placement financing of 25,239,318 units (the "Units") at a price of C\$0.12 per Unit for gross proceeds of \$3,028,718 (the "Private Placement"). Insiders participated in the financing and represented 44% of the total Units or \$1,341,406.

Each Unit is comprised of one common share and one non-transferable warrant (each, a "Warrant"), with each Warrant entitling the holder to purchase one additional common share of the Company for a period of up to thirty-six months at a price of C\$0.25. The Warrants, if fully exercised by holders thereof, would represent an additional \$6,309,830 in proceeds to the Company.

Further, the Company paid \$3,696 as finder's fees. All securities issued pursuant to the Private Placement are subject to a four-month hold plus one day expiring on March 6, 2019.

"Since announcing the private placement about three weeks ago, investor response has exceeded our expectations," said Alen Paul Silverstien, Imagination Park's President and CEO. "We have recently taken steps to focus the organization on sales and marketing and are working on advancing our 20 customer prospects in our sales funnel. The additional funds from the upsize provide us with at least twelve months of runway along with the pursuit of an intellectual property strategy. We look forward to updating our investors and the broader market as we advance these milestones."

The Private Placement is intended to provide a sufficient period of time for commercialization of the Company's XenoHolographic Product Suite, one of the world's first platform-agnostic, cloud-based augmented reality enterprise platforms. Use of proceeds from the Private Placement include hiring additional sales and marketing personnel, securing patents and pursuing new strategic partnerships and opportunities with leading brands.

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 wholly-owned subsidiary, 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, or visit www.imaginationpark.com.

ON BEHALF OF THE BOARD,

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