

**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 8, 2017 and November 14, 2017

**3. News Release(s)**

A news release was issued on November 8, 2017 and disseminated via The Newswire pursuant to section 7.1 of National Instrument 51-102.

A news release was issued on November 14, 2017 and disseminated via The Newswire pursuant to section 7.1 of National Instrument 51-102.

**4. Summaries of Material Changes**

November 8, 2017 - XenoHolographic Introduces 'Xeno Tokens', New Blockchain Technology Validating 'Proof of Play' and Engagement to Monetize 3D Content Delivery

November 14, 2017 - the Company accepts a short term, no interest, C\$500,000 bridge loan from a director of Imagination Park convertible into 2,500,000 common share purchase warrants of the Company, each warrant convertible into one common share at a price of C\$0.32 per share for up to two years from the date of issue.

November 14, 2017 - The Company closes a non-brokered private placement financing (the "**Private Placement**") for aggregate gross proceeds of C\$60,000.

**5. Full Description of Material Changes**

News Releases dated November 8, 2017 and November 14, 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 November 15, 2017

SCHEDULE "A"  
to the Material Change Report dated November 15, 2017

**XenoHolographic Introduces 'Xeno Tokens', New Blockchain Technology  
Validating 'Proof of Play' and Engagement to Monetize 3D Content Delivery**

**Vancouver, B.C. – November 8, 2017** – Imagination Park Entertainment Inc. (CSE: IP) (OTC: IPNFF) ("**Imagination Park**" or "**Company**") and InterKnowlogy LLC ("**InterKnowlogy**") are pleased to announce the proposed development of Xeno Tokens<sup>®</sup> by XenoHolographic Inc. ("**XenoHolographic**"), a worldwide joint venture between Imagination Park and InterKnowlogy focused on delivering products, services and content while seamlessly enabling holographic experiences within augmented and mixed reality. When launched Xeno Tokens<sup>®</sup> intends to leverage Blockchain technology to monetize 3D content delivery.

Tim Huckaby, InterKnowlogy's co-founder and a director of XenoHolographic stated: "When businesses pay for advertising delivered to its consumers, there is little if any trustworthy 'proof of success'. Companies must rely on well-known search engines or social media platforms to report what ads were served. By leveraging Blockchain technology for 'proof', XenoHolographic intends to provide the world's first trusted content delivery network in a 3D holographic experience. Xeno Tokens<sup>®</sup> will be used by companies to pay for content delivered." Huckaby added: "Although a relatively new and emerging technology facing all the natural risks of embryonic development in the business community, InterKnowlogy has already delivered Blockchain technology and knows its strength. We believe Blockchain technology is perfectly suited for this scenario. We feel the teams at XenoHolographic, InterKnowlogy and Imagination Park have the content capability and technical expertise to monetize this unserved area of ad development and design."

The Company and XenoHolographic is expecting the launch of Xeno Tokens<sup>®</sup> in the first half of 2018 subject to a suitability review of securities and regulatory matters surrounding our leveraged Blockchain technology.

Rodney Guzman, co-founder of InterKnowlogy and Chief Technology Officer of XenoHolographic, stated: "At XenoHolographic our mission is to deliver a holographic experience delivery network. There currently does not exist a system where businesses can quickly deploy 3D, augmented reality or holographic experiences to the public. XenoHolographic will deliver this through cloud-based 3D object content management and augmented reality ready mobile apps for consumers. This is not unlike, by way of metaphor, what some large online search engines may do with online advertising."

Guzman continued: "XenoHolographic will serve 3D augmented reality objects to the public, and we will know how engaged individuals are with the 3D content. This draws parallels to an online ad-driven environment. When a consumer views a 3D augmented reality object, it is similar to an ad impression. When a consumer interacts with that same object, it is similar to an ad click-through.

"Yet, at XenoHolographic, we do not believe trust for content serving should rely solely in our hands. Validating 'proof of play' should be done by a third party. This is what Blockchain technology is well suited for – distributed trust between multiple parties. Reporting of 3D augmented reality object distribution, and whether or not those objects were interacted with, will be recorded on a Blockchain. Businesses will participate in this holographic experience delivery network with a small recurring monthly fee, and cryptocurrency tokens will be managed on the Ethereum Blockchain with smart contracts to pay for 3D augmented reality object viewing and interactions. These will be called Xeno Tokens<sup>®</sup>."

Paul Silverrstieen, CEO of Imagination Park and a director of XenoHolographic added: “With the explosion of augmented reality, we believe our novel approach to 3D augmented reality content delivery uniquely positions XenoHolographic. Thousands of businesses will be able to deliver holographic experiences instantaneously when it would have been near impossible before. Xeno Tokens<sup>®</sup> will be used as part of ‘proof of play’ of content delivery and engagement. Augmented reality is with us now, and we believe will be even more prevalent in the short term future.”

**About XENOHolographic Inc.**

XENOHolographic Inc. is a Delaware corporation focused on delivering products, services, and content enabling holographic experiences within augmented and mixed reality. This company is a joint venture formed by Imagination Park Entertainment Inc. and InterKnowlogy, LCC. Contact the company at [Info@xenoholographic.com](mailto:Info@xenoholographic.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,*

Alen Paul Silverrstieen  
President & CEO

**XenoHolographic Product Launch:  
XenoRoom & XenoSidekick  
to Launch November 28<sup>th</sup>**

**Vancouver, B.C. – November 14, 2017** – Imagination Park Entertainment Inc. (CSE: IP) (OTC: IPNFF) (FRA: GMS1) (“**Imagination Park**” or “**Company**”) and InterKnowlogy LLC are pleased to announce XenoHolographic Inc.’s (“**XenoHolographic**”) initial two products, XenoRoom and XenoSidekick, are scheduled for launch and release into the global marketplace beginning November 28, 2017. XenoRoom and XenoSidekick will, when launched, reduce the friction for consumers and companies as they deliver interactive holographic experiences to their users. XenoRoom is a location-based holographic experience engine allowing businesses to upload 3D content to the cloud and automatically download and render it. XenoSidekick is a toolkit developed to allow for seamless interaction with holograms irrespective of the augmented reality headset brand.

Alen Paul Silverstieen, CEO of Imagination Park and a director of XenoHolographic stated: “We are excited to introduce our first two augmented reality products to the world this month. XenoHolographic is positioned to be a leader in the AR marketplace and optimistic to be generating revenue in 2018. In addition, XenoPlayer, our mobile AR app, is targeted to be launched by the first quarter 2018.”

Additionally, the Company announces the acceptance of a short term, no interest, C\$500,000 bridge loan from a director of Imagination Park convertible into 2,500,000 common share purchase warrants of the Company, each warrant convertible into one common share at a price of C\$0.32 per share for up to two years from the date of issue.

Further, the Company announces it has closed a non-brokered private placement financing (the “**Private Placement**”) for aggregate gross proceeds of C\$60,000.

The Company has issued 187,500 units (the “**Units**”) at a price of C\$0.32 per Unit. Each Unit comprised of one common share and one-half of one non-transferable share purchase warrant, with each whole warrant (a “**Warrant**”) entitling the holder to purchase one additional common share of the Company for a period of up to twenty-four months from the date of issue at a price of C\$0.37, subject to accelerated expiry in certain circumstances.

The net proceeds of the Private 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 (“**AR & Mixed Reality Tech**”) as well as for general corporate purposes.

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