

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

Item 1 **Name and Address of Company**
LottoGopher Holdings Inc. (the “Company”)
1500 – 1055 W. Georgia Street
Vancouver, BC V6E 4N7

Item 2 **Date of Material Change**

January 16, 2020

Item 3 **News Release**

A News Release was disseminated on January 16, 2020 via Stockwatch and Baystreet

Item 4 **Summary of Material Change**

The Company announced Termination of Arrangement with Bravio Technologies Limited

Item 5 **Full Description of Material Change**

5.1 **Full Description of Material Change**

The Company announced that it has terminated its proposed Plan of Arrangement with Bravio Technologies Limited. (the “Arrangement”) as originally announced on October 2, 2018 (with updates on April 10, May 1, May 14, June 12, September 24 and October 15, 2019), since the Arrangement was not completed on or before December 31, 2019 (the “Outside Date”).

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**

Edward J. Tobin, Director & Interim CEO
Phone: 866-LOTTO-GO
Email: ir@lottogopher.com

Item 9 **Date of Report**

January 16, 2020

News Release: LOTTOGOPHER HOLDINGS INC.

LottoGopher Announces Termination of Arrangement with Bravio Technologies Limited

VANCOUVER – January 16, 2020 – LottoGopher Holdings Inc. ("LottoGopher" or the "Company") (CSE: LOTO) (OTCQB: LTTGF) (Frankfurt: 2LG) is disappointed to advise its shareholders that it has terminated its proposed Plan of Arrangement with Bravio Technologies Limited. (the "Arrangement") as originally announced on October 2, 2018 (with updates on April 10, May 1, May 14, June 12, September 24 and October 15, 2019), since the Arrangement was not completed on or before December 31, 2019 (the "Outside Date").

Edward Tobin, LottoGopher's interim CEO, commented "it's unfortunate that we had to end our proposed Arrangement with Bravio. Following Bravio's court hearings, we spoke with the Bravio team in detail and when we considered the uncertainty with the final order, our board concluded that it was in the best interests of LottoGopher and its stakeholders to terminate the proposed Bravio Arrangement."

Following the termination of the Arrangement, LottoGopher remains committed to continue to develop its businesses and to, among other things, have the Company's current cease trade order revoked to allow its shares to begin trading on the Canadian Securities Exchange as soon as practically possible.

On behalf of the Board of LottoGopher Holdings Inc.

Edward J. Tobin
Director & Interim CEO

Contact Us:

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Forward-Looking Statement

This news release contains statements and information that, to the extent that they are not historical fact, constitute "forward-looking information" within the meaning of applicable securities legislation. Forward-looking information may include financial and other projections, statements regarding expansion plans, as well as statements regarding future plans, objectives or economic performance, or the assumption underlying any of the foregoing. Statements in this news release relating to the Company's proposed change of business are forward-looking information. Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information. In respect of the Company's plans to pursue a change of business, risks would include the ability of the Company to obtain additional financing on acceptable terms. Accordingly, readers should not place undue reliance on any such forward-looking information. Further, any forward-looking statement speaks only as of the date on which such statement is made. New factors emerge from time to time, and it is not possible for the Company's management to predict all of such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. The Company does not undertake any obligation to update any forward-looking information to reflect information, events, results, circumstances or otherwise after the date hereof or to reflect the occurrence of unanticipated events, except as required by law including securities laws.

The CSE has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the contents of this news release. Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release