

**FORM 51-102F3  
MATERIAL CHANGE REPORT  
UNDER NATIONAL INSTRUMENT 51-102**

**Item 1 Name and Address of Company**

LottoGopher Holdings Inc. (the “Company”)  
1240 - 1140 West Pender Street  
Vancouver, BC  
V6E 4G1

**Item 2 Date of Material Change**

October 2, 2018

**Item 3 News Release**

A News Release was disseminated on October 2, 2018 via Newsfile

**Item 4 Summary of Material Change**

The Company announced that it entered into a Definitive Agreement with Bravio Technologies

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

**The Company announced that it has entered into a definitive agreement (the “Definitive Agreement”) as of September 28, 2018 to combine its business (the “Proposed Transaction”) with Bravio Technologies Limited (“Bravio”). If the Proposed Transaction is completed as contemplated by the Definitive Agreement, LottoGopher would acquire all of the issued and outstanding shares of Bravio in exchange for shares of LottoGopher, which would result in the shareholders of Bravio holding approximately 70% of the issued and outstanding shares of LottoGopher, calculated on a non-diluted basis, following the completion of the Proposed Transaction.**

**Completion of the Proposed Transaction would result in the operations of Bravio and LottoGopher combining to create a newly formed enterprise, offering faster and deeper market penetration across all its business verticals. These verticals include LottoGopher’s lottery messenger service, Bravio’s commercialized music App, social App, daily fantasy sports platform, B2B sports foundation lotteries and its own global messenger service. In addition, LottoGopher’s recent acquisition of PlasmaNet, with its unique lottery delivery and sales platform [Freelotto.com](http://Freelotto.com), will add a significant acquisition model to the Bravio assets. Freelotto.com is a proven direct marketing website that offers both free memberships as well as a paid subscription service for its daily sweepstakes games, attracting over 65 million members and billing over USD \$145 million in credit card transactions to date. Currently, Freelotto.com boasts over 7.3 million unique**

visitors per month. The combined enterprise will create a global technology business with sophisticated technology, potential revenue generating assets and vast industry knowledge.

The Definitive Agreement contemplates, among other things, that on or prior to October 28, 2018 Bravio will complete an equity financing with aggregate gross proceeds of no less than \$1,500,000 (the “Bravio Financing”) and that on or prior to the Effective Date Bravio will complete a brokered Public Placement with aggregate gross proceeds of no less than \$7,500,000 (the “Public Placement” and/or the “RTO Round” and together with the Bravio Financing, the “Proposed Financing”). Bravio has agreed to invest part of the Bravio Financing into the growth of the FreeLotto business in anticipation of the combined operations. The Definitive Agreement also contains customary representations, warranties and additional customary covenants for transactions of this nature and provides that the Proposed Transaction is to be completed pursuant to a plan of arrangement (the “Arrangement”).

To facilitate the Arrangement, among other things, LottoGopher will incorporate a new wholly-owned subsidiary (“LottoGopher Subco”), will complete a 10:1 share consolidation (reducing the number of issued and outstanding LottoGopher shares from 197,520,605 to approximately 19,752,061 LottoGopher shares) and will create preferred shares of LottoGopher (the “LottoGopher Pref Shares”). The purpose of the creation of the LottoGopher Pref Shares is to provide for a tax-efficient mechanism for pre-Proposed Transaction shareholders of Bravio to be issued one additional LottoGopher Share for each whole LottoGopher Pref Share in the event that in the 12 month period following the closing of the Proposed Transaction, Bravio achieves revenue of \$500,000 in any one particular month. In the event that this revenue target is not met, the LottoGopher Pref Shares would be cancelled without any further action by the holder.

Pursuant to the Arrangement, the following transactions shall occur sequentially on the closing date of the Proposed Transaction (the “Effective Date”) in the following order:

1. LottoGopher Subco and Bravio will amalgamate under the provisions of the *Business Corporations Act* (British Columbia) (the “Amalgamation”).
2. Because of the Amalgamation, each of the issued and outstanding shares of Bravio (other than those held by dissenting Bravio shareholders, each of whom will be entitled to fair value) shall be exchanged for 0.457505011 LottoGopher common shares and 0.027536918 LottoGopher Pref Shares.
3. Each issued and outstanding share of LottoGopher Subco will be exchanged for one share of the amalgamated entity.

Following the completion of the Arrangement, all outstanding Bravio options and common share purchase warrants will be exchanged for options or common share purchase warrant to acquire the applicable number of LottoGopher shares in accordance with their terms. In addition, following the completion of the Arrangement, and subject to meeting the listing requirements of the Canadian Securities Exchange (the “CSE”), the LottoGopher shares will continue to be listed on the CSE.

A comprehensive news release disclosing the aggregate purchase price of Bravio to paid by LottoGopher in LottoGopher shares will be disseminated once the individual transactions comprising the Proposed Transaction have crystallized.

The Proposed Transaction is subject to a number of conditions as set forth in the Definitive Agreement, including (without limitation), the approval of the shareholders of Bravio and LottoGopher, the completion of the Proposed Financing, and the receipt of all requisite regulatory, court and CSE approvals, including the approval of the Proposed Transaction as a “Fundamental Change” (as defined in the policies of the CSE).

LottoGopher currently intends to convene a special general meeting of its shareholders on or prior to November 30, 2018, on a date yet to be determined, to consider and approve the Proposed Transaction. All of the directors and officers of LottoGopher have entered into voting support agreements with Bravio pursuant to which they have agreed to support and vote in favour of the Proposed Transaction at the LottoGopher shareholders meeting. A comprehensive information circular containing further details of the Definitive Agreement and Proposed Transaction will be prepared and filed in connection with the shareholder meeting.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

James Morel, CEO & Director  
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**Item 9 Date of Report**

October 2, 2018