LOTTOGOPHER HOLDINGS INC.

FORM 2A

LISTING STATEMENT

May 18, 2017

NOTE TO READER

This Listing Statement contains a copy of the Prospectus of Lottogopher Holdings Inc. (the "**Company**") dated May 11, 2017 (the "**Prospectus**"). Certain sections of the Canadian Securities Exchange (the "**Exchange**") form of Listing Statement have been included following the Prospectus to provide additional disclosure on the Company required by the Exchange, as well as updating certain information contained in the Prospectus.

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SCHEDULE A

Lottogopher Holdings Inc.

Long Form Prospectus dated May 11, 2017

See attached.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus does not constitute a public offering of securities.

*The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any state securities laws, and except pursuant to an exemption from registration under the U.S. Securities Act and applicable state securities laws, may not be offered or sold, directly or indirectly, within the United States or to, or for the account or benefit of, a U.S. Person (as that term is defined in Regulation S under the U.S. Securities Act). This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States or to, or for the account of benefit of, any U.S Persons.*

New Issue Prospectus **May 11, 2017**

PROSPECTUS

LOTTOGOPHER HOLDINGS INC.

14,023,000 Common Shares and 7,011,500 Common Share Purchase Warrants issuable on deemed exercise of outstanding Subscription Receipts

This Prospectus is being filed by LottoGopher Holdings Inc. ("**LottoGopher**" or the "**Company**") to qualify the distribution of 14,023,000 common shares (the "**Common Shares**") in the capital of the Company and 7,011,500 Common Share purchase warrants (the "**Warrants**") of the Company issuable upon the deemed exercise of 14,023,000 issued and outstanding subscription receipts (the "**Subscription Receipts**") of the Company. The Subscription Receipts were issued in tranches which completed on December 5, 2016, January 20, 2017, February 22, 2017, February 28, 2017 and March 31, 2017, at a price of $0.25 per Subscription Receipt (the "**Offering Price**") to purchasers in the provinces of British Columbia, Ontario and Alberta on a private placement basis pursuant to certain prospectus exemptions under applicable securities legislation (the "**Private Placement**"). Collectively, the Common Shares and the Warrants are referred to herein as the "**Qualified Securities**". **The Subscription Receipts are not available for purchase pursuant to this prospectus and no additional funds are to be received by the Company from the distribution of the Qualified Securities other than the exercise price payable upon exercise of the Warrants.**

The gross proceeds from the sale of the Subscription Receipts pursuant to the Private Placement in the amount of $3,505,750 (the "**Escrowed Funds**") were deposited in escrow and are held by LML&S Services Inc., as escrow agent (the "**Escrow Agent**"), pursuant to the terms of escrow agreements dated December 5, 2016, January 20, 2017, February 22, 2017, February 28, 2017 and March 31, 2017 among the Company, the Escrow Agent and each of the holders of Subscription Receipts (collectively, the "**Escrow Agreements**"). The Escrowed Funds will be released from escrow upon satisfaction of the Escrow Release Conditions (as defined herein) and the balance of the Escrowed Funds together with interest earned thereon will be paid to the Company. The Company will use the Escrowed Funds for sales and marketing, site development and maintenance, general, administrative and other costs and for general working capital purposes. See "Use of Proceeds".

This prospectus is being filed in connection with the proposed acquisition by the Company of Galaxy Group LA, LLC ("**Galaxy**"), whereby pursuant to a merger of a wholly-owned subsidiary of the Company and Galaxy (the "**Acquisition**"), all of the issued and outstanding securities of Galaxy will be exchanged for securities of the Company.

The Company has applied to the Canadian Securities Exchange (the "**CSE**") for the listing of the Common Shares. The CSE has provided written authorization to the Company to represent its intention to apply for listing on the CSE in this Prospectus. The CSE has not approved the listing of the Common Shares. Listing is subject to the Company fulfilling all the requirements of the CSE, including meeting all minimum listing requirements. There is no guarantee that the CSE will provide approval for the listing of the Common Shares. The Common Shares have not been listed or quoted on any stock exchange or market.

There is no market through which the Subscription Receipts may be sold and purchasers may not be able to resell the Subscription Receipts acquired pursuant to the Private Placement. In addition, there is no market through which the Warrants may be sold and purchasers may not be able to resell the Warrants qualified by this prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities and the extent of issuer regulation. See “Risk Factors”.

Each Subscription Receipt is represented by a Subscription Receipt Certificate and will be deemed exchanged, without payment of any additional consideration and without any further action by the holder, for one Common Share and one-half Warrant on the satisfaction of the following escrow release conditions: (i) all conditions precedent to the closing of the Acquisition will have been satisfied, except for those conditions that have been waived by the Company in its sole discretion; (ii) the Common Shares will have been conditionally approved for listing on the CSE; and (iii) the Company will have obtained a receipt for this prospectus from the applicable regulatory authority (the foregoing being the “**Escrow Release Conditions**”). The Subscription Receipts and the conditions necessary for them to be exercised for Common Shares and Warrants are described in more detail under the heading “Plan of Distribution” in this prospectus.

Lloyd John Lemmon, a director of the Company and manager of Galaxy, James Morel, the Chief Executive Officer, General Partner and a director of Galaxy, and Kurtis Rintala, a manager of Galaxy, each reside outside of Canada. Although the persons above have appointed McMillan LLP, 1500-1055 West Georgia Street, Vancouver, BC V6E 4N7 as their agent for service of process in British Columbia, Ontario and Alberta it may not be possible for investors to enforce judgments obtained in Canada against the persons described above.

An investment in Common Shares and Warrants of the Company is highly speculative due to various factors, including the nature and stage of development of the business of the Company and Galaxy. An investment in these securities should only be made by persons who can afford the total loss of their investment. See “Risk Factors”.

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GLOSSARY

The following is a glossary of certain general terms used in this prospectus, including the summary hereof. Terms and abbreviations used in the financial statements and management's discussion and analysis included in, or appended to this prospectus are defined separately and the terms and abbreviations defined below are not used therein, except where otherwise indicated. Words importing the singular, where the context requires, include the plural and vice versa and words importing any gender include all genders.

"**Acquisition**" means the Acquisition of Galaxy on the terms and conditions set forth in the Business Combination Agreement, as supplemented and amended.

"**Acquisition Share Value**" means $0.25 per Acquisition Share.

"**Acquisition Shares**" means the Common Shares distributed to Galaxy Unitholders pursuant to the Acquisition.

"**BCBCA**" means the *Business Corporations Act* (British Columbia), as amended, together with all regulations promulgated thereto.

"**Business Combination Agreement**" means the business combination agreement dated November 30, 2016, as amended March 3, 2017, between the Company and Galaxy.

"**CCC**" means the *California Corporations Code* and the regulations made under that enactment, as amended.

"**Closing**" means the closing of the Acquisition.

"**Common Share**" means a common share in the capital of the Company.

"**company**" means unless specifically indicated otherwise, a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

"**Convertible Debentures**" means the convertible debentures issued by the Company between November 15, 2016 and February 28, 2017 in the aggregate principal amount of $1,024,000, convertible into Common Shares at any time at the discretion of the holders at a conversion price equal to CDN $0.10 per Common Share.

"**Company" or "LottoGopher**" means LottoGopher Holdings Inc., a company organized under the laws of British Columbia.

"**Effective Date**" means the date the Acquisition becomes effective.

"**Escrow Agent"** means LML&S Services Inc.

"**Escrow Agreements**" means the escrow agreements among the Company, the Escrow Agent and each of the holders of Subscription Receipts dated December 5, 2016, January 20, 2017, February 22, 2017, February 28, 2017 and March 31, 2017.

"**Escrow Deadline**" means 12 months following the closing of the Private Placement.

"**Escrow Release Conditions**" has the meaning set forth on the face page of this prospectus.

"**Escrowed Funds**" has the meaning set forth on the face page of this prospectus.

"**Escrowed Shares**" means, on completion of the Acquisition, the Common Shares, including any Acquisition Shares, subject to escrow pursuant to Exchange requirements.

"**Exchange**" or "**CSE**" means the Canadian Securities Exchange.

"**Exchange Requirements**" means the articles, by-laws, policies, circulars, rules, guidelines, orders, notices, rulings, forms, decisions and regulations of the Exchange as from time to time enacted, any instructions, decisions and directions of the Exchange (including those of any committee of the Exchange as appointed from time to time), and all applicable provisions of the securities laws of any other jurisdiction.

"**Galaxy**" means Galaxy Group LA, LLC, a limited liability company existing under the laws of California.

"**Galaxy Common Units**" means common units in the capital of Galaxy.

"**Galaxy Common Unit Exchange Ratio**" means (i) 20,000,000 *minus* the aggregate Galaxy Preferred Unit Per Unit Preference Shares for all Galaxy Preferred Units outstanding immediately prior to the effective time of the Merger and *minus* the number of Galaxy Debt Conversion Shares, *divided by* (ii) the total number of outstanding Galaxy Common Units and Galaxy Preferred Units immediately prior to the effective time of the Merger

"**Galaxy Converting Debt**" has the meaning set forth in "Acquisition and Related Transactions".

"**Galaxy Preferred Units**" means the preferred units of membership interests in Galaxy.

"**Galaxy Preferred Unit Exchange Ratio**" means the sum of (i) the Galaxy Preferred Unit Per Unit Preference Shares and (ii) the Galaxy Common Unit Exchange Ratio.

"**Galaxy Preferred Unit Per Unit Preference Shares**" means the quotient of CDN $4.68 divided by the Acquisition Share Value.

"**Galaxy Units**" means the Galaxy Common Units and the Galaxy Preferred Units.

"**Galaxy Unitholders**" means the holders of Galaxy Units and the holders of Galaxy Preferred Units.

"**LLC Subco**" means a corporation organized under the laws of California and wholly-owned by the Company.

"**MD&A**" means management's discussion and analysis of financial condition and operating results.

"**Mergeco**" means the limited liability company resulting from the Merger.

"**Mergeco Securities**" means the units of Mergeco.

"**Merger**" means the merger of the Merging Companies pursuant to the provisions of the CCC in the manner contemplated in, and pursuant to the terms and conditions of, the Business Combination Agreement.

"**Merging Companies**" means LLC Subco and Galaxy.

"**NI 52-110**" means National Instrument 52-110 – *Audit Committees.*

"**Person**" means a company or individual.

"**Private Placement**" means the non-brokered private placement of the Company of 14,023,000 Subscription Receipts which completed in tranches on December 5, 2016, January 20, 2017, February 22, 2017, February 28, 2017 and March 31, 2017, and which will result (subject to the satisfaction of the Escrow Release Conditions) in the deemed exercise of Subscription Receipts for Common Shares and Warrants.

"**Qualified Securities**" has the meaning as set forth on the face page of this prospectus.

"**Release Date**" means the date on which the Subscription Receipt Agent receives the release notice executed by the Company;

"**Regulation D**" means Regulation D promulgated under the U.S. Securities Act.

"**Resulting Issuer**" means the Company that exists upon the completion of the Acquisition.

"**Shareholders**" means holders of Common Shares.

"**Stock Option Plan**" means the proposed share option plan of the Company.

“**Subscription Receiptholder**” means holders of Subscription Receipts.

“**Subscription Receipts**” means the subscription receipts issued by the Company at an issue price of $0.25 per Subscription Receipt, pursuant to the Private Placement entitling the holder thereof to acquire, for no additional consideration, one Common Share and one-half Warrant pursuant to the terms and conditions in the Subscription Receipt Certificate.

“**Subscription Receipt Certificate**” means a certificate representing Subscription Receipts.

“**Subscription Receipt Exercise Date**” means the date the Subscription Receipts are deemed to have been exercised into one Common Share and one-half of one Warrant.

“**United States**” or “**U.S.**” means the United States of America, its territories or its possessions, any state of the United States or the District of Columbia.

“**U.S. Securities Act**” means the United States Securities Act of 1933, as amended.

“**U.S. Subco**” means a corporation organized under the laws of Delaware and wholly-owned by the Company.

“**Warrants**” means the common share purchase warrants of the Company issuable upon deemed exercise of the Subscription Receipts entitling the holder to acquire one Common Share at a price of $0.40 with an expiry date that is 12 months following the Subscription Receipt Exercise Date, subject to acceleration if the volume weighted average price of the Common Shares on the CSE exceeds $0.50 for any ten consecutive trading days.

CURRENCY PRESENTATION

In this Prospectus, unless otherwise specified or the context otherwise requires, all references to US$ are to United State (US) dollars. Canadian dollars are denoted as $ or CDN $.

The noon exchange rate on April 30, 2017, as reported by the Bank of Canada for the conversion of United States dollars into Canadian dollars was US$1.00 equals $1.3662.

NOTE REGARDING FORWARD-LOOKING INFORMATION

This prospectus contains statements and information that, to the extent that they are not historical fact, may constitute "forward-looking information" within the meaning of applicable securities legislation. Forward-looking information may include financial and other projections, as well as statements regarding future plans, objectives or economic performance, or the assumption underlying any of the foregoing. This prospectus uses words such as "may", "would", "could", "will", "likely", "except", "anticipate", "believe", "intend", "plan", "forecast", "project", "estimate", "outlook", and other similar expressions to identify forward-looking information. Examples of such statements include the intention to complete the Acquisition; the description of the Resulting Issuer that assumes completion of the Acquisition; the proposed use of available funds; the objectives and business plans of Galaxy and the Resulting Issuer; the satisfaction of the Escrow Release Conditions and the release of the Escrowed Funds; the share capital of the Resulting Issuer; the listing on the CSE; the executive compensation of the Resulting Issuer; option grants by the Resulting Issuer; the composition of the Board of Directors and management of the Resulting Issuer; and the conversion of the Galaxy Converting Debt.

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. The material factors and assumptions used to develop the forward-looking statements contained in this prospectus include the Company's ability to satisfy conditions precedent to completion of the Acquisition, including the approval of Galaxy Unitholders; the Resulting Issuer's ability to obtain regulatory approvals (including licenses and permits) in a timely manner; the Company's ability to obtain listing approval from the CSE; key personnel and qualified employees continuing their employment with the Resulting Issuer; and the Resulting Issuer's ability to secure new financing.

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. 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 Resulting Issuer's management to predict all of such factors and to assess in advance the impact of each such factor on the Resulting Issuer'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 Resulting Issuer 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.

For a more detailed discussion of certain of these risk factors, see "Risk Factors".

INFORMATION CONCERNING GALAXY

The information contained or referred to in this prospectus with respect to Galaxy and its related business has been provided by management of Galaxy and is the responsibility of Galaxy. The Company has reviewed information and documents provided by Galaxy, including audited financial statements of Galaxy. Management and the directors of the Company have relied upon Galaxy for the accuracy of the information provided by Galaxy.

PROSPECTUS SUMMARY

The following is a summary of the principal features of this distribution and should be read together with the more detailed information and financial data and statements contained elsewhere in this prospectus.

The Company: LottoGopher is a company incorporated under the BCBCA. See "Corporate Structure".

Galaxy: Galaxy is a limited liability company existing under the laws of the State of California. See "Corporate Structure".

The Acquisition: The Company and Galaxy have entered into the Business Combination Agreement, pursuant to which the Acquisition will be completed whereby Galaxy will merge with LLC Subco, an indirect wholly-owned subsidiary of the Company, and the Galaxy Unitholders will receive securities of the Company in exchange for their Galaxy Units. As a result of the Acquisition, the Company will acquire a 100% interest in Galaxy.

The Acquisition is subject to certain conditions, including, among others, the completion of the Private Placement, there being no material adverse change occurring to the business of either the Company or Galaxy and the receipt of all necessary regulatory, corporate and third party approvals, including the conditional approval of the Exchange.

Business of the Company: Since its inception, the principal business of the Company has been the identification and evaluation of businesses, assets and properties. See "General Development of the Business of the Company".

Following the completion of the Acquisition, the Resulting Issuer will continue the business of Galaxy. Galaxy's principal business since incorporation has consisted of providing a legal mechanism for the purchase of California state lottery tickets online. See "General Development of the Business of Galaxy".

