

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)

October 18, 2017

3. News Release(s)

A news release was issued on October 20, 2017 and disseminated via The Newswire pursuant to section 7.1 of National Instrument 51-102.

4. Summaries of Material Changes

Imagination Park announces change of directors.

5. Full Description of Material Changes

News Releases dated October 20, 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. Alen Paul Silverstieen, 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 October 23, 2017

SCHEDULE "A"
to the Material Change Report dated October 23, 2017

Imagination Park Announces XenoHolographic Website Goes Live October 25th - First Augmented Reality Products Launching Next Month

Vancouver, B.C. – October 20, 2017 – Imagination Park Entertainment Inc. (CSE: IP) (OTCQB: IPNFF) ("**Imagination Park**" or "**Company**") is pleased to announce that XenoHolographic Inc., a joint venture with Interknowlogy, LLC, is launching its official company website www.xenoholographic.com on October 25, 2017.

XenoSideKick[®] and Showroom[®]

Tim Huckaby, director of XenoHolographic and Chairman of Interknowlogy stated: "we view our newly launched website as a vital communications tool for our augmented and mixed reality software products and are extremely excited to be able to, for the first time, provide premium dynamic and illuminating models of our unique solutions for the upcoming technology revolution."

XenoHolographic's premier products, XenoSideKick[®] and Showroom[®], will be introduced to the global marketplace in November. XenoSidekick[®] enables major manufacturers' headsets to deliver consistent holographic interactions. Additionally, our Mixed Reality Showroom[®] product will allow major brand companies and advertisers to integrate 3D holographic images with AR headsets. The Mixed Reality Showroom[®] is established to impact viewers by drawing them deeper into engaging experiences and will additionally support an advertiser's existing 3D content. The solution includes a cloud-based content management system for 3D holographic images automatically downloaded to AR headsets and rendered dynamically.

Corporate Update

The Company announces that Timothy Marlowe has resigned as a director of the Company. The Company wishes to thank Mr. Marlowe for his contributions and wishes him the best in all his future endeavors.

Additionally, the Company announces, as a result of a review by the British Columbia Securities Commission, it would like to clarify its disclosure for certain items related to previously filed interim financial statements ("**Financial Statements**") and related management's discussion and analysis ("**MD&A**") for the three and nine months ending May 31, 2017. The Company has filed amended and restated Financial Statements and MD&A, copies of which are available and can be viewed at <http://www.sedar.com> under the Company's profile.

The amended and restated financial statements include the following changes. The Company corrected the fair value of shares issued for debt and for net profits interest

acquired. The Company also reallocated meals and entertainment costs out of shareholder communications and promotion expenses and moved them to travel and accommodation expenses to be consistent with the comparative period disclosure.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

	Previous filing	Revised	Previous filing	Revised
	Three months ended	Three months ended	Three months ended	Three months ended
	May 31, 2017	May 31, 2017	February 28, 2017	February 28, 2017
Loss on settlement of debt	(1,792)	2,851,624	-	-
Net profits interests acquired	-	-	-	-
Shareholder communications and promotion	33,060	41,523	24,416	12,537
Travel and accommodation	123,083	117,950	7,621	19,500
Total loss and comprehensive loss for the period	(1,579,735)	(4,436,481)	(664,326)	(664,326)
Basic and diluted net loss per common share	(0.03)	(0.08)	(0.03)	(0.03)

	Previous filing	Revised	Previous filing	Revised
	Three months ended	Three months ended	Nine months ended	Nine months ended
	November 30, 2016	November 30, 2016	May 31, 2017	May 31, 2016
Loss on settlement of debt	-	-	(1,792)	2,851,624
Net profits interests acquired	228,600	288,975	228,600	288,975
Shareholder communications and promotion	18,132	13,546	75,608	64,276
Travel and accommodation	54,582	59,168	185,286	196,618
Total loss and comprehensive loss for the period	(445,791)	(506,166)	(2,689,852)	(5,603,643)
Basic and diluted net loss per common share	(0.03)	(0.01)	(0.06)	(0.13)

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION

	Previous filing	Revised	Previous filing	Revised
	As at May 31, 2017	As at May 31, 2017	As at February 28, 2017	As at February 28, 2017
Capital Stock	11,405,304	14,319,095	9,715,872	9,776,247
Retained Earnings	(12,950,847)	(15,864,638)	(11,371,112)	(11,431,487)

	Previous filing	Revised
	As at November 30, 2016	As at November 30, 2016
Capital Stock	9,970,871	10,031,246
Retained Earnings	(10,706,786)	(10,767,161)

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS

	Previous filing	Revised
	Nine months ended	Nine months ended
	May 31, 2017	May 31, 2016
Net loss for the period	(2,689,852)	(5,603,643)
Net profits interests acquired	228,600	288,975
Loss on settlement of debt	-	2,851,624
Net cash flows used in operating activities	(926,398)	(697,798)
Net cash flows provided by investing activities	228,600	-

The Company has also revised the amended and restated MD&A in order to comply with the disclosure requirements set out in Form 51-102F1 including:

- the removal of certain market and industry data;
- expanded disclosure in respect of related party transactions with members of the Company's Board of Directors, executive officers as well as companies owned or controlled by them, including the payment of management and consulting fees, the granting of share-based compensation, the payment of office and rent costs and other share issuances to such persons;
- expanded and clarified disclosure in respect to the Company's arrangement with Ohmore Media Inc. ("**Ohmore**"), including the obligations of each party under the non-exclusive revenue agreement entered into between the Company and Ohmore and the terms upon which revenue is shared between the parties thereto, a copy of which can be found on the Company's profile on SEDAR, at www.sedar.com; and
- a discussion and update in respect of subsequent events since the date of filing the prior version of the Company's management discussion and analysis, which is being replaced.

About Imagination Park: Imagination Park Entertainment Inc., a publicly traded company in Canada (CSE: IP) and the USA (OTC: IPNFF) is an emerging digital content production company, working with talented filmmakers around the world to bring conventional as well as virtual reality, augmented reality, and mixed reality content to life. The Company headquarters are located in Vancouver, BC, Canada. Imagination Park has recently expanded into the China market and also maintains local executive representation.

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 Silverrstieen
President & CEO