

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 11, 2018 and October 12, 2018

3. News Release(s)

Two news releases were issued on October 12, 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 financing and appoints Jim Skippen as Chair of the Board.

5. Full Description of Material Changes

News Release dated October 12, 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 Silverstieen, 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 October 15, 2018.

SCHEDULE "A"
to the Material Change Report dated October 15, 2018

Imagination Park Entertainment Announcing Financing

Vancouver, CANADA – October 12, 2018 – Imagination Park Entertainment Inc. (CSE: IP) (OTC: IPNFF) ("**Imagination Park**" or the "**Company**") is pleased to announce that it is proceeding with a non-brokered private placement financing (the "**Private Placement**") of 16,666,666 units (the "Units") at a price of \$0.12 per Unit for gross proceeds of CDN \$2,000,000. Currently, the Company has received firm commitments from new and existing investors as well as insiders for over \$2,000,000.

Each Unit is comprised of one common share and one non-transferable share purchase 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 \$0.25.

Insiders of the Company plan to participate for at least 10% of the Private Placement.

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 ("**AR**") 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.

Closing of the Private Placement is expected to occur the week of October 15, 2018. All securities issued will be subject to a four-month and one-day hold period. Finder's fees may be paid in connection with the Private Placement, subject to the policies of the Canadian Securities Exchange.

Management Commentary

"Two weeks ago, we signed one of America's largest malls as our first XenoHolographic Product Suite customer," said Alen Paul Silverrstieen, Imagination Park's President and CEO. "We have a healthy pipeline of over 20 prospects and believe that an investment in sales in marketing will not only accelerate the signing of future licensees but also expand awareness of how our solution can help brands create, deploy, and manage unique augmented reality marketing content for their target audiences. Management is confident in XenoHolographic Product Suite, and we are increasing our investment in the Company."

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 Silverrstieen
President & CEO
(818) 850-2490

**Imagination Park Entertainment Appoints
James Skippen Chair of the Board**

Vancouver, CANADA – October 12, 2018 – Imagination Park Entertainment Inc. (CSE: IP) (OTC: IPNFF) (“**Imagination Park**” or the “**Company**”), an augmented reality (“AR”) enterprise cloud software provider, is pleased to announce today that Mr. Jim Skippen, an independent director, has been appointed Chair of the Board, effective immediately. Gabriel Napora, former Chair of the Board, will remain a member of the Board and will continue to provide content and AR services to the Company.

Mr. Gabriel Napora said: “Today it is recognized that having an independent Board Chair is the best possible governance practice and we strive to follow the best possible practices. I am pleased to support the appointment of Jim Skippen as Board Chair and believe Jim is an ideal candidate to lead the Board as we continue to strengthen the Company. I look forward to continue with my work on the Board and in creating world class experiences in augmented reality and other areas.”

An Imagination Park Entertainment Board member since June 2018, Mr. Skippen has over 30 years of legal and management experience. Mr. Skippen led Quarterhill Inc. (formerly WiLAN) for twelve years and changed it from a struggling microcap to its current form. He has significant public board and governance experience and is currently Quarterhill Inc’s Board Chair. He is frequently recognized as one of the world’s leading intellectual property strategists. Mr. Skippen has been a lawyer for over thirty years and is a former Partner of one of Canada’s largest law firms, where his practice focused on technology transactions. In 2012, he won Cantech’s award as Canada’s Top Technology Stock Executive.

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