

**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)**

March 29 & 30, 2017

**3. News Release(s)**

A news release was issued on March 31, 2017 and disseminated via The Newswire pursuant to section 7.1 of National Instrument 51-102.

**4. Summaries of Material Changes**

Imagination Park implements Blackout and Advance Notice Policies; terminates brokered financing with Gravitas Securities Inc.

**5. Full Description of Material Changes**

News Releases dated March 31, 2017 – 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. Gabriel Napora, CEO of the Company, is knowledgeable about the material change contained herein and may be reached at (310) 310-4028.

**9. Date of Report**

This report is dated March 31, 2017

SCHEDULE "A"  
to the Material Change Report dated March 31, 2017

**Corporate Update from Imagination Park**

**Vancouver, B.C. – March 31, 2017** – Imagination Park Entertainment Inc. (CSE: IP) (OTC: IPNFF) (FRA: GMS1) ("**Imagination Park**" or "**Company**") is pleased to provide the following corporate update on the Company's activities, recent corporate and financial developments as well as forward progress on recently announced projects.

**Recently Announced Projects**

The recent announcements of Imagination Park relating to agreements with Michael Bisping and Ohmore Media Inc. ("**Ohmore**") press released on March 13 and 14, 2017, respectively, signaled a paradigm shift for the Company.

Michael Bisping, UFC Middleweight Champion of the World, has agreed to produce a VR Series entitled "A Day in the Life of the Champ." Production starts next month commencing in Michael's hometown of Los Angeles and will have exclusive access to his training camp and behind the scenes activities. The announcement of the Ohmore relationship, a non-exclusive association, relates to a Mainland China-wide license to broadcast original individually produced content on any of the 227 channels of Hangzhou Ergeng Network Technology Co., Ltd. ("**Ergeng**") via Ohmore, which has an exclusive partnership with Ergeng. Under this arrangement, Ergeng via Ohmore will share advertising revenue 50/50 with Imagination Park in a sector where, as noted by China Internet Watch, the online advertising market reached approx. 73.87 billion yuan (US\$10.76 billion) in 2016 and where there exists ten billion page views per month as well as over eight billion cumulative number of plays, three billion aggregated views across all Ergeng platforms and touch points, including the North American representative of the Ergeng network, per month, averaging at six million views per video on Ergeng platforms, with highest views reaching 36 million for its single most popular video.

**Finance Update**

The Company also updates shareholders and investors that, in recent weeks, Imagination Park has received in excess of C\$937,000 from the exercise of already issued and existing convertible securities. This influx of capital will be used to recruit an experienced sales and marketing team to further acquire revenue-producing properties as well as fund existing and new corporate developments and operations of the Company.

Gabriel Napora, CEO, stated: "This money will allow us to significantly ramp up recurring revenue projects as well as create and develop new VR and film-based projects."

The Company and Gravitas Securities Inc. ("**GSI**") have mutually determined it in the best interests of the Company to terminate Imagination Park's pursuit of a GSI brokered financing. The funds received from the exercise of convertible securities is expected to allow Imagination Park to sustain business operations for a reasonable period of time. The Company may decide to pursue financing options if and when necessary in the future.

**Corporate Governance Update**

Further, Imagination Park has proceeded with certain internal reorganizations to construct a firm and secure corporate governance regime to assist the Company in managing its growing operations. The Company is committed to good corporate governance and believes it helps companies operate more efficiently, improves access to capital, mitigates risk and safeguards against mismanagement. Imagination Park intends to operate in an accountable and transparent fashion. To that end, and as a beginning, on March 29, 2017 the Company adopted an Insider Trading and Reporting Policy ("**Blackout Policy**") as well as an Advance Notice Policy for the Requirements for Director Nominations ("**Advance Notice Policy**").

The purpose of the Blackout Policy is to summarize the insider trading restrictions to which directors, officers and certain employees are subject under applicable securities legislation, and to set forth a policy governing investments in the securities of Imagination Park and the reporting thereof, which is consistent with applicable legislation. This Blackout Policy is not intended to

discourage investment in the Company's securities. Rather, it is intended to highlight the obligations and the restrictions imposed on insiders by relevant securities legislation.

The purpose of the Advance Notice Policy is to ensure all shareholders are treated fairly and provided with timely information in connection with the nomination of directors. It provides that shareholders of the Company seeking to nominate candidates for election as directors must provide timely written notice to our corporate secretary at our principal executive offices. To be timely, a shareholder's notice must be received (i) in the case of an annual meeting of shareholders, not less than 30 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice by the shareholder may be received not later than the close of business on the 10th day following the date of such public announcement; and (ii) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors, not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made. This Advance Notice policy also prescribes the proper written form for a shareholder's notice. Our Board may, in its sole discretion, waive any requirement under these provisions. The Advance Notice Policy is effective immediately and will stand as implemented until further ratified by the shareholders of Imagination Park at its next meeting of shareholders.

Both the Blackout Policy and the Advance Notice Policy are available at [www.sedar.com](http://www.sedar.com).

### **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 call 604.446.7325, email [info@imaginationpark.com](mailto:info@imaginationpark.com), or visit [www.imaginationpark.com](http://www.imaginationpark.com).

*ON BEHALF OF THE BOARD,*

Gabriel Napora  
CEO & Director