The Private Placement: Pursuant to the Private Placement, the Company issued 14,023,000 Subscription Receipts for gross proceeds of $3,505,750 in a series of tranches which completed on December 5, 2016, January 20, 2017, February 22, 2017, February 28, 2017 and March 31, 2017. Each Subscription Receipt will be deemed exercised for one Common Share and one-half of one Warrant upon satisfaction of the Escrow Release Conditions. The gross proceeds from the Private Placement have been deposited in escrow pursuant to the Escrow Agreements and will be released pending satisfaction of the Escrow Release Conditions. See "Plan of Distribution" and "Description of Securities Distributed".

Issue Price: CDN $0.25 per Subscription Receipt.

Use of Proceeds: The Resulting Issuer will use the funds available to it upon the completion of the Acquisition, including the net proceeds from the Private Placement, to further its business objectives. Specifically, the Resulting Issuer will use the funds available to it upon the completion of the Acquisition, as follows:

Principal Purpose	Amount to be Expended
Sales and Marketing	$471,000
Site Development and Maintenance	$364,000
General and Administrative Expenses	$1,215,000
Unallocated General Working Capital	$557,738
TOTAL	$2,607,738

There may be circumstances, where for business reasons, a reallocation of funds may be necessary in order for the Resulting Issuer to achieve its stated business objectives. See "Use of Available Funds".

Directors and Officers of the Resulting Issuer: Upon completion of the Acquisition, the Board of Directors of the Resulting Issuers is expected to consist of James Morel, Kurtis Rintala, Lloyd John Lemmon, Alnesh Mohan and Norman Wareham. The officers of the Resulting Issuer are expected to consist of James Morel (Chief Executive

Officer), Alnesh Mohan (Chief Financial Officer) and Sheryl Dhillon (Corporate Secretary).

Selected *Pro Forma* Consolidated Financial Information: The following table contains certain unaudited *pro forma* consolidated financial information for the Company as at and for the period ended December 31, 2016 and of Galaxy as at and for the year ended December 31, 2016 and gives effect to the completion of the Acquisition and the Private Placement. This information should be read together with the audited financial statements of the Company as at December 31, 2016, the audited financial statements of Galaxy as at December 31, 2016, and the *pro forma* financial statements of the Company together with the accompanying notes which are included elsewhere in this prospectus.

	As at and for the period ended December 31, 2016 (unaudited) ($)
Sales	9,703
Operating Expenses	(1,095,951)
Listing Expense	(3,419,189)
Total Assets	3,722,627
Total Liabilities	537,156
Shareholders' Deficiency	3,185,471

See "Selected Financial Information and Management's Discussion and Analysis."

Risk Factors: The current business of Galaxy will be the business of the Company upon completion of the Acquisition. Due to the nature of Galaxy's business and the present stage of development of its business, Galaxy is subject to significant risks. Readers should carefully consider all such risks. Risk factors include, but are not limited to, the market for products or technology platform may not develop or perform as expected, changes to regulations relating to lottery sales, failure to respond to technological developments, limited operating history and operation is currently limited to one state, additional capital requirements, and competition. For a detailed description of these and other risks see "Risk Factors".

CORPORATE STRUCTURE

LottoGopher

The Company was incorporated under the BCBCA on February 10, 2016 under the name "Red Hat Investments Inc.". On January 4, 2017, the Company changed its name to "LottoGopher Holdings Inc."

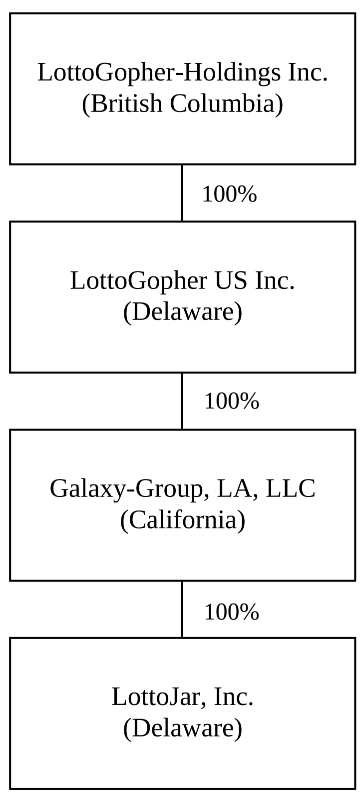
The head office of the Company is located at Suite 910 - 510 Burrard Street, Vancouver, BC V6C 3A8. The registered and records office of the Company is located at Suite 1500 – 1055 West Georgia Street, PO Box 11117, Vancouver, British Columbia V6E 4N7.

Galaxy

Galaxy is a limited liability company formed under the Beverly-Killea Limited Liability Company Act on May 9, 2007 in the State of California under the name "Galaxy Group LA, LLC". Galaxy's head office and registered office is located at 9000 Sunset Boulevard, 5th Floor, West Hollywood, California. Galaxy has one wholly-owned subsidiary, LottoJar, Inc., a company existing under the laws of Delaware, which was acquired by Galaxy on July 6, 2016.

Resulting Issuer

Following completion of the Acquisition, the Resulting Issuer will carry on the business of Galaxy. The organizational chart for the Resulting Issuer will be as follows:



The head office of the Resulting Issuer will be 3807 Wilshire Blvd. #705, Los Angeles CA 90010 and the registered and records office of the Resulting Issuer will be Suite 1500 – 1055 West Georgia Street, PO Box 11117, Vancouver, British Columbia, V6E 4N7.

ACQUISITION AND RELATED TRANSACTIONS

On November 30, 2016, the Company and Galaxy entered into the Business Combination Agreement setting out the terms of the Acquisition and certain related transactions. The following are the principal elements of the Acquisition and related transactions.

Acquisition Structure and Exchange of Securities

Prior to the closing date of the Acquisition, the Company will form U.S. Subco under the laws of Delaware as a wholly-owned subsidiary of the Company and will form LLC Subco under the laws of California as a wholly-owned subsidiary of U.S. Subco. The Acquisition will result in the merger of Galaxy and LLC Subco to form Mergeco, with the result that Mergeco will become an indirect wholly-owned subsidiary of the Company.

Pursuant to the Acquisition, the Galaxy Unitholders will receive Common Shares in exchange for their Galaxy Units, on the basis that each Galaxy Common Unit issued and outstanding before the Acquisition will be exchanged for such number of fully paid and non-assessable Common Shares equal to the Galaxy Common Unit Exchange Ratio and each Galaxy Preferred Unit issued and outstanding before the Acquisition will be exchanged for such number of fully paid and non-assessable Common Shares equal to the Galaxy Preferred Unit Exchange Ratio. As a result, the holders of Galaxy Common Units will receive an aggregate of 14,098,671 Common Shares and the holders of Galaxy Preferred Units will receive an aggregate of 4,384,439 Common Shares.

In addition, the Galaxy Unitholders that are holders of Galaxy Preferred Units both as of the date of the Business Combination Agreement and at the time of Closing, will be entitled to receive an aggregate of up to 10,000,000 Common Shares (the "**Performance Shares**"), pro rata in accordance with their holdings of Galaxy Units, subject to the following performance milestones:

(a) 50% of the Performance Shares will be issued upon the cumulative consolidated gross revenue of the Resulting Issuer from and after the Closing exceeding USD $500,000 within five years of the Closing;

(b) 25% of the Performance Shares will be issued upon the cumulative consolidated gross revenue of the Resulting Issuer from and after the Closing exceeding USD $17,000,000 within five years of the Closing; and

(c) 25% of the Performance Shares will be issued upon the cumulative consolidated gross revenue of the Resulting Issuer from and after the Closing exceeding USD $34,000,000 within five years of the Closing.

In the event that the Resulting Issuer enters into an agreement for a sale of the Resulting Issuer or a merger involving the Resulting Issuer within five years of Closing, any Performance Shares which have not yet been earned will be accelerated and issued by the Resulting Issuer prior to the completion of any such transaction. The number of Performance Shares issuable will be subject to appropriate adjustments if the Resulting Issuer undertakes a consolidation or stock dividend.

Debt Settlements

Subject to the agreement of the applicable debt holders, in connection with the Acquisition debts of Galaxy in the aggregate amount of USD $291,710 (the "**Galaxy Converting Debt**") will be settled in consideration for an aggregate of 1,516,890 Common Shares, on the basis that the holders of such Galaxy Converting Debt will each be issued a number of fully paid and non-assessable Common Shares equal to the amount of the Galaxy Converting Debt divided by the Acquisition Share Value, using a fixed exchange ratio of USD $1.00 = CDN $1.30.

Sale of Galaxy Preferred Units

Prior to Closing, the Company has also agreed that either the Company or its designated assign will purchase up to 155,694 Galaxy Preferred Units at a purchase price of US$2.88 per Galaxy Preferred Unit from holders of Galaxy Preferred Units that elect to sell to their Galaxy Preferred Units. The Company does not expect to purchase any Galaxy Preferred Units prior to Closing, as it is anticipated that such rights will be assigned to third parties.

Shareholder Approvals

The Acquisition was approved by LottoGopher Shareholders on December 22, 2016 and was approved by the holders of Galaxy Common Units and the holders of Galaxy Preferred Units by written consent effective March 31, 2017.

Appointment of Directors and Officers

Pursuant to the Business Combination Agreement, as a condition of Closing, the Board of Directors of the Company will be reconstituted to be comprised of James Morel, Kurtis Rintala, Lloyd John Lemmon, Alnesh Mohan and Norman Wareham.

For a period of three years following the Acquisition, a Shareholder designated by the Company prior to Closing and a Galaxy Unitholder designated by Galaxy prior to Closing will each be entitled to nominate for appointment or election one director to the Board of Directors of the Company.

Private Placement

As a condition to the completion of the Acquisition, the Company completed the Private Placement of Subscription Receipts on December 5, 2016, January 20, 2017, February 22, 2017, February 28, 2017 and March 31, 2017 at a price of $0.25 per Subscription Receipt for aggregate gross proceeds of $3,505,750.

The Escrowed Funds have been deposited into an interest-bearing escrow account, releasable to the Company upon the satisfaction or waiver of the Escrow Release Conditions, including the satisfaction of the conditions precedent to the completion of the Acquisition and the Company obtaining the receipt for this prospectus. In the event that the Escrow Release Conditions are not satisfied, the Subscription Receipts will immediately become null, void and of no further force or effect and, as soon as reasonably possible, and in any event within ten (10) business days following the Escrow Deadline, the Escrowed Proceeds will be returned to the holders of Subscription Receipts in an amount per Subscription Receipt equal to: (i) the Escrowed Proceeds; and (ii) interest, if any, actually earned thereon to the date of the Escrow Deadline (less any applicable withholding taxes).

Each Subscription Receipt entitles the holder thereof to receive, without payment of any further consideration, one Common Share and one-half Warrant upon the satisfaction of the Escrow Release Conditions.

See “Plan of Distribution” and “Description of Securities Distributed”.

The Business Combination Agreement

The Acquisition is being effected pursuant to the Business Combination Agreement. The Business Combination Agreement contains covenants, representations and warranties of and from each of LottoGopher and Galaxy and various conditions precedent, both mutual and with respect to each entity.

The following is a summary of certain provisions of the Business Combination Agreement. The Business Combination Agreement is filed on SEDAR and reference is made thereto for the full text thereof.

Representations and Warranties

Each of the parties to the Business Combination Agreement represents and warrants, with acknowledgement that the other party is relying on such representations and warranties in connection with the transaction contemplated in the Business Combination Agreement, with respect to, among other things, the following: incorporation; corporate power and authority; necessary proceedings; no violation; subsidiaries; equity capital; board approval; litigation; material agreements; no default; third party consents; compliance; title to property; employees; financial statements; liabilities of the company; shareholder loans; indebtedness to officers and directors; valid and binding obligation; absence of certain changes or events; corporate records; and bankruptcy.

Covenants

Each of the parties to the Business Combination Agreement covenants to do the following until the earlier of the completion of the Acquisition or the termination of the Business Combination Agreement: undertake best efforts to raise funds for the Private Placement and take reasonable steps to close the Private Placement as soon as possible; not issue any shares or securities, except as contemplated under the Business Combination Agreement; promptly advise the other party, in full particulars, about any material changes, events or breaches of any covenants or agreement in the Business Combination Agreement; and other such standard business covenants.

Each of the parties to the Business Combination Agreement will perform all obligations required or desirable to be performed under the agreement and will do all such other acts and things as may be necessary or desirable in order to consummate and make effective, as soon as reasonably practicable, the transactions contemplated under the agreement.

Mutual Covenants Regarding Non-Solicitation

Each of the parties to the Business Combination Agreement has agreed that, it will not permit any of its respective directors, officers, affiliates, employees, representatives or agents, directly or indirectly to, solicit, discuss, encourage or accept any offer for the purchase of such party or the business or the assets of such party, whether as a primary or backup offer, or take any other action with the intention or reasonable foreseeable effect of leading to any commitment or agreement to sell such party or business or the assets of such party.

Termination

The Business Combination Agreement may be terminated at any time prior to the Effective Date (a) by mutual written consent of the parties, (b) by either party if the other committed a material misrepresentation, material breach, or non-performance that is not cured within fourteen days of notice thereof, (c) by LottoGopher if Galaxy fails to fulfill its obligations by April 30, 2017 and such failure has resulted in a failure to complete the Acquisition by such date, (d) by either party if the Galaxy Unitholders do not approve the Acquisition, by Galaxy if LottoGopher fails to fulfill its obligations by April 30, 2017 and such failure has resulted in a failure to complete the Acquisition by such date, and (e) by either party if the Shareholders do not approve the Acquisition.

In the event of the termination of the Business Combination Agreement in the circumstances set out above, the Business Combination Agreement will forthwith become void and there will be no obligations on the part of the parties, provided however, that no party will be relieved of liability for any breaches of the Business Combination Agreement.

Mutual Conditions Precedent to the Acquisition

The respective obligations of the parties to the Business Combination Agreement to consummate the transactions contemplated by the Business Combination Agreement, and in particular the Acquisition, are subject to the satisfaction of, on or before the Effective Date or such other time specified, certain conditions, including, among others, the following material conditions, any of which may be waived by the mutual consent of such parties without prejudice to their right to rely on any other of such conditions:

(a) the Galaxy Unitholders and the Shareholders will have approved the Acquisition;

(b) the equity capital structure of the Resulting Issuer will be as set out in the Business Combination Agreement;

(d) the CSE will have provided conditional approval for listing of the Common Shares;

(c) there will not be in force any order or decree restraining or enjoining the consummation of the transactions contemplated by the Business Combination Agreement;

(d) all consents, orders and approvals required, necessary or desirable for the completion of the transactions provided for in the Business Combination Agreement will have been obtained or received from the requisite persons, authorities or bodies;

(e) there will not be pending or threatened any suit, action or proceeding by any governmental body that has a reasonable likelihood of success, which would prohibit or restrain the transactions contemplated by the Business Combination Agreement; and

(f) there will be no action or proceeding pending or threatened by any person which would prohibit or restrain the transactions contemplated by the Business Combination Agreement or the right of either LottoGopher or Galaxy to conduct its business after closing.

The foregoing conditions are for the mutual benefit of LottoGopher and Galaxy and may be waived, in whole or in part, jointly by the parties at any time.

GENERAL DEVELOPMENT OF THE BUSINESS OF THE COMPANY

The Company was incorporated on February 10, 2016 and to date has not carried on any active business or operations. The principal business of the Company has been to identify and evaluate businesses and assets with a view to completing a going public transaction and, having identified and evaluated such opportunities, to negotiate an acquisition or participation subject to acceptance by the Exchange.

The Company entered into the Business Combination Agreement effective November 30, 2016 with respect to the Acquisition of Galaxy by the Company. See "Acquisition and Related Transactions".

To date, the Company has advanced loans in the aggregate principal amount of US$608,421.40 and CDN$38,676.00 to Galaxy pursuant to a promissory note issued by Galaxy in favour of the Company. The loans are non-interest bearing and repayable on demand, provided that in the event that the Business Combination Agreement is terminated by Galaxy as a result of a material misrepresentation or material breach of the Business Combination Agreement by the Company, or in the event that the Acquisition does not complete by April 30, 2017 as a result of the failure of the Company to fulfill its obligations under the Business Combination Agreement, USD $250,000 of such advances will be forgiven by the Company.

The Company completed a private placement, in two tranches, taking place on June 1, 2016 and September 23, 2016 of 15,775,000 Common Shares at an issue price of $0.02 per Common Share for aggregate gross proceeds of $315,500. Under the first tranche, which closed on June 1, 2016, the Company issued 6,975,000 Common Shares for proceeds of $139,500. Under the second tranche, which closed on September 23, 2016, the Company issued 8,800,000 Common Share for proceeds of $176,000.

Between November 15, 2016 and February 28, 2017 the Company completed private placements of Convertible Debentures for aggregate gross proceeds of $1,024,000. The Convertible Debentures are convertible into Common Shares at any time at the discretion of the holder, and will automatically convert into Common Shares in connection with the satisfaction of all conditions to the Acquisition and listing on the Exchange, in each case at a conversion price of $0.10 per share. The maturity date of the Convertible Debentures is two years from their date of issue. The Convertible Debentures bear interest from the date of issue at a rate of 8% per annum, calculated and payable on the earlier of maturity or the date of conversion to Common Shares. As of April 30, 2017, the Convertible Debentures had accrued interest of $24,707. In the event that the Transaction and listing on the Exchange does not occur prior to the date that is six months from the date of issue of the Convertible Debentures, a penalty of 5% of the number of Common Shares that would be issuable upon conversion of the Convertible Debentures will accrue for each month after such deadline, up to a maximum penalty of 15%. In connection with the private placements of Convertible Debentures the Company paid aggregate finder's fees of $29,925 cash and issued 122,500 Common Shares to a finder at a deemed price of $0.15 per share.

On December 5, 2016, January 20, 2017, February 22, 2017, February 28, 2017 and March 31, 2017, the Company completed the Private Placement of an aggregate 14,023,000 Subscription Receipts at a purchase price of $0.25 per Subscription Receipt for aggregate gross proceeds of $3,505,750. In connection with the Private Placement, the Company paid, or will pay upon the escrow release, aggregate finder's fees of $264,990 and issued 1,049,200 common shares purchase warrants to finders, each of which is exercisable to purchase one Common Share at a price of $0.40 per share for a period of 12 months from the applicable closing date. See "Plan of Distribution" for a description of the terms of the Subscription Receipts.

Following the completion of the Acquisition, the Company will continue the business of Galaxy. See "Business of Galaxy".

GENERAL DEVELOPMENT OF THE BUSINESS OF GALAXY

Overview

Galaxy owns, operates, and maintains LottoGopher.com, an online provider of California state lottery tickets. It provides California resident consumers with the ability to order such lottery tickets online using debit or credit cards, and offers a web based platform for consumers to share winnings in groups. LottoGopher.com is currently the only provider in the State of California capable of allowing consumers to order lottery tickets online.

History

Galaxy was organized in the State of California and is in the business of providing consumers an online alternative to order lottery tickets in California.

The initial concept for the platform was conceived in 2006. From 2006 to 2008, research and development was undertaken to assess the legality and viability of the concept as a commercial enterprise, and seed investment totaling $40,000 was raised. In 2009, a preliminary version of the LottoGopher.com website was built in partnership with engage:BDR, an online advertising firm.

In 2010, Wells Fargo credit card underwriting department reviewed Galaxy with regards to the Unlawful Internet Gambling Enforcement Act and determined that Galaxy provides a messenger service and is therefore fully compliant with regards to the Unlawful Internet Gaming Enforcement Act. Management additionally met with Lieutenant of Security/Law Enforcement Division of the California State Lottery at the Galaxy offices to submit to background checks and a review of the website operations, then again with the Deputy Director of Security & Law Enforcement for a follow up visit after website changes were made to come into full compliance with state law and lottery regulations. In September 2010 the beta version of the website was opened to public orders for testing.

Three subsequent versions of the website were built and released in beta versions between 2011 and 2012, testing various features and user behavior. Limited marketing tests were also conducted in partnership with engage:BDR, utilizing social media and paid ad placements. In 2013, Galaxy sought and received $617,000 in Series A funding as a private placement from a total of 30 high net worth individuals and the Pasadena Angels investor group. These funds were utilized to complete a version of the website and associated marketing programs that would be released in 2014 to collect additional data on the scalability of Galaxy.

In 2014, Galaxy entered into an equity partnership with Lottoland.com, a website with a similar concept that operates outside of the United States, which included a $500,000 investment, an agreement not to compete or operate in the U.S., and the sharing of performance and operational data with Galaxy. This strategic partnership was designed to bolster the knowledge base of the company prior to the planned expansion outside of California. With the completion of the website features, back end administration and marketing engines based on the Lottoland model, Galaxy management began preparations for a public offering.

In 2016, Galaxy entered into a Stock Purchase Agreement to purchase all of the shares of LottoJar, Inc. ("**LottoJar**") in consideration for 171,600 common shares of the Company to be issued upon completion of the Acquisition and payment of LottoJar's legal fees in the amount of US$10,851. LottoJar will continue operations in the short term with a longer term goal of having their subscribers convert to the LottoGopher.com platform. The acquisition of LottoJar not only adds to Galaxy's subscriber base, but it also provides a credit card processing engine. LottoJar was incorporated in July 2012. LottoJar started taking orders in March of 2013. The platform was developed to eventually become a full analytics suite for state lotteries. The first version of the website allowed customers to place orders, and a ticket courier would pick up the ticket on the customer's behalf. Customer orders were monthly subscriptions that allowed them to buy a maximum number of tickets every month (52 tickets per month). Later in 2013, LottoJar contacted the California State Lottery Board to communicate they had set up operations and to discuss the business model. LottoJar wanted to ensure the business offering and regulatory compliance requirements were meeting the California State Lottery Board regulations. During 2014, LottoJar made a number of usability enhancements to the site, as well as improvements to the fulfillment process.

Description of Galaxy's Business

Principal Business

LottoGopher.com offers two primary draws to its consumers. The first is that the site improves and modernizes the ordering process, making it easier to regularly play the lottery. Users who do not have cash can order tickets through LottoGopher.com rather than skipping a drawing. Other online tools make management easier for users, specifically, ongoing subscriptions can be subscribed for to ensure that a user can automatically repeat orders for every drawing. Galaxy seeks to use these tools to attract consumers who don't regularly play due to the inconvenience of brick and mortar stores, which in the State of California, can only sell lottery tickets for cash.

The second draw that LottoGopher.com provides is to have online pooling features, making it easy for groups to order their tickets in bulk. Online pooling also provides users with the ability to organize creation of groups for those not in physical proximity, and to distribute group winnings on an ongoing basis online, which makes it easier to form pools. It has become common practices for groups of people to pool their money and order lottery tickets, particularly for very large jackpots. LottoGopher.com is the only website currently available to manage the popular practice of the "office pool". Simple tools are provided for users to create online groups for up to 99 players, invite friends to join, order tickets and manage payouts.

The community-oriented site is designed as a destination for users to network, share strategy, and interact in groups. Galaxy's management believes that the creation of social experiences through the platform of LottoGopher.com may result in increased customer loyalty as a result of the experience of using LottoGopher.com. This belief is centered around the idea of changing the experience of playing the lottery and the excitement of huge potential winnings is transformed from buying a ticket alone and tucking it away into your wallet to the shared camaraderie and group play of the LottoGopher.com community.

The LottoGopher.com website includes age verification security features that also ensure in-state residency for all users. LottoGopher.com uses an official lottery ticket sales outlet to purchase the tickets, using the exact numbers customers wish to play. Each ticket is legally assigned to the ordering player and physically stored in a secure location.

After every drawing, each player's chosen number combination (encrypted in Galaxy's system) is compared to the official winning numbers and all winning player accounts are instantly updated to show the winning tickets balance amount. For winnings up to $600, the winning ticket can be redeemed by a lottery vendor, and is done so as per state lottery regulation. For winnings of $600 or more there is a state lottery requirement that the redemption occur at the lottery office. The winning player is contacted and given the options to have the Galaxy either fill out the redemption form on behalf of the winning player, or have Galaxy deliver the redemption form and winning ticket to the winning player to complete and take into the lottery office to collect their winnings. 100% of the proceeds from any winning ticket go to the assigned players. LottoGopher.com takes no percentage of any player's lottery winnings.

Features of LottoGopher.com's platform include:

- monthly subscriptions give players tickets in each drawing with options to order more;
- players can order multiple subscriptions to play in multiple groups for each draw;
- additional option allows for one-time, single ticket or bulk orders;
- separate subscriptions can be ordered for SuperLotto Plus[1], MEGA Millions[2] and POWERBALL®[3];

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[1] SuperLotto Plus costs $1 per play. Players pick 5 numbers from a field of 1 to 47 and a MEGA number from 1 to 27 on a SuperLotto Plus play slip. Or, play randomly generated numbers with Quick Pick®. There are two draws per week right on Wednesdays and Saturdays.

[2] MEGA Millions is a draw game available through 46 lotteries nationwide and known for its big jackpots. Players pick five lucky numbers from 1 to 75 and one MEGA number from 1 to 15 on a MEGA Millions play slip. Or, play randomly generated numbers with Quick Pick®. The jackpot prize for MEGA Millions is the same for all the states.

- players are alerted about drawing outcomes with options to upgrade & increase their play;
- jackpot alerts via email and social media encourage additional one-time ticket orders; and
- players are provided tools to invite friends to play through social media (e.g. Twitter and Facebook).

LottoJar Acquisition

On July 6, 2016, Galaxy acquired a 100% interest in LottoJar. Galaxy's acquisition of LottoJar provided Galaxy with the following:

- a credit card processing account for the Galaxy business model of ticket courier services;
- active and prospective customer lists of online orders for California Lottery tickets;
- technology to offer and fulfill additional California lottery games beyond SuperLotto Plus, MEGA Millions and POWERBALL®; and
- the acquisition of a potential competitor in the early stages of the California market growth period.

Principal Products or Services

Currently, all of Galaxy's revenues are derived from membership subscriptions. Galaxy earns revenue from the following membership subscriptions:

- 24-hour passes ($3);
- monthly recurring memberships ($12 / month); and
- annual recurring memberships ($99 annually)

Membership allows access to additional features designed to improve the lottery experience. Consumers can set up their own digital dashboard to order tickets at the same prices as in the store, browse pools, view their past and current tickets, check winning numbers, cash in winnings, manage billing options and upgrade memberships.

Users have the option to order single tickets for the next drawing or sets of eight tickets for the next eight drawings. Numbers can be individually selected with the option to save them for upcoming drawings or users can choose the "Quick Pick" option, which generates numbers at random. LottoGopher.com secures these tickets from an authorized lottery vendor location and provides safe storage until the drawing. After the drawing, players are notified about drawing outcomes.

After ordering a lottery ticket, monthly and yearly members can create or join a public or private lottery pool to increase their odds of winning. Similar to an office pool, if any member of the group wins, everyone in the pool shares the prize. LottoGopher.com has various themed public lottery pools with up to 100 members in each group. The platform offers a variety of hints, strategies and information about playing in pools

The Past Winning Number Analyzer tool gives users access to the results of past drawings. With this tool, users can determine if they want to either play a "hot" number – selected in recent draws - or one that has been "cold" and not picked recently. Each number is ranked by its frequency of hits during the duration of specific

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However, in California all other prizes are pari-mutuel, meaning payouts are based on sales and the number of winners.

[3] POWERBALL® is a multi-state, mega-jackpot lottery game. Each play costs $2 through the California Lottery. Players choose five unique numbers from 1 to 69 (white balls), and one POWERBALL® number from a second field of numbers from 1 to 26 (red balls). Or, play randomly generated numbers with Quick Pick®. There are nine ways to win. The jackpot is won by matching all five white balls in any order and the red POWERBALL®. Each POWERBALL® play costs $2. POWERBALL® tickets cannot be cancelled.

drawings. Winners' Financial Resources provide winners with tips on what to do after hitting the jackpot including advice from past winners and other published resources.

Member forums provide lottery tips, tricks and strategies through user-generated content. The company blog is updated with lottery news, scam alerts, technology trends and winners' stories.

Users can order a gift of POWERBALL®, MEGA Millions or SuperLotto Plus lottery tickets and deliver them instantly to friends via email. In addition, users can invite their friends to play along with them.

Operations

Galaxy has built, owns and maintains LottoGopher.com, as the basis for its service offering.

Market Overview

Galaxy currently only operates in the State of California, but intends to expand operations to up to 22 of the 44 states that offer lottery games.

The U.S. market for lottery products exceeds USD $58 billion annually. The California market spent USD $5.525 billion on lottery in 2015, with per capita spending of $142. Examples of other potential markets include New York, with annual sales of USD $7.251 billion and per capita spending annually of $367, Massachusetts with annual sales of USD $5.0 billion and per capita spending annually of $740, and Georgia with annual sales of USD $4.195 billion and per capita spending annually of $415[4].

Marketing Plans and Strategies

Galaxy's strategy includes promoting the LottoGopher.com website through strategic business relationships with two entities: engage:BDR and Lottoland.

engage:BDR, founded in 2009, is a marketing technology company primarily focused on display and video advertising. They work with publishers, platforms, brands, and agencies to power effective cross-device campaigns through both IAB standard and proprietary ad units. The company is a leader in the programmatic video advertising space, and has ranked #9 on comScore's US Video Advertising Rankings[5]. Lottoland is the largest and fastest growing cash-positive lottery provider in the European market. Their team of over 100 online lottery professionals have extensive knowledge in the technology, business intelligence, customer acquisition, customer retention, and scalability strategy.

engage:BDR and Lottoland each work with Galaxy to develop, implement and refine marketing and customer experience initiatives designed to grow company revenues and the customer base. Each is a Galaxy Unitholder, and on completion of the Acquisition will be shareholders of the Resulting Issuer.

Competitive Conditions

Galaxy currently has no competitors in the California market, and to the knowledge of the management of Galaxy, no similar online lottery service providers exist in the United States. The anticipated growth of Galaxy into other areas of the United States currently does not have a competitive market; however, other businesses offering similar services exist in other parts of the world, particularly Europe, which has several large online lottery service providers such as Lottoland, theLotter and Wintrillions**.** As Galaxy anticipates developing the market for its services and products in the United States, there can be no guarantee that these existing providers of online lottery services will not enter the North American market and become competitive with Galaxy. Barriers to entry for potential competitors include the costs and time of researching and constructing a legally compliant business model, coding and building of a secure web platform, sourcing and integrating all associated vendor-provided integrations, and the development of ticket procurement technology and a vendor network required for tickets to be secured.

[4] La Fleur's Magazine September October 2015.
[5] comScore 2016: http://www.comscore.com/Insights/Rankings/comScore-Releases-January-2016-US-Desktop-Online-Video-Rankings

Galaxy believes that it has a first mover advantage where the current lack of competition provides an opportunity for Galaxy in its target markets.

Future Developments

Following completion of the Acquisition, Galaxy intends to implement a planned program to scale operations and expand its customer base. The technical development team that previously designed and coded LottoGopher.com will be re-engaged to handle engineering for all new website features and state markets. An experienced marketing team has been identified to work with Galaxy's internal partners and external vendors to drive customer acquisition and retention. Marketing and advertising budgets will be utilized across a variety of platforms and channels, including paid search, organic search engine optimization, pay per click, display ads, social media websites and with internet influencers. Programs will be tested in California in early 2017 before being expanded to additional U.S. states. This nationwide expansion will be developed and implemented by both a legal and an operations representative.

Proprietary Protection

Galaxy has designed and maintains their web-based platforms. Galaxy relies on a combination of trademarks, trade secrets, copyright laws and contractual restrictions to protect the proprietary aspects of its products and services. These legal protections afford only limited protection. Galaxy may selectively pursue patenting of further technology developed in the future.

Currently Galaxy does not have any patents or patents pending. Galaxy may file for patents regarding aspects of its platform, services and delivery method at a later date depending on the costs and timing associated with filing. Galaxy may make investments to further strengthen its copyright protection going forward, although no assurances can be given that it will be successful in such endeavours.

Galaxy owns U.S. Trademark Registration No. 3627523, registered May 26, 2009, for LOTTO GOPHER®.

Galaxy seeks to limit disclosure of its intellectual property by requiring employees, consultants, and partners with access to its proprietary platform and information to execute confidentiality agreements and non-competition agreements and by restricting access to proprietary information.

Due to rapid technological change, Galaxy believes that factors such as expertise and technological and creative skills of its personnel, new services and enhancements to its existing services are more important to establish and maintain an industry and technology advantage than other available legal protections.

Despite Galaxy's efforts to protect its proprietary rights, unauthorized parties may attempt to copy aspects of its services or to obtain and use information that both entities regard as proprietary. The laws of many countries do not protect proprietary rights to the same extent as the laws of the United States or Canada. Litigation may be necessary in the future to enforce Galaxy's intellectual property rights or to defend against claims of infringement. Any such litigation could result in substantial costs and diversion of resources and could have a material adverse effect on Galaxy's business, operating results and financial condition. There can be no assurance that Galaxy's means of protecting its proprietary rights will be adequate or that its competitors will not independently develop similar services or products. Any failure by Galaxy to adequately protect its intellectual property could have a material adverse effect on its business, operating results and financial condition.

Lending

Galaxy does not have an investment policy, nor does it have any lending or investment restrictions. Galaxy has not been involved in or filed bankruptcy, voluntary bankruptcy, receivership or similar proceedings.

Location

Galaxy's offices are currently located at 3807 Wilshire Blvd. #705, Los Angeles, California, which is anticipated to remain the location of the offices on completion of the Acquisition.

Regulatory Framework

Galaxy offers a messenger service in the State of California that provides storage and handling of lottery tickets that its subscribers legally own. Galaxy does not act as a retailer of California lottery tickets and instead purchases tickets from those retailers. As such, Galaxy is not required to enter into a contract with the California Lottery Commission under the California State Lottery Act and there is no licensing requirement to operate a messenger service.

The Unlawful Internet Gambling Enforcement Act of 2006 regulates online gaming in the United States. It prohibits gambling businesses from knowingly accepting payments in connection with the participation of another person in a bet or wager that involves the use of the Internet and that is unlawful under any federal or state law. The existing law strongly suggests that Galaxy, which merely operates as an intermediary between the customer and a licensed California lottery vendor, is not engaged in the business of betting or wagering and subscribers to LottoGopher.com do not participate in unlawful Internet gambling. Given the state of the law, Galaxy's uninterrupted operations in California for over seven years, and other considerations, the management of Galaxy believes that its business is legally compliant and does not contravene any applicable federal or state laws relating to gaming or lottery sales.

The Company has relied upon legal opinions from Berra Law in connection with the preceding discussion of the current legal environment for the Company's business in California.

Currently, Galaxy operates only in the State of California. As described elsewhere in this prospectus, the Company's business plans include expanding its business outside the State of California. A decision to expand into other states will be subject to the Company confirming that its business is legally compliant in such jurisdictions.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

Selected Financial Information of the Company

The following selected financial information has been derived from and is qualified in its entirety by the audited financial statements of the Company for the period from incorporation (February 10, 2016) to December 31, 2016 and notes thereto included in this prospectus, and should be read in conjunction with such financial statements and the related notes thereto, along with the Management's Discussion and Analysis ("**MD&A**") included in Schedule A of this prospectus. All financial statements of the Company are prepared in accordance with International Financial Reporting Standards.

All amounts referred to as being derived from the financial statements of the Company are denoted in Canadian Dollars.

	As at and for the period from incorporation on February 10, 2016 to December 31, 2016 (audited) ($)
Revenue	-
Total Expenses	(467,285)
Total Assets	605,968
Total Liabilities	721,700
Total Equity	(115,732)

Selected Financial Information of Galaxy

The following selected financial information has been derived from and is qualified in its entirety by the audited annual financial statements of Galaxy for the years ended December 31, 2016 and December 31, 2015 and notes thereto included in this prospectus, and should be read in conjunction with such financial statements and the related notes thereto, along with the MD&A included in Schedule B of this prospectus. All financial statements of Galaxy are prepared in accordance with International Financial Reporting Standards.

All amounts referred to as being derived from the financial statements of Galaxy are denoted in US$.

	As at and for the year ended December 31, 2016 (audited) (US$)	**As at and for the year ended December 31, 2015 (audited) (US$)**
Sales	7,322	10,026
Operating Expenses	(263,282)	(396,701)
Other Expenses	(18,130)	(20,261)
Total Assets	49,544	9,131
Total Liabilities	823,862	509,359
Partners' Deficiency	(774,318)	(500,228)

Selected Pro Forma Financial Information

The following selected financial information has been derived from and is qualified in its entirety by the *pro forma* financial statements of the Company for the period ended December 31, 2016 (unaudited) and notes thereto included in this prospectus, and should be read in conjunction with such financial statements and the related notes thereto, included in Schedule C of this prospectus. The *pro forma* financial statements of the Company are prepared in accordance with International Financial Reporting Standards.

All amounts referred to as being derived from the *pro forma* financial statements of the Company are denoted in Canadian dollars.

	As at and for the period ended December 31, 2016 (unaudited) ($)
Sales	9,703
Operating Expenses	(1,079,408)
Listing Expense	(3,419,189)
Total Assets	3,722,627
Total Liabilities	537,156
Shareholders' Deficiency	3,185,471

Management's Discussion and Analysis

The MD&A of the Company from the date of incorporation (February 10, 2016) to December 31, 2016 is attached to this prospectus at Schedule A.

The MD&A of Galaxy for the years ended December 31, 2016 and 2015 are attached to this prospectus as Schedule B.

The MD&A for each of the Company and Galaxy should be read in conjunction with the respective financial statements and the accompanying notes thereto included in this prospectus. Certain information contained in the MD&A constitutes forward-looking statements. These statements relate to future events or to our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward looking statements. See "Forward-Looking Statements" and "Risk Factors".

USE OF AVAILABLE FUNDS

Available Funds

The Company will receive net proceeds of approximately $3,240,760 upon release of the Escrowed Funds from the Private Placement, after deducting finders' fees of $264,990. The net proceeds, after deducting the sum of $633,022, representing the estimated combined working capital deficiency of the Company and Galaxy as at April 30, 2017, results in $2,607,738 in available funds on a *pro forma* basis.

Use of Available Funds

The Company expects to use the funds available to it upon completion of the Acquisition, including the funds available upon release of the Escrowed Funds, as follows:

Item	Amount
Sales and Marketing	$471,000
Site Development and Maintenance	$364,000
General and Administrative Expenses(1)	$1,215,000
Unallocated Working Capital	$557,738
Total	$2,607,738

Notes:

(1) General and administrative expenses for the twelve months following completion of the Acquisition are expected to include, among other things, salaries and consulting fees ($1,009,000), rent ($20,000), telecommunications ($9,000), legal fees ($56,000), audit fees ($37,000), insurance ($27,000) and Exchange listing and other filing fees ($57,000). Salaries and consulting fees include amounts payable to the Company's executive officers as described under the heading "Executive Compensation".

Galaxy incurred negative cash flows from operating activities in its most recently completed financial years. The Company may use a portion of the proceeds of the distribution to fund anticipated negative cash flow from operating activities in future periods as it executes its business plan. Upon completion of the Acquisition, the Company's anticipated cash burn rate is approximately $500,000-$600,000 per quarter before taking into account any revenue.

The Company anticipates that it will have sufficient cash available, following the completion of the Private Placement and the Acquisition, to execute its business plan and to pay its operating and administrative costs for at least twelve months following completion of the Acquisition.

Unallocated funds are working capital is intended to be for contingency purposes. Should the Company increase its sales and marketing efforts or incur additional costs for onsite development and maintenance, the unallocated working capital will be directed towards these items. Unallocated funds will be deposited in the Company's bank account and added to the working capital of the Company. The Chief Financial Officer of the Company is responsible for the supervision of all financial assets of the Company. Based on the Company's cash flow requirements, management will determine the appropriate level of liquidity required for operations and will draw down such funds as necessary.

There may be circumstances, where for business reasons, a reallocation of funds may be necessary in order for the Company to achieve its stated business objectives.

Business Objectives and Milestones

Upon completion of the Acquisition, the business of Galaxy will be the business of the Resulting Issuer. The Resulting Issuer's business objectives will include the following:

Business Objective	Significant Events	Estimated Costs related to Event	Time Period
Expand business operations in California	Increase subscription base	$40,000	April – June 2017
	Ensure optimal performance and functioning of the online platform	$20,000	
	Increase awareness of service through display advertising and marketing campaigns	$80,000	
	Search engine optimization (SEO) and monitor subscription renewals	$30,000	
	Recruit staff for various positions within the organization	$30,000	
Commence nationwide expansion plan to add up to 22 additional lottery states	Market research for first identified state	$110,000-$150,00	July 2017 - June 2019
	Ensure legal compliance in the identified states	$792,000-$1,080,000	
	Set up relationships with local lottery vendors	$110,000-$150,000	
	Hire local personnel	$165,000-$225,000	

The Company intends to increase its subscription base in the State of California by increasing awareness of the service offering through display advertising and marketing campaigns, including utilizing social media. It will also review the various campaigns to determine the effectiveness of the program which result in sales.

The Company will ensure optimal performance and functioning of the online platform by continuously testing client data (site visits leading to sales) to determine behavior and metrics generating sales. Search engine optimization (SEO) will be utilized to attract potential customers to the website through keyword searches.

As the Company expands its operations in California and executes its business plan, it will need to recruit additional staff. Initially, the Company will be adding a Marketing Director, marketing team member, digital designer to maintain and monitor the website and two customer service personnel. This is in addition to the existing engineering, compliance team, finance and management team.

The Company has identified 22 additional states for consideration for future expansion at this time. The Company's determination of which states to initially target for expansion will be subject to the Company's market review and the Company's review of the applicable regulatory frameworks and legal compliance in each state. As part of the expansion plan, external legal counsel will be engaged to research the state gaming laws and regulatory compliance registration matters.

In order to execute on its nationwide expansion plan, the Company expects that it will need to raise additional capital in the future through equity or debt financings. The Company also expects that a portion of its expansion plans may be funded from sales which are generated from operations following completion of the Acquisition.

DESCRIPTION OF SECURITIES DISTRIBUTED

Authorized and Issued Share Capital

The authorized capital of the Company consists of an unlimited number of Common Shares without par value and preferred shares without par value, issuable in series. As of the date hereof, there are 15,962,251 Common Shares issued and outstanding.

Common Shares

The holders of Common Shares are entitled to dividends, if, as and when declared by the Board of Directors, to one vote per Common Share at the meetings of the shareholders of the Company and, upon liquidation, to share equally in such assets of the Company as are distributable to the holders of Common Shares. All Common Shares outstanding after completion of the Acquisition and the Private Placement will be fully paid and non-assessable. Assuming completion of the Acquisition, the Private Placement and the related transactions as contemplated in this prospectus, it is expected that there will be approximately 60,920,611 Common Shares issued and outstanding upon completion of the Acquisition, including 10,240,000 Common Shares issuable on conversion of the Convertible Debentures and 14,023,000 Common Shares issuable upon deemed exercise of the Subscription Receipts. See "Consolidated Capitalization – Fully Diluted Share Capital."

Warrants

The Company expects to issue approximately 7,011,500 Warrants upon deemed exercise of the Subscription Receipts. The Warrants will be represented by Warrant Certificates to be issued by the Company. The following summary of certain provisions of the Warrants does not purport to be complete and is qualified in its entirety by reference to the provisions of the Warrant Certificates.

Each Warrant will be exercisable by the holder to acquire one Common Share at a price of CDN $0.40 for a period of 12 months following the Subscription Receipt Exercise Date. The Warrants will be subject to an accelerated expiry if the volume weighted average price of the Common Shares on the Exchange exceeds $0.50 for any ten consecutive trading days, and provided that the Common Shares trade on at least ten of such trading days, in which event the holder may, at the Company's election, be given notice that the Warrants of the Company will expire 30 days following the date of such notice. The Warrants may be exercised by the holder during the 30 day period between the notice and the expiration of the Warrants.

The number of Common Shares issuable upon exercise of the Warrants will be subject to standard anti-dilution provisions, including an adjustment in certain events including, without limitation, the subdivision or consolidation of the outstanding Common Shares, the issue of Common Shares or securities convertible into Common Shares by way of stock dividend or distribution, a dividend or distribution paid to all or substantially all of the holders of Common Shares, the issue of rights, options or warrants to all or substantially all of the holders of Common Shares in certain circumstances, and the distribution to all or substantially all of the holders of Common Shares of any other class of shares, rights, options or warrants, evidences of indebtedness or assets. The number of Common Shares issuable upon exercise of Warrants will also be subject to standard anti-dilution adjustments upon share consolidations, share splits, spin-off events, rights issues and reorganizations.

PLAN OF DISTRIBUTION

This prospectus qualifies the distribution of the Qualified Securities, consisting of the Common Shares and Warrants issuable upon the deemed exercise of the previously issued Subscription Receipts. The Subscription Receipts were sold to subscribers at a price of $0.25 per Subscription Receipt for aggregate proceeds of $3,505,750, which amount was deposited into escrow pursuant to the terms of the Escrow Agreements. The Escrowed Funds, including accrued interest on such amount, will be released to the Company from escrow upon satisfaction of the following Escrow Release Conditions:

(a) all conditions precedent to the closing of the Acquisition will have been satisfied, except for those conditions that have been waived by the Company in its sole discretion;

(b) the Common Shares will have been conditionally approved for listing on the CSE; and

(c) the Company will have obtained a receipt for this prospectus from the applicable regulatory authority.

The Company intends to apply to list its Common Shares on the CSE. Listing will be subject to the Company fulfilling all the listing requirements of the CSE.

The Subscription Receipts and the underlying Common Shares and Warrants have not been and will not be registered under the U.S. Securities Act or under any state securities laws. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities qualified for distribution hereunder within the United States or to U.S. persons (as defined in Regulation S under the U.S. Securities Act).

Certain of the Subscription Receipts were offered and sold in the United States to a limited number of "accredited investors," as defined in Rule 501(a) of Regulation D under the U.S. Securities Act, pursuant to Rule 506 of Regulation D, and were issued as "restricted securities" as defined in Rule 144(a)(3) under the U.S. Securities Act. Any Common Shares and Warrants issued on deemed exercise of the Subscription Receipts will also be "restricted securities," and the certificates representing such Common Shares and Warrants will contain legends to the effect that the Common Shares and Warrants have not been registered under the U.S. Securities Act and may only be offered for sale pursuant to certain exemptions from the registration requirements of the U.S. Securities Act.

The Subscription Receipts were issued pursuant to the terms of the Subscription Receipt Certificates representing the Subscription Receipts and the Escrow Agreements. The Subscription Receipt Certificates provide, among other things, that holders of Subscription Receipts are entitled to receive in respect of each Subscription Receipt held, without additional consideration and without any further action on the part of the holder thereof, one Common Share and one-half Warrant. The Subscription Receipts will be deemed exercised for Common Shares and Warrants on the satisfaction of the Escrow Release Conditions. If the Escrow Release Conditions are not met on or before the date which is 12 months following the closing date of the Private Placement, the Subscription Receipts will immediately become null, void and of no further force or effect and the Escrowed Funds will be returned to the holders of Subscription Receipts.

The Warrants will be represented by Warrant Certificates to be issued by the Company. See "Description of the Securities Distributed – Warrants".

In connection with the Private Placement, the Company will pay aggregate finders' fees of $264,990 cash and has issued finders an aggregate of 1,049,200 share purchase warrants (the "**Finder's Warrants**"). Each Finder's Warrant entitles the holder to acquire one Common Share at an exercise price of $0.40 per share for a period of one year from the date of issue.

The Company has applied to list the securities distributed under this prospectus on the CSE. The CSE has conditionally approved the listing of these securities. Listing is subject to the Company fulfilling all of the requirements of the CSE, including distribution of these securities to a minimum number of public securityholders.

As at the date of the prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside of Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

The Subscription Receipts, Common Shares and the Warrants have not been and will not be registered under the *United States Securities Act of 1933*, as amended (the "**U.S. Securities Act**"), or "blue sky" laws of any of the states of the United States. Accordingly, the Subscription Receipts, Common Shares and Warrants may not be offered or sold within the United States except in accordance with an exemption from the registration requirements of the U.S. Securities Act, as amended, applicable state securities laws and the terms of the Subscription Receipt Certificate.

Certificates representing the Common Shares and Warrants to be issued upon deemed exercise of the Subscription Receipts will be available for delivery upon the deemed exercise of the Subscription Receipts.

The Company is not a reporting issuer in any province or territory of Canada.

CONSOLIDATED CAPITALIZATION

The Company

Consolidated Capitalization

The following table sets forth the share and loan capital of the Company before and after giving effect to the deemed exercise of the Subscription Receipts, the conversion of the Convertible Debentures and the Acquisition and related transactions. The table should be read in conjunction with the financial statements and the accompanying notes thereto included in this prospectus.

	Amount Authorized or to be Authorized	**Outstanding as at December 31, 2016**	**Outstanding After Giving Effect to the Private Placement and the Acquisition(1)**
Common Shares	Unlimited	$310,500 (15,775,001 shares)	$6,937,539 (60,920,611 shares)
Convertible Debentures (principal amount)	$1,024,000	$410,000	Nil

Note:

(1) On an undiluted basis. Assumes (a) the issuance of 20,000,000 Common Shares pursuant to the Acquisition, (b) the issuance of 14,023,000 Common Shares upon deemed exercise of 14,023,000 Subscription Receipts, (c) the issuance of 10,240,000 Common Shares upon automatic conversion of Convertible Debentures, and (d) 695,360 Common Shares to be issued upon closing of the Acquisition as compensation to consultants and employees.

Fully Diluted Share Capital

The following table sets forth the anticipated fully diluted share capital of the Company after giving effect to the deemed exercise of the Subscription Receipts, the conversion of the Convertible Debentures and the Acquisition and related transactions.

	Number of Common Shares Issued or Reserved for Issuance After Giving Effect to the Private Placement and the Acquisition	**Percentage of issued and outstanding Common Shares After Giving Effect to the Private Placement and the Acquisition (fully-diluted)**
Common Shares outstanding at the date of this prospectus	15,962,251	19.2%
Common Shares to be issued pursuant to the Acquisition(1)	20,000,000	24.1%
Common Shares to be issued upon conversion of the Convertible Debentures	10,240,000	12.3%
Common Shares to be issued upon deemed exercise of Subscription Receipts	14,023,000	16.9%
Common Shares to be issued upon closing of the Acquisition as compensation to consultants and employees(2)	695,360	0.8%

	Number of Common Shares Issued or Reserved for Issuance After Giving Effect to the Private Placement and the Acquisition	Percentage of issued and outstanding Common Shares After Giving Effect to the Private Placement and the Acquisition (fully-diluted)
Common Shares issuable upon exercise of Warrants to be issued upon deemed exercise of Subscription Receipts	7,011,500	8.5%
Common Shares issuable upon exercise of warrants received by finders	1,049,200	1.3%
Common Shares issuable upon exercise of stock options to be issued in connection with closing of the Acquisition	4,001,799	4.8%
Common Shares issuable in connection with the Acquisition subject to the achievement of performance milestones	10,000,000	12.1%

Note:

(1) Consists of the following Common Shares to be issued pursuant to the Acquisition: (a) 14,098,671 Common Shares to be issued to the holder of Galaxy Common Units, (b) 4,384,439 Common Shares to be issued to the holders of Galaxy Preferred Units, and (c) 1,516,890 Common Shares to be issued to the holders of Galaxy Converting Debt, as described under the heading "Acquisition and Related Transactions".

(2) Consists of the following bonus share payments to be paid upon completion of the Acquisition: (a) US$65,000 payable to James Morel, to be settled by issuing 357,760 Common Shares at a deemed price of $0.25 per Common Share, (b) US$25,000 payable to Harbourside Consulting Corporation for business development and advisory services, to be settled by issuing 137,600 Common Shares at a deemed price of $0.25 per Common Share, and (c) $50,000 payable to Sequoia Partners Inc. for business development and advisory services, to be settled by issuing 200,000 Common Shares at a deemed price of $0.25 per Common Share.

Galaxy

The following table sets forth the share and loan capital of the Galaxy as at the dates indicated. The table should be read in conjunction with the financial statements and the accompanying notes thereto included in this prospectus.

	Amount Authorized or to be Authorized	Outstanding as at September 30, 2016	Outstanding as at the date of this prospectus
Common Units	2,055,910 units	2,055,910 units	2,055,910 units
Preferred Units	171,417 units	171,417 units	171,417 units
Long-term Debt	N/A	N/A	N/A

OPTIONS TO PURCHASE SECURITIES

The Company

A Stock Option Plan was approved by the Company's Board of Directors effective as of December 9, 2016 and was approved by the Company's shareholders on December 22, 2016 (the "**Stock Option Plan**"). The purpose of the Stock Option Plan is to assist the Company in attracting, retaining and motivating directors, officer, employees, consultants and contractors of the Company and of its affiliates and to closely align the personal interests of such service providers with the interests of the Company and its shareholders.

The Stock Option Plan provides that the aggregate number of securities reserved for issuance will be 10% of the number of common shares of the Company issued and outstanding from time to time.

The Stock Option Plan is administered by the Board of Directors of the Company, which has full and final authority with respect to the granting of all options thereunder.

Options may be granted under the Stock Option Plan to such service providers of the Company and its affiliates, if any, as the Board of Directors may from time to time designate. The exercise prices will be determined by the Board of Directors, but will, in no event, be less than the closing market price of Common Shares on (a) the trading say prior to the date of grant of the stock options; and (b) the date of grant of the stock options. All options granted under the Stock Option Plan will expire not later than the date that is ten years from the date that such options are granted. Options granted under the Stock Option Plan are not transferable or assignable other than by testamentary instrument or pursuant to the laws of succession.

As of the date of this prospectus, the Company does not have any stock options issued and outstanding.

Upon completion of the Acquisition and the Private Placement, it is expected that the Resulting Issuer will issue 4,001,799 options to purchase Common Shares to certain directors, officers, consultants and employees under the Stock Option Plan. The options will be exercisable for five years from the date of grant at an exercise price of $0.25 per share.

Galaxy

Galaxy does not have any stock options or other securities convertible into equity interests in Galaxy issued and outstanding.

DIVIDENDS OR DISTRIBUTIONS

Neither the Company nor Galaxy have declared or paid any dividends on their shares.

There are no restrictions in the Company's articles or elsewhere, other than customary general solvency requirements, which would prevent the Company from paying dividends following the completion of the Acquisition. All of the Company's shares will be entitled to an equal share in any dividends declared and paid. It is anticipated that all available funds will be invested to finance the growth of the Company's business and accordingly it is not contemplated that any dividends will be paid on the Company's shares in the immediate or foreseeable future. The directors of the Company will determine if, and when, dividends will be declared and paid in the future from funds properly applicable to the payment of dividends based on the Company's financial position at the relevant time.

PRIOR SALES

The Company

Common Shares

Since the date of incorporation of the Company, 15,962,251 Common Shares have been issued by the Company, as set forth below.

Date	Number of Securities	Issue Price Per Security	Aggregate Issue Price
February 28, 2017	64,750 Common Shares(1)	$0.10	$6,475
February 3, 2017	122,500 Common Shares(1)	$0.10	$12,250
September 23, 2016	8,800,000 Common Shares	$0.02	$176,000
June 1, 2016	6,975,000 Common Shares	$0.02	$139,500

Date	Number of Securities	Issue Price Per Security	Aggregate Issue Price
February 10, 2016	1 Common Shares	$0.02	$0.02

Notes:

(1) Issued as a finder's fee for services provided by an eligible finder in connection with the distribution of Convertible Debentures.

Convertible Debentures

Since the date of incorporation of the Company, $1,024,000 aggregate principal amount of Convertible Debentures have been issued by the Company, as set forth below. All outstanding Convertible Debentures will automatically convert to Common Shares in connection with the completion of the Acquisition. As of the date of this prospectus, 10,240,000 Common Shares have been reserved for issuance upon that conversion of the Convertible Debentures. See "General Development of the Business of the Company" for a description of the terms of the Convertible Debentures.

Date	Amount of Convertible Debentures	Maturity Date	Interest Rate	Common Share Conversion Price
February 28, 2017	$92,500	February 28, 2019	8%	$0.10
February 22, 2017	$17,500	February 22, 2019	8%	$0.10
February 3, 2017	$310,000	February 3, 2019	8%	$0.10
January 27, 2017	$194,000	January 27, 2019	8%	$0.10
December 20, 2016	$185,000	December 20, 2018	8%	$0.10
November 18, 2016	$125,000	November 18, 2018	8%	$0.10
November 15, 2016	$100,000	November 15, 2018	8%	$0.10

Subscription Receipts

Since the date of incorporation, the Company has issued 14,023,000 Subscription Receipts, as set forth below. Each Subscription Receipt will be deemed exercised in exchange for one Common Share and one-half of a Warrant upon satisfaction of the Escrow Release Conditions. The Company expects to issue 14,023,000 Common Shares and 7,011,500 Warrants upon conversion of the Subscription Receipts. See "Plan of Distribution" for a description of the terms of the Subscription Receipts.

Date	Number of Securities	Issue Price Per Security	Aggregate Issue Price
March 31, 2017	2,560,000 Subscription Receipts	$0.25	$640,000
February 28, 2017	5,751,000 Subscription Receipts	$0.25	$1,437,750
February 22, 2017	1,550,000 Subscription Receipts	$0.25	$387,500
January 20, 2017	2,192,000 Subscription Receipts	$0.25	$548,000
December 5, 2016	1,970,000 Subscription Receipts	$0.25	$492,500

Warrants

The following table details the Common Shares purchase warrants that the Company that have been issued by the Company since incorporation. The following warrants were issued to finders in consideration for services provided in connection with the sale of Convertible Debentures and the Subscription Receipt Private Placement.

Date	Number of Securities	Conversion Price	Expiry Date	Aggregate Conversion Price
March 31, 2017	312,000 warrants	$0.40	March 31, 2018	$124,800
February 28, 2017	420,000 warrants	$0.40	February 28, 2018	$168,000
February 22, 2017	34,000 warrants	$0.40	February 22, 2018	$13,600
January 20, 2017	213,200 warrants	$0.40	January 20, 2018	$85,280
November 15, 2016	70,000 warrants	$0.25	November 15, 2017	$17,500

Galaxy

In the twelve months prior to the date of this prospectus, Galaxy has not issued any Galaxy Preferred Units or Galaxy Common Units.

ESCROWED SECURITIES AND RESALE RESTRICTIONS

Escrowed Securities

The following securities are expected to be held in escrow pursuant to escrow agreements to be executed in connection with the listing of our common shares on the CSE. Each escrow agreement will provide for a timed escrow release consistent with the escrow provisions of National Policy 46-201 and the restrictions agreed to by each of the applicable parties. Under the timed escrow release: (i) 25% of the escrow securities will be released six months after the listing date; (ii) 1/5 of the remaining escrow securities will be released 12 months after the listing date; (iii) 1/4 of the remaining escrow securities will be released 18 months after the listing date; (iv) 1/3 of the remaining escrow securities will be released 24 months after the listing date; (v) 1/2 of the remaining escrow securities will be released 30 months after the listing date; and (vi) the remaining escrow securities will be released 36 months after the listing date:

Name	Designation of Class	Securities held in Escrow(1)	Percentage of Class(2)
James Morel	Common Shares	3,442,486	5.6%
engageBDR LLC	Common Shares	3,964,532	6.5%
Cavour Limited (DBA Lottoland)	Common Shares	3,115,546	5.1%

Note:

(1) It is anticipated that the escrow agent under the escrow agreement will be Computershare Trust Company of Canada.

(2) Percentage is based on 60,920,611 Common Shares expected to be issued and outstanding upon completion of the Private Placement, the Acquisition and the related transactions described in this prospectus.

Resale Restrictions

Pursuant to the terms of the Subscription Receipts and the terms of the Convertible Debentures, 90% of the Common Shares issuable upon deemed exercise of the Subscription Receipts and 90% of the Common Shares issuable upon conversion of the Convertible Debentures, equal to a total of approximately 21,836,700 Common Shares, will be subject to a voluntary four month hold period from the date of issuance of such Common Shares, during which period such Common Shares may not be transferred without the consent of the Company.

Pursuant to the terms of the Business Combination Agreement, the Common Shares issuable to the Galaxy Unitholders in connection with the Acquisition, other than Common Shares issuable to Galaxy Unitholders that subject to escrow, equal to a total of approximately 8,859,750 Common Shares, will be subject to a voluntary four month hold period from the date of issuance of such Common Shares, during which period such Common Shares may not be transferred without the consent of the Company.

PRINCIPAL SHAREHOLDERS

The Company

To the knowledge of the directors and officers of the Company and Galaxy, upon completion of the Acquisition and the Private Placement, no person is expected to beneficially own, directly or indirectly, or exercise control or direction over, Common Shares carrying more than 10% of the voting rights attaching to all the outstanding Common Shares.

Galaxy

To the knowledge of directors and officers of Galaxy, the only person that beneficially owns, directly or indirectly, or exercises control or direction over, Galaxy Units carrying more than 10% of the voting rights attaching to all the outstanding Galaxy Units as at the date of the prospectus is:

Name and Residence of Securityholder	Number and Percentage of Galaxy Units Owned
engage:BDR LLC(1) West Hollywood, California	519,353 Galaxy Units (23.3%)
Cavour Limited (DBA Lottoland) (1) Isle of Man	454,318 Galaxy Units (20.4%)
James Morel(1) Warsaw, Poland	429,636 Galaxy Units (19.3%)

Notes:

(1) Holds Galaxy Units as beneficial securityholder and of record.

DIRECTORS AND OFFICERS

Name, Occupation and Security Holdings

The following table sets out the name, age, city of residence, position and the number and percentage of Common Shares which will be beneficially owned or controlled by each of the current and proposed directors and officers of the Company upon completion of the Acquisition. The directors of the Company after completion of the Acquisition will consist of James Morel, Kurtis Rintala, Lloyd John Lemmon, Alnesh Mohan, and Norman Wareham and the officers of the Company after completion of the Acquisition will consist of James Morel (CEO and President) and Alnesh Mohan (Chief Financial Officer) and Sheryl Dhillon (Corporate Secretary)**.**

Name, Age and City of Residence	Position	Principal Occupations Held During the Last 5 Years	Common Shares Owned After Giving Effect to the Acquisition and the Private Placement	
			Number	Percentage
Warwick Smith Age 40 Vancouver, BC	CEO, President and Director(1)	CEO of Harbourside Consulting Corporation since March 2005; CEO of HealthSpace Informatics Ltd. from April 2015 to October 2016; CEO of Western Pacific Resources Corp. from February 2010 to February 2014.	2,282,601	3.7%
Alnesh Mohan Age 45 Burnaby, BC	CFO and Director	Partner at Quantum Advisory Partners LLP since September 2005.	Nil	-

Name, Age and City of Residence	Position	Principal Occupations Held During the Last 5 Years	Common Shares Owned After Giving Effect to the Acquisition and the Private Placement	
			Number	Percentage
Norman Wareham[(2)] Age 64 Owen Sound, ON	Director	Vice-President, CFO and Director for Kilannan Brewing Company Limited since January 2014; Accountant for Kilannan Brewing Company Limited from January 2011 to December 2013.	Nil	-
Lloyd John Lemmon[(2)] Age 47 Newcastle upon Tyne, England	Director	General counsel and group company secretary of the Lottoland Group since April 2016; formerly Head of Legal at the TD Waterhouse (part of the Toronto Dominion bank group) and Newcastle Building Society.	Nil[(3)]	-
James Morel Age 46 Warsaw, Poland	Proposed CEO, President and Director[(1)]	CEO of Galaxy since January 2010.	3,442,486	5.6%
Kurtis Rintala[(2)] Age 46 Los Angeles, CA	Proposed Director	COO of engage:BDR since January 2008.	Nil[(4)]	-
Sheryl Dhillon Age 38 Richmond, BC	Corporate Secretary	Self employed consultant to numerous publicly listed companies.	Nil	-

Notes:

(1) In connection with the closing of the Acquisition, Warwick Smith is expected to resign as CEO, President and a Director of the Company and will be replaced by James Morel.

(2) Proposed member of audit committee.

(3) Lloyd John Lemmon is the General Counsel of Cavour Limited (DBA Lottoland), which holds 454,318 Galaxy Units. Upon completion of the Acquisition, Cavour Limited (DBA Lottoland) is expected to hold 3,115,546 Common Shares

(4) Kurtis Rintala is the Chief Operating Officer of engage:BDR LLC, which holds 519,353 Galaxy Units. Upon completion of the Acquisition, engage:BDR LLC is expected to hold 3,964,532 Common Shares.

As of the date of this prospectus, the directors and officers of the Company, as a group, own or control or exercise direction over 2,282,601 Common Shares, representing 3.7% of the issued and outstanding Common Shares as at such date. Upon completion of the Acquisition and the Private Placement, the proposed directors and officers of the Resulting Issuer, as a group, will own or control or exercise direction over 3,442,486 Common Shares, being 5.6% of the issued Common Shares.

Directors and Officers - Biographies

The following biographies provide information in respect of the directors and officers of the Company upon completion of the Acquisition.

James Morel, Proposed CEO and Proposed Director

James Morel began his career in branded marketing in the early 1990's as the founder and CEO of the promotional printing company 1-800 POSTCARDS, a multimillion dollar promotional printing company supplying postcards to businesses across the U.S. which he sold in 2000. In 2001, he founded Gorilla Advertising, a Los Angeles-based syndicated television commercial production company. With an offshoot reality television production company, Mr. Morel sold the first show he developed to the E! Network in 2002. "Star Dates" premiered with the second highest ratings in the network's history. In 2004, he launched Dr. TATTOFF, the first chain of branded laser tattoo removal centers in the United States.

The website LottoGopher.com was created and launched by Mr. Morel and the team at engage:BDR. He serves as CEO of the first website for U.S. consumers to order official state lottery tickets (MegaMillions, Powerball, etc.) online. He managed the development and launch of the platform where users can create "online office pools" to play in groups with their friends and share the winnings, overseeing all operations, partnerships, and executive functions.

Mr. Morel is expected to enter into an employment agreement with the Company upon closing of the Acquisition, which will include non-competition and non-disclosure covenants. It is expected that Mr. Morel will devote approximately 100% of his time to the business of the Company to effectively fulfill his duties as CEO and a Director.

Alnesh Mohan, CFO and Director

Alnesh Mohan has over 20 years of accounting, auditing, and tax experience providing advisory services to a wide array of companies. Acting on behalf of several public companies, Mr. Mohan has acquired considerable experience in financial reporting, corporate governance and regulatory compliance. Mr. Mohan is currently CFO of Hudson Resources Inc., Highbury Projects Inc., Romulus Resources Ltd. and Twyford Ventures Inc., all listed on the TSX Venture Exchange. He is also a director of Premier Diversified Holdings Inc. and HealthSpace Data Systems Ltd, both listed on the CSE, and Russell Breweries Inc., a TSX Venture Exchange listed company.

Mr. Mohan is not party to a written employment agreement with the Company. It is expected that Mr. Mohan will devote approximately 20% of his time to the business of the Company to effectively fulfill his duties as CFO and a Director.

Norman Wareham, Director

Norman Wareham has over 40 years of financial, accounting and international management experience. He has provided management consulting and accounting services to public companies in Canada and the United States. Mr. Wareham studied accounting with the Certified General Accountants Association of B.C. Mr. Wareham is currently Vice-president and CFO of a craft brewery located in Ontario, Canada and a Director of Canamara Titanium & Iron Ore Corporation in Vancouver, B.C.

Mr. Wareham is not party to a written employment agreement with the Company. It is expected that Mr. Wareham will devote approximately 5% of his time to the business of the Company to effectively fulfill his duties as a Director.

Lloyd John Lemmon, Director

Lloyd Lemmon serves as general counsel and group company secretary of the Lottoland Group. He began his career in law qualifying as a solicitor with international law firm Pinsent Masons in 1998. He is a 1994 graduate of the University of Northumbria Newcastle School of Law and a 1992 graduate of Brunel University in London. Prior to his appointment at Lottoland, Mr. Lemmon was Head of Legal at the TD Waterhouse (part of the Toronto dominion bank group) and more latterly held the same post at Newcastle Building Society.

Mr. Lemmon is not party to a written employment agreement with the Company. It is expected that Mr. Lemmon will devote approximately 5% of his time to the business of the Company to effectively fulfill his duties as a Director.

Kurtis Rintala, Proposed Director

Kurtis Rintala is the Chief Operating Officer and co-founder of engage:BDR. In his role, Mr. Rintala is responsible for overseeing day to day operations and helping with the strategic direction of the engage:BDR. He oversees all accounting, financial, legal, and human resources matters. Mr. Rintala was an early member of the Internet start-up, LowerMyBills.com, before co-founding engage:BDR. He grew up in the San Francisco area and earned a Bachelors of Arts at California State University, Chico.

Mr. Rintala is not party to a written employment agreement with the Company. It is expected that Mr. Rintala will devote approximately 5% of his time to the business of the Company to effectively fulfill his duties as a Director.

Sheryl Dhillon, Corporate Secretary

Ms. Dhillon has over twelve years of experience acting as a Corporate Secretary for publicly listed issuers. She has extensive knowledge of corporate governance, as well as strong management skills and excellent corporate communications. Ms. Dhillon acts as Corporate Secretary for several Toronto Stock Exchange, TSX Venture Exchange and CSE listed companies.

Ms. Dhillon is not party to a written employment agreement with the Company. It is expected that Ms. Dhillon will devote approximately 15% of her time to the business of the Company to effectively fulfill her duties as Corporate Secretary.

Committees

The only committee of the Board of Directors of the Company will be the Audit Committee. Upon completion of the Acquisition, the Audit Committee of the Company is expected to consist of Lloyd John Lemmon, Kurtis Rintala, and Norman Wareham.

Corporate Cease Trade Orders or Bankruptcies

No current or proposed director or officer of the Company is, or has been within the past ten years, a director or officer of any other issuer that, while such person was acting in that capacity, was:

(a) the subject of a cease trade or similar order or an order that denied the issuer access to any statutory exemptions for a period of more than 30 consecutive days; or

(b) was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Penalties or Sanctions

No current or proposed director or officer of the Company has within the ten years before the date of this prospectus, been subject to any penalties or sanctions imposed by a court or securities regulatory authority relating to trading in securities, promotion or management of a publicly traded issuer, theft or fraud.

Individual Bankruptcies

No current or proposed director or officer of the Company is, or, within the ten years before the date of this prospectus, has been declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors and officers of the Company also holding positions as directors or officers of other companies. Some of the individuals who will be directors and officers of the Company have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Company will be in direct competition with the Company. Conflicts, if any, will be subject to the procedures and remedies provided under British Columbia corporate law. Directors who are in a position of conflict will abstain from voting on any matters relating to the conflicting company.

EXECUTIVE COMPENSATION

In this section "Named Executive Officer" (an "**NEO**") means each individual who acted as chief executive officer of the Company or Galaxy, as applicable, or acted in a similar capacity, for any part of the most recently completed financial year (a "**CEO**"), each individual who acted as chief financial officer of the Company or Galaxy, as applicable, or acted in a similar capacity, for any part of the most recently completed financial year (a "**CFO**") and each of the three most highly compensated executive officers, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than CDN$150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an executive officer of the Company or Galaxy, as applicable, at the end of the most recently completed financial year.

The Company

Compensation Discussion and Analysis

Warwick Smith (President and Chief Executive Officer) is the only NEO of the Company for the purposes of the following disclosure.

The Company's executive compensation is intended to be consistent with the Company's business plans, strategies and goals, including the preservation of working capital as the Company seeks to complete the Acquisition. The Company's executive compensation program is intended to provide appropriate compensation that permits the Company to attract and retain highly qualified and experienced senior executives and to encourage superior performance by the Company. The Company's compensation policies are intended to motivate individuals to achieve and to award compensation based on corporate and individual results.

The Company has adopted a Stock Option Plan to assist the Company in attracting, retaining and motivating directors, officer, employees, consultants and contractors of the Company and of its affiliates and to closely align the personal interests of such service providers with the interests of the Company and its shareholders. As of the date of this prospectus, the Company has not granted any options. See "Options to Purchase Securities."

Harbourside Consulting Corporation ("**Harbourside**"), a consulting company wholly-owned by Mr. Smith, provides business development and advisory services to the Company. In the period from incorporation on February 10, 2016 to December 31, 2016 the Company paid fees of $70,200 to Harbourside. Upon completion of the Acquisition, the Company has agreed to pay a bonus to Harbourside of US$25,000 in addition to outstanding fees owing to Harbourside in the amount of US$10,000. Harbourside has agreed that US$25,000 of the bonus will be settled by the Company issuing Harbourside 137,600 Common Shares at a deemed price of $0.25 per Common Share. The Company has also agreed to grant Harbourside a number of options equal to 1% of the then issued and outstanding Common Shares, expected to be equal to 608,933 options, pursuant to the Stock Option Plan. Each option will entitle Harbourside to purchase one Common Share for a period of five years at a price of $0.25 per Common Share.

Summary Compensation Table

The compensation paid to the NEO of the Company during the period from incorporation on February 10, 2016 to December 31, 2016 is set out below and expressed in Canadian dollars unless otherwise noted:

Name and Principal Position	Year	Salary ($)	Share-based Awards $)	Option-based Awards ($)	Non-equity Incentive Plan Compensation ($)		Pension Value ($)	All other Compen-sation ($)	Total Compen-sation ($)
					Annual Incentive Plans	Long-term Incentive Plans			
Warwick Smith, President and CEO	2016	Nil	Nil	Nil	Nil	Nil	Nil	70,200(1)	70,200

Notes:

(1) This amount represents fees paid to Harbourside, a company wholly-owned by Warwick Smith.

Incentive Plan Awards

The Company has not issued any share-based or option-based awards.

Pension Plan Benefits, Termination of Employment and Change of Control Benefits

The Company has no written contract, agreement, plan or arrangement to provide compensation, monetary or otherwise, to any person who now acts or has previously acted as an executive officer of the Company, in connection with or related to the retirement, termination, resignation of such person, or change of control of the Company.

Director Compensation

The Company did not pay any compensation to its non-executive directors in the year ended December 31, 2016.

Galaxy

For the purposes of this section, the only NEO of Galaxy is James Morel (CEO, General Partner and Managing Member).

Compensation Discussion and Analysis

For the period from December 31, 2014 to September 30, 2016, Galaxy's executive compensation was intended to be consistent with Galaxy's business plans, strategies and goals while taking into account various factors and criteria, including competitive factors and Galaxy's performance. Galaxy's executive compensation program is intended to provide an appropriate overall compensation package that permits Galaxy to attract and retain highly qualified and experienced senior executives and to encourage superior performance by Galaxy. Galaxy's compensation policies were intended to motivate individuals to achieve and to award compensation based on corporate and individual results. Compensation for the Named Executive Officers was intended to reflect a fair evaluation of overall performance.

The Board of Managers of Galaxy considers the following objectives when reviewing annual compensation: (i) retaining individuals critical to the growth and overall success of Galaxy; (ii) rewarding achievements of individuals; (iii) providing fair and competitive compensation; and (iv) compensating individuals based on their performance.

The Board of Managers of Galaxy would consider the foregoing compensation philosophy, as well as the financial performance of Galaxy as a whole, in any review of base salaries. The base salary review for the NEO is based on an assessment of factors such as current market conditions and particular skills, including leadership ability and management effectiveness, experience, responsibility and proven or expected performance.

Since December 31, 2014, salaries are the only form of compensation paid by Galaxy to the NEO and other Galaxy employees. James Morel received $62,500 in salary during the year ended December 31, 2014 and $27,500 in salary during the year ended December 31, 2015. Mr. Morel has not been paid any salary by Galaxy since April 2015.

The Board of Managers of Galaxy has not appointed a compensation committee and the responsibilities relating to executive and director compensation, including reviewing and recommending director compensation, overseeing Galaxy's base compensation structure and equity-based compensation program, recommending compensation of Galaxy's officers and employees, and evaluating the performance of officers generally and in light of annual goals and objectives, is performed by the Board of Managers as a whole. The Board of Managers also assumes responsibility for reviewing and monitoring the long-range compensation strategy for Galaxy's senior management. The Board of Managers reviews compensation of senior management on an annual basis.

Galaxy is aware that compensation practices can have unintended risk consequences. At the present time, the Board of Managers is satisfied that the current executive compensation program does not encourage the executives to expose the business to inappropriate risk.

Summary Compensation Table

The compensation paid to the NEO during Galaxy's three most recently completed financial years ended December 31 is set out below and expressed in Canadian dollars unless otherwise noted:

Name and Principal Position	**Year**	**Salary (US$)**	**Share-based Awards (US$)**	**Option-based Awards (US$)**	**Non-equity Incentive Plan Compensation (US$)**		**Pension Value (US$)**	**All other Compen-sation (US$)**	**Total Compen-sation (US$)**
					Annual Incentive Plans(2)	**Long-term Incentive Plans**			
James Morel, CEO, General Partner and Managing Member	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	27,500	Nil	Nil	Nil	Nil	Nil	Nil	27,500
	2014	62,500	Nil	Nil	Nil	Nil	Nil	Nil	62,500

Notes:

Incentive Plan Awards

Galaxy has not adopted a stock incentive plan and has not issued any share-based or option-based awards.

Pension Plan Benefits, Termination of Employment and Change of Control Benefits

Galaxy has no written contract, agreement, plan or arrangement to provide compensation, monetary or otherwise, to any person who now acts or has previously acted as an executive officer of Galaxy, in connection with or related to the retirement, termination, resignation of such person, or change of control of Galaxy.

Director Compensation

There are no arrangements under which directors were compensated by Galaxy during the most recently completed financial year for their services in their capacity as directors or consultants. No compensation was paid to directors who were not NEOs for the years ended December 31, 2016, 2015 and 2014.

The Resulting Issuer

This section sets forth the proposed compensation to be paid by the Resulting Issuer upon completion of the Acquisition to James Morel (CEO) and Alnesh Mohan (CFO), who are anticipated to be the Resulting Issuer's only Named Executive Officers.

Compensation Discussion and Analysis

Upon completion of the Acquisition, it is expected that the Resulting Issuer will generally follow the same approach to executive compensation as Galaxy, as described above under the heading "Galaxy – Compensation Discussion and Analysis." When determining individual compensation levels for the Resulting Issuer's NEOs, a variety of factors will be considered including: the overall financial and operating performance of the Resulting Issuer, each NEO's individual performance and contribution towards meeting corporate objectives and each NEO's level of responsibility and length of service.

It is not currently intended that Galaxy will appoint a compensation committee and the responsibilities relating to executive compensation will be performed by the Board of Directors of the Resulting Issuer as a whole. The Board of Directors of the Resulting Issuer may establish a compensation committee in the future to assist the Board in reviewing and providing recommendations regarding executive compensation, succession plans for executive officers, and the Company's overall compensation and benefits policies, plans and programs.

Upon completion of the Acquisition, it is expected that the Company will pay Mr. Morel a bonus of US$130,000, half of which will be paid by the Company issuing to Mr. Morel 357,760 Common Shares at a deemed price of $0.25 per Common Share. In addition, the Company is expected to grant Mr. Morel a number of options equal to 1% of the then issued and outstanding Common Shares, expected to be equal to 608,933 options, pursuant to the Stock Option Plan. Each option will entitle Mr. Morel to purchase one Common Share for a period of five years at a price of $0.25 per Common Share. Mr. Morel will be entitled to receive cash and stock performance bonuses as determined by the Board of Directors of the Company.

Summary Compensation Table

The following table sets out the anticipated compensation to be paid by the Resulting Issuer to the NEOs for the 12 months period following completion of the Acquisition:

Name and Principal Position	**Salary (US$)**	**Share-based Awards (US$)[(1)]**	**Option-based Awards (US$)**	**Non-equity Incentive Plan Compensation (US$)**		**Pension Value (US$)**	**All other Compen-sation (US$)[(1)]**	**Total Compen-sation (US$)**
				Annual Incentive Plans[(2)]	**Long-term Incentive Plans**			
James Morel, CEO	150,000	65,000	- [(2)]	-	-	-	65,000	280,000
Alnesh Mohan, CFO	150,000	-	-[(3)]	-	-	-	-	150,000

Notes:

(1) It is anticipated that upon completion of the Acquisition the Resulting Issuer will pay a bonus of US$130,000 to Mr. Morel which is equivalent to the salary payments from Galaxy which Mr. Morel has agreed to forego since April 2015. US$65,000 of such bonus payment will be paid by the Company issuing to Mr. Morel 357,760 Common Shares at a deemed price of $0.25 per Common Share.

(2) It is anticipated that upon completion of the Acquisition, the Resulting Issuer will grant 608,933 stock options to James Morel pursuant to the Stock Option Plan. Each option will entitle Mr. Morel to purchase one Common Share for a period of five years at a price of $0.25 per Common Share.

(3) It is anticipated that upon completion of the Acquisition, the Resulting Issuer will grant 400,000 stock options to Alnesh Morel pursuant to the Stock Option Plan. Each option will entitle Mr. Mohan to purchase one Common Share for a period of five years at a price of $0.25 per Common Share.

Incentive Plan Awards

Option grants will be used to align executive interests with those of the shareholders of the Resulting Issuer and will be based on the executive's performance, level of responsibility, as well as the number and exercise price of Options previously issued to the executive as part of the overall aggregate total compensation package. Options may be granted on an annual basis in connection with the review of executives' compensation packages, or upon hire or promotion and as special recognition for extraordinary performance.

Pension Plan Benefits

The Resulting Issuer does not anticipate that it will have a pension, retirement or similar plan.

Termination of Employment and Change of Control Benefits

It is anticipated that James Morel will enter into an employment agreement which will provide that he is entitled to receive a minimum of nine months' base salary in the event of any termination of employment without cause by the Resulting Issuer, or a payment of twelve months base salary in the event of any termination of employment by Mr. Morel or the Resulting Issuer occurring within six months of a change of control.

Director Compensation

Non-executive directors of the Resulting Issuer are not expected to be paid fees for the year ending December 31, 2017 other than stock options. Upon completion of the Acquisition, each of the non-executive directors is expected to receive 250,000 stock options pursuant to the Stock Option Plan. Each option will entitle the holder to purchase one Common Share for a period of five years at a price of $0.25 per Common Share. Directors of the Resulting Issuer will be reimbursed for any out-of-pocket travel expenses incurred in order to attend meetings of the Board of Directors, committees of the Board of Directors or meetings of the shareholders of the Resulting Issuer. It is anticipated that the Resulting Issuer will obtain customary insurance for the benefit of its directors and that the Resulting Issuer will enter into indemnification agreements with each director and officer.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

The Company

As of the date of this prospectus, no director or executive officer, and no proposed director of the Company or any associate thereof, is indebted to the Company or any of its subsidiaries, or has been at any time during the preceding financial year.

Galaxy

As of the date of this prospectus, no director or executive officer of Galaxy or any associate thereof, is indebted to Galaxy or any of its subsidiaries or has been at any time during the preceding financial year.

AUDIT COMMITTEE

The Audit Committee's Mandate

The mandate of the Audit Committee is to ensure the Company effectively maintains the necessary management systems and controls to allow for timely and accurate reporting of financial information to safeguard shareholder value, to meet all relevant regulatory requirements and to provide recommendations to the Board of Directors in the areas of management systems and controls. The charter of the Audit Committee is attached to this Prospectus as Exhibit "D".

Composition of the Audit Committee

The current Audit Committee of the Company consists of Norman Wareham (Chair), Lloyd John Lemmon and Alnesh Mohan.

The Audit Committee of the Company following completion of the Acquisition is expected to consist of Norman Wareham (Chair), Lloyd John Lemmon and Kurtis Rintala. Each of the proposed members of the Audit Committee will be independent.

All the current and proposed members of the Audit Committee are considered to be financially literate as required by section 1.6 of NI 52-110. For a summary of the experience and education of the Audit Committee members see "Directors and Officers – Biographies".

Reliance on Certain Exemptions

Following completion of the Acquisition, the Company will rely on the exemptions provided for "venture issuers" in section 6.1 of NI 52-110 with respect to Part 3 – *Composition of the Audit Committee* and Part 5 – *Reporting Obligations*.

External Auditor Service Fees

The following table discloses the fees billed to the Company by its external auditor for the period from incorporation to December 31, 2016:

Financial Year Ended	Audit Fees	Audited-Related Fees[(1)]	Tax Fees[(2)]	All Other Fees[(3)]
December 31, 2016	$10,000	$5,000	-	-

Notes:

(1) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not disclosed in the "Audit Fees" column.

(2) The aggregate fees billed for tax compliance, tax advice and tax planning services.

(3) The aggregate fees billed for professional services other than those listed in the other three columns.

CORPORATE GOVERNANCE

Corporate governance refers to the policies and structure of the board of directors of a corporation, whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The board of directors is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in the opinion of the board of directors, be reasonably expected to interfere with the exercise of a director's independent judgment.

The board of directors facilitates its exercise of independent judgement in carrying out its responsibilities by carefully examining issues and consulting with outside counsel and other advisors in appropriate circumstances. The Board of Directors requires management to provide complete and accurate information with respect to the Company's activities and to provide relevant information concerning the industry in which the Company operates in order to identify and manage risks. The Board of Directors is responsible for monitoring the Company's senior officers, who in turn are responsible for the maintenance of internal controls and management information systems.

The current Board of Directors of the Company consists of Warwick Smith, Lloyd John Lemmon, Norman Wareham, and Alnesh Mohan. Upon completion of the Acquisition, the directors will be James Morel, Kurtis Rintala, Lloyd John Lemmon, Alnesh Mohan and Norman Wareham. Following completion of the Acquisition, the independent directors of the Company will be Kurtis Rintala, Lloyd John Lemmon, and Norman Wareham. The non-independent directors will be Alnesh Mohan, as Chief Financial Officer of the Resulting Issuer, and James Morel, as Chief Executive Officer and President.

Directorships

The following directors or proposed directors of the Company are currently directors of other reporting issuers (or equivalent in a foreign jurisdiction):

Name	Name of Reporting Issuer
Alnesh Mohan	Premier Diversified Holdings Inc. Russell Breweries Inc. HealthSpace Data Systems Inc.

Orientation and Continuing Education

When new directors are appointed to the Board of Directors, they receive an orientation, commensurate with their previous experience on the Company's business and on the responsibilities of directors.

Meetings of the Board of Directors may also include presentations by the Company's management to give the directors additional insight into the Company's business.

Ethical Business Conduct

The Board of Directors has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors' participation in decisions of the Board of Directors in which the director has an interest have been sufficient to ensure that the Board of Directors operates independently of management and in the best interests of the Company. Further, the Company's auditor has full and unrestricted access to the Audit Committee at all times to discuss the audit of the Company's financial statements and any related findings as to the integrity of the financial reporting process.

Nomination of Directors

The Board of Directors will consider its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board of Directors' duties effectively and to maintain a diversity of views and experience.

The Board of Directors does not have a nominating committee, and these functions are currently performed by the Board of Directors as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation

The Board of Directors is responsible for determining compensation for the officers, employees and non-executive directors of the Company. The Board of Directors annually reviews all forms of compensation paid to officers, employees and non-executive directors, both with regards to the expertise and experience of each individual and in relation to industry peers. See "Executive Compensation".

Other Committees of the Board of Directors

The Board of Directors has no committees other than the Audit Committee.

Assessments

The Board of Directors monitors the adequacy of information given to directors, communication between the Board of Directors and management, and the strategic direction and processes of the Board of Directors and Audit Committee

RISK FACTORS

The following risk factors assume the completion of the Acquisition and the Private Placement. However, there can be no assurance that the Acquisition will be completed.

Assuming completion of the Acquisition, the business of the Company will be the business of Galaxy. Due to the nature of Galaxy's business, the Company may be subject to significant risks. Readers should carefully consider all such risks, including those set out in the discussion below. The Company's actual performance and operating results may be very different from those expected as at the date of this prospectus.

Risks Related to the Acquisition

The Business Combination Agreement may be terminated in certain circumstances

Each of the Company and Galaxy have the right to terminate the Business Combination Agreement and the Acquisition in certain circumstances. Accordingly, there is no certainty, nor can the Company provide any assurance, that the Business Combination Agreement will not be terminated by either the Company or Galaxy before the completion of the Acquisition. For example, Galaxy has the right, in certain circumstances, to terminate the Business Combination Agreement in the event of a material misrepresentation or material non-performance by the Company.

There can be no certainty that all conditions precedent to the Acquisition with Galaxy will be satisfied

The completion of the Acquisition is subject to a number of conditions precedent, certain of which are outside the control of the Company. There can be no certainty, nor can the Company provide any assurance, that these conditions will be satisfied or, if satisfied, when they will be satisfied. If, for any reason, the conditions to the Acquisition are not satisfied or waived and the Acquisition is not completed, the market price of the Common Shares may be adversely affected.

The Resulting Issuer may not meet key estimates

Actual results for the Resulting Issuer's operations could differ from current estimates and assumptions, and these differences may be material. In addition, development or operating activities may identify new or unexpected conditions which could reduce production below, or increase capital or operating costs above, current estimates. If actual results are less favourable than currently estimated, the results of operations, profitability and financial results of the Resulting Issuer could be materially adversely affected.

The Resulting Issuer will be subject to significant capital requirements associated with its expanded operations

The Resulting Issuer must generate sufficient internal cash flow or be able to utilize available financing sources to finance its growth and sustain capital requirements. If the Resulting Issuer does not realize sufficient revenue, it could be required to raise significant additional capital through equity financings in the capital markets or to incur significant borrowings through debt financings to meet its capital requirements. If these financings are required, the Resulting Issuer's cost of raising capital in the future may be adversely affected. In addition, if the Resulting Issuer is required to make significant interest and principal payments resulting from a debt financing, the Resulting Issuer's financial condition and ability to raise additional funds may be adversely impacted. Any significant delay in completing its development projects or in achieving commercial production from them on a consistent basis or the incurring of capital costs that are significantly higher than estimated, could have a material adverse effect on the Resulting Issuer's results of operations, cash flow from operations and financial condition.

Risks Related to Business and Technologies

The Resulting Issuer's results of operations may fluctuate in the future. As a result, the Resulting Issuer may fail to meet or exceed the expectations of securities analysts or investors, which could cause its stock price to decline.

The Resulting Issuer's results of operations may fluctuate as a result of a variety of factors, many of which are outside of its control. If the Resulting Issuer's revenues or results of operations do not meet or exceed the expectations of securities analysts or investors, the price of the Common Shares could decline substantially. In addition to the other risk factors set forth in this "Risk Factors" section, factors that may cause fluctuations in the Resulting Issuer's revenues or results of operations include:

- failure to increase sales or attract new customers;
- failure to accurately estimate or control costs;
- the number of subscriptions to LottoGopher.com may be influenced by our customers' budgetary constraints, competition, customer dissatisfaction or customers' actual or perceived lack of need for the Resulting Issuer's products;
- the amount and timing of capital expenditures and operating costs related to the maintenance and expansion of operations and infrastructure;
- the timing and success of new product introductions by us or competitors;
- variations in the demand for the Resulting Issuer's products;
- the development of competition in the provision of lottery tickets, either in the State of California, or within the North American market more generally;
- failure to expand into other jurisdictions in the North American market;
- Web service outages, other technical difficulties or security breaches;

- limitations relating to the capacity of Galaxy's networks, systems and processes;
- maintenance of appropriate staffing levels and capabilities relative to projected growth;
- adverse judgments or settlements in legal disputes;
- the timing of costs related to the development or acquisition of technologies, services or businesses to support its existing customer base and potential growth opportunities; and,
- general economic, industry and market conditions and those conditions specific to Web usage and online businesses, as well as to the provision of lottery ticket purchase services.

The Resulting Issuer's revenues and results of operations on a year-over-year and sequential quarter-over-quarter basis may vary significantly in the future and that period-to-period comparison of its operating results may not be meaningful. One should not rely on the results of prior quarters, and annual growth, as an indication of future performance.

Galaxy has a limited operating history and may not be able to achieve financial or operational success.

Galaxy has only a limited operating history upon which the Resulting Issuer's business can be evaluated, and is only providing its business in the State of California. You should evaluate the Reporting Issuer's likelihood of financial and operational success in light of the risks, uncertainties, expenses, delays and difficulties associated with an early-stage business in an evolving market, some of which may be beyond its control, including:

- the ability to successfully manage any growth it may achieve in the future; and
- the ability to successfully integrate acquired businesses, technologies or services.

Galaxy has a history of negative cash flow from operations. The losses and negative operating cash flow are expected to continue for the foreseeable future as funds are expended on development and on administrative costs. The Company anticipates that it may be a few years to achieve consistent positive cash flow from operations. There is no assurance that it will be successful in achieving a return on shareholders' investment.

The Resulting Issuer may experience losses due to fraudulent activities or uninsurable risks.

The Resulting Issuer's success depends on its ability to avoid errors and omissions in conducting its business and fraud. There can be no guarantee that the Resulting Issuer's procedures, security features or technical efforts will be effective in the future in preventing such events, and as a result the Resulting Issuer's operating results could be adversely affected. Additionally, the Resulting Issuer could become subject to legal claims or to investigation by regulatory authorities, all of which could have a material adverse effect on the Resulting Issuer's results of operations and financial condition. In some circumstances, insurance coverage for certain of these risks may not be available. The payment of any such liabilities would reduce the funds available for the Resulting Issuer's business activities.

The business of the Resulting Issuer is in a highly regulated industry, and intends to only provide its platform for sales of lottery tickets in a legal and compliant manner.

The Resulting Issuer's failures or delay in obtaining and maintaining any requisite approvals in jurisdictions in which it does, or anticipates doing, business may have a negative effect on the performance of the Resulting Issuer's business. Approval from applicable regulatory bodies cannot be assured or guaranteed. Further, changes in existing regulations relating to the sale of lottery tickets, and particularly in the jurisdiction of California where Galaxy currently provides its platform, may hinder or inhibit the Resulting Issuer's operations, which could harm its financial condition.

As a provider of an online platform to order lottery tickets, Galaxy is offering a novel service and there is a risk that regulators in the State of California or in other states into which the Resulting Issuer expands may disagree with the Resulting Issuer's view that its business is legally compliant or not subject to applicable laws relating to gaming and lottery sales. Government enforcement, regulatory action, judicial decisions and proposed legislative action would affect the Resulting Issuer's business, operating results and prospects.

The Reporting Issuer may lose customers if it provides poor service or if its products do not comply with what is required pursuant to customer subscription agreements.

Errors in the Reporting Issuer's systems resulting from the large amount of data that it collects, stores and manages could cause the information that it collects to be incomplete or to contain inaccuracies that customers regard as significant. The failure or inability of the Reporting Issuer's systems, networks and processes to adequately handle the data in a high quality and consistent manner could result in the loss of customers. In addition, the Reporting Issuer may be liable to certain of its customers for damages they may incur resulting from these events, such as loss of business, loss of future revenues, breach of contract or loss of goodwill to their business.

Concern over spyware and privacy, including any actual or perceived violations of privacy laws or perceived misuse of personal information, could cause public relations problems and could impair the Reporting Issuer's ability to obtain user responses of sufficient size and scope, which, in turn could adversely affect its ability to provide products.

Any perception of the Reporting Issuer's practices as an invasion of privacy, whether legal or illegal, may subject it to public criticism. Existing and future privacy laws and increasing sensitivity of consumers to unauthorized disclosures and use of personal information may create negative public reaction related to the Reporting Issuer's business practices. Any resulting reputational harm, potential claims asserted against the Reporting Issuer or decrease in user response could reduce the demand for its products, increase the cost of obtaining user responses, our own need for public relations and communications, and adversely affect our ability to provide products to its customers. Any of these effects could harm the Reporting Issuer's business.

Any unauthorized disclosure or theft of private information of the Reporting Issuer may gather could harm its business.

Unauthorized disclosure of personally identifiable information regarding users or sites being visited and reported on by users, whether through breach of the Reporting Issuer's secure network by an unauthorized party, employee theft or misuse, or otherwise, could harm its business. If there were an inadvertent disclosure of personally identifiable information that the Reporting Issuer gathers, or, if a third party were to gain unauthorized access to the personally identifiable information the Reporting Issuer may possess, the Reporting Issuer's operations could be seriously disrupted and it could be subject to claims or litigation arising from damages suffered by Web users or pursuant to the agreements with its customers. In addition, the Reporting Issuer could incur significant costs in complying with the multitude of provincial, U.S. state, federal and international laws regarding the unauthorized disclosure of personal information. Finally, any perceived or actual unauthorized disclosure of the information the Reporting Issuer collects could harm its reputation and have an adverse impact on its business.

Currently, all of the revenue generating operations of Galaxy are conducted outside of Canada, resulting in the general risk of foreign operations by the Resulting Issuer.

The only revenue generated by Galaxy is from within the State of California. The Resulting Issuer's operations may be adversely affected by changes in California or United States policies, legislation, or social instability and other factors that are not within the control of the Resulting Issuer. The Resulting Issuer's operations may also be adversely affected by laws and policies of such jurisdictions affecting foreign trade, taxation and investment. If the Resulting Issuer's operations are disrupted, its business may be harmed.

In the event of a dispute arising in connection with the Resulting Issuer's operations in a foreign jurisdiction where the Resulting Issuer conducts its business, the Resulting Issuer may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdictions of the courts of Canada or enforcing Canadian judgments in such other jurisdictions.

If the Reporting Issuer fails to develop its brand, its business may suffer.

Building and maintaining awareness of the Reporting Issuer and its portfolio of products in a cost-effective manner is important to achieving widespread acceptance of its current and future products and is an important element in attracting new customers. Brand recognition will become more important for the Reporting Issuer as competition in the market increases. The Reporting Issuer's brand success will depend on the effectiveness of its marketing efforts and on its ability to provide reliable and valuable products to its customers at competitive prices. The Reporting Issuer's brand marketing activities may not yield increased revenues, and even if they do, any increased revenues may not offset the expenses the Reporting Issuer may incur in attempting to build its brand. If the Reporting Issuer fails to successfully market its brand, the Reporting Issuer may fail to attract new customers, retain existing customers or attract media coverage to the extent necessary to realize a sufficient return on its brand-building efforts, and its business and results of operations could suffer.

Failure to effectively expand the Reporting Issuer's sales and marketing capabilities could harm its ability to increase its customer base and achieve broader market acceptance.

Increasing the Reporting Issuer's customer base and achieving broader market acceptance of its products will depend to a significant extent on the Reporting Issuer's ability to expand its sales and marketing operations. The Reporting Issuer's business will be seriously harmed if the efforts to expand its sales and marketing capabilities are not successful or if they do not generate a sufficient increase in revenue.

If the Reporting Issuer is unable to sell additional products to its existing customers or attract new customers, its revenue growth will be adversely affected.

To increase revenue, the Reporting Issuer must sell additional memberships to existing customers and regularly add new customers. If the Reporting Issuer's existing and prospective customers do not perceive its products to be of sufficient value and quality, the Reporting Issuer may not be able to increase sales to existing customers and attract new customers, and its operating results will be adversely affected.

System failures or delays in the operation of the Reporting Issuer's computer and communications systems may harm its business.

The Reporting Issuer's ability to collect and report accurate data may be interrupted by a number of factors, including inability to access the Web, failure of the Reporting Issuer's network or software systems, computer viruses, security breaches or variability in user volume on customer Websites. A failure of network or data gathering procedures could impede the processing of data, cause the corruption or loss of data or prevent the timely delivery of products.

In the future, the Reporting Issuer may need to expand its network and systems at a more rapid pace than it has in the past. The Reporting Issuer's network or systems may not be capable of meeting the demand for increased capacity, or it may incur additional unanticipated expenses to accommodate these capacity demands. In addition, the Reporting Issuer may lose valuable data, be unable to obtain or provide data on a timely basis or its network may temporarily shut down if it fails to adequately expand or maintain its network capabilities to meet future requirements. Any lapse in the Reporting Issuer's ability to collect or transmit data may decrease the value of its products and prevent it from providing data requested by customers. Any disruption in the Reporting Issuer's network processing or loss of Web user data may damage its reputation and result in the loss of customers, business, and results of operations could be adversely affected.

If the Reporting Issuer fails to respond to technological developments, its products may become less competitive.

The Reporting Issuer's future success will depend in part on its ability to modify or enhance its products to meet customer needs, to add functionality and to address technological advancements. Also, technological advances in the handheld device industry may lead to changes in customers' requirements. To remain competitive, the Reporting Issuer will need to continue to develop new products that address these evolving technologies and standards. However, the Reporting Issuer may be unsuccessful in identifying new product opportunities or in developing or marketing new products in a timely or cost-effective manner. In addition, the Reporting Issuer's product innovations may not achieve the market penetration or price levels necessary for profitability. If the Reporting Issuer is unable to develop enhancements to, and new features for, our existing products or if the Reporting Issuer is unable to develop new products that keep pace with rapid technological developments or changing industry standards, its products may become obsolete, less marketable and less competitive, and its business will be harmed.

An assertion from a third party that the Resulting Issuer is infringing its intellectual property, whether such assertions are valid or not, could subject the Resulting Issuer to costly and time-consuming litigation or expensive licenses.

The Web, software and technology industries are characterized by the existence of a large number of patents, copyrights, trademarks and trade secrets and by frequent litigation based on allegations of infringement or other violations of intellectual property rights, domestically or internationally. As the Resulting Issuer grows and faces increasing competition in the data acquisition and management sectors, the probability that one or more third parties will make intellectual property rights claims against it increases. In such cases, the Resulting Issuer's technologies may be found to infringe on the intellectual property rights of others. With respect to any intellectual property rights claim against the Resulting Issuer, the Resulting Issuer may have to pay damages or stop using technology found to be in violation of a third party's rights. The Resulting Issuer may have to seek a license for the technology, which may not be available on reasonable terms or at all, may significantly increase its operating expenses or may significantly restrict its business activities in one or more respects. The Resulting Issuer may also be required to develop alternative non-infringing technology, which could require significant effort and expense. Any of these outcomes could adversely affect the business or results of operations of the Resulting Issuer.

The Resulting Issuer relies on its management team and needs additional personnel to grow its business, and the loss of one or more key employees, human error, or the inability to attract and retain qualified personnel could harm its business.

The Resulting Issuer's success and future growth depends, to a significant degree, on the skills and continued services of its management team. The Resulting Issuer's future success also depends on its ability to retain, attract and motivate highly skilled technical, managerial, statistical, analytical, marketing and customer service personnel, including members of its management team. The Resulting Issuer plans to hire additional personnel in all areas of its business, particularly for the sales, marketing and technology development areas, both domestically and internationally, which will likely increase its recruiting and hiring costs. The Resulting Issuer's inability to retain and attract the necessary personnel could adversely affect its business.

The Resulting Issuer will require additional capital to support business growth, and this capital may not be available on acceptable terms or at all.

The Resulting Issuer intends to continue to make investments to support its business growth and will require additional funds to respond to business challenges, including the expansion of its offerings into other jurisdictions, enhance operating infrastructure and acquire complementary businesses and technologies.

Accordingly, the Resulting Issuer may need to engage in equity or debt financings to secure additional funds. If the Resulting Issuer raises additional funds through further issuances of equity or convertible debt securities, its existing shareholders could suffer significant dilution, and any new equity securities the Resulting Issuer issues could have rights, preferences and privileges superior to those of holders of its Common Shares. Any debt financing secured by the Resulting Issuer in the future could include restrictive covenants relating to its capital raising activities and other financial and operational matters, which may make it more difficult for the Resulting Issuer to obtain additional capital and to pursue business opportunities, including potential acquisitions. In addition, the Resulting Issuer may not be able to obtain additional financing on terms favorable to it or at all. If the Resulting Issuer is unable to obtain adequate financing or financing on terms satisfactory to it when the Resulting Issuer requires it, the Resulting Issuer's ability to continue to support business growth and respond to business challenges could be significantly limited. In addition, the terms of any additional equity or debt issuances may adversely affect the value and price of the Resulting Issuer's Common Shares.

Risks Relating to Competition

While there currently is no competitor operating in the same jurisdiction as Galaxy, there can be no guarantee that competitors will not emerge, either in the State of California or in the North American market more generally. If the Resulting Issuer cannot compete effectively, its revenues will decline and its business will be harmed.

Competitors may emerge and grow into either the Resulting Issuer's currently proposed market of the State of California or into other jurisdictions in North America that the Resulting Issuer may choose to enter. These competitors may be able to devote greater resources to marketing and promotional campaigns, or development of systems and technologies than the Resulting Issuer can. In addition, some of the Resulting Issuer's competitors may adopt more aggressive pricing policies. Furthermore, large software companies, Web portals, database management or other companies may enter the Resulting Issuer's market or enhance their current offerings, either by developing competing services or by acquiring our competitors, and could leverage their significant resources and pre-existing relationships with the Resulting Issuer's current and potential customers. Potential competitors could include state lottery commissions that start offering online sales of lottery tickets.

If the Resulting Issuer is unable to compete successfully against its current and future competitors, it may not be able to retain and acquire customers, and may consequently experience a decline in revenues, reduced operating margins, loss of market share and diminished value from its products.

Risks Related to the Securities Market and Ownership of the Company's Common Shares

The Company cannot assure that a market will continue to develop or exist for its Common Shares or what the market price of its Common Shares will be.

There is currently no public trading market for the Company's Common Shares, and the Company cannot assure that after listing a public trading market will continue to develop or be sustained. If a market does not continue to develop or is not sustained, it may be difficult to sell shares of Common Shares at an attractive price or at all. The Company cannot predict the prices at which its Common Shares will trade.

The Company's management will have broad discretion over the use of available funds and may not apply the available funds in ways that increase the value of investors' investment.

The Company's management will have broad discretion to use the net proceeds received from an offering, and the investor will be relying on management's judgment regarding the application of these proceeds. The Company expects to use the net proceeds from an offering for general corporate purposes, which may include working capital, capital expenditures, other corporate expenses and potential acquisitions of complementary products, technologies or businesses. Management may not apply the net proceeds of an offering in ways that increase the value of an investors' investment.

The Company will incur increased costs and demands upon management as a result of complying with the laws and regulations affecting a public company, which could adversely affect its operating results.

The Company has incurred and will continue, as a public company, to incur significant legal, accounting and other expenses that we did not incur as a private company. In addition, regulatory rules require certain corporate governance practices for public companies. Management and other personnel will be required to devote a substantial amount of time to public reporting requirements and corporate governance. These rules and regulations have significantly increased the Company's legal and financial compliance costs and made some activities more time-consuming and costly. The Company has also incurred additional costs associated with public company reporting requirements. If these costs do not continue to be offset by increased revenues and improved financial performance and a lower cost of capital as a result of being a publicly listed company, the Company's operating results would be adversely affected. These rules and regulations also make it more difficult and more expensive for the Company to obtain director and officer liability insurance. The Company does not currently have directors and officers insurance however it is planning to obtain this insurance, and the Company may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage if these costs continue to rise. As a result, it may be more difficult for the Company to attract and retain qualified people to serve on its Board of Directors or as executive officers.

The Company does not anticipate paying dividends to shareholders in the foreseeable future, which makes investment in the Company's stock speculative and risky.

The Company has not paid dividends on its Common Shares and does not anticipate paying dividends on its Common Shares in the foreseeable future. The Company's Board has sole authority to declare dividends payable to its shareholders. The fact that the Company has not, and does not plan to pay dividends indicates that the

Company uses its funds generated by operations for reinvestment in its operating activities. Investors also must evaluate an investment in the Company solely on the basis of anticipated capital gains.

PROMOTERS

Warwick Smith, the CEO and a director of the Company, may be considered a promoter of the Company, and James Morel, the CEO and Managing Member of Galaxy, may be considered a promoter of Galaxy, in connection with their respective roles in arranging the Acquisition and related transactions. For a description of the voting and equity securities of the Company held by the promoters see “Directors and Officers” and for a description of all compensation received and to be received by the promoters see “Executive Compensation”.

LEGAL PROCEEDINGS

Neither of the Company or Galaxy is a party to any material legal proceedings and neither the Company nor Galaxy know of any such proceedings that are contemplated.

REGULATORY ACTIONS

Neither the Company nor Galaxy know of any:

(a) penalties or sanctions imposed against the Company or Galaxy by a court relating to provincial and territorial securities legislation or by a securities regulatory authority within the three years preceding the date of this prospectus;

(b) any other penalties or sanctions imposed by a court or regulatory body against the Company or Galaxy necessary for the prospectus to contain full, true and plain disclosure of all material facts relating to the securities being distributed; and

(c) settlement agreements the Company or Galaxy entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority within the three years preceding the date of this prospectus.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed above under the heading “Executive Compensation”, no insider, director or executive officer of the Company and no associate or affiliate of any director, executive officer or insider has any material interest, direct or indirect, in any transaction within the three years before the date of the prospectus that has materially affected or is reasonably expected to materially affect the Company.

Except as set forth below and disclosed under the heading “Executive Compensation”, no insider, director or executive officer of Galaxy and no associate or affiliate of any director, executive officer or insider has any material interest, direct or indirect, in any transaction within the three years before the date of the prospectus that has materially affected or is reasonably expected to materially affect Galaxy.

James Morel, the CEO and General Partner of Galaxy, has advanced funds to support operations. As of the current date, a balance owing of US$26,100 is due to the general partner, including related party loans and promissory notes.

AUDITORS

The current auditor of the Company and Galaxy is Davidson & Company LLP, with offices at 1200 – 609 Granville Street, Vancouver, British Columbia. It is anticipated that following completion of the Acquisition, Davidson & Company LLP will continue as the auditor of the Resulting Issuer.

REGISTRAR AND TRANSFER AGENT

The Company’s registrar and transfer agent is Computershare Investor Services Inc. at its Vancouver office located at 510 Burrard Street, 2nd Floor, Vancouver, British Columbia, V6C 3B9.

MATERIAL CONTRACTS

There are no contracts of the Company, other than contracts entered into in the ordinary course of business, that are material to the Company, other than as set forth below:

(a) the Advisory and Transaction Facilitation Agreement between the Company and Galaxy dated February 19, 2016, which was entered into in respect of the Acquisition and was subsequently supplanted by the Business Combination Agreement;

(b) the Business Combination Agreement between the Company and Galaxy, as amended March 3, 2017, as described under "Acquisition and Related Transactions"; and

(c) Grid Promissory Note dated September 20, 2016 issued by Galaxy in favour of the Company as described under "General Development of the Business of the Company".

There are no contracts of Galaxy, other than contracts entered into in the ordinary course of business, that are material to Galaxy, other than as set forth below:

(a) the Business Combination Agreement between the Company and Galaxy, as amended March 3, 2017, as described under "Acquisition and Related Transactions"; and

(b) Promissory Note dated September 20, 2016 issued by Galaxy in favour of the Company as described under "General Development of the Business of the Company".

EXPERTS AND INTERESTS OF EXPERTS

Davidson & Company LLP, Chartered Accountants, prepared an auditors' report on the financial statements of the Company as at December 31, 2016 and for the period from incorporation on February 10, 2016 to December 31, 2016 and an auditor's report on the financial statements of Galaxy as at December 31, 2015 and for the year ended December 31, 2015. As of the date of this prospectus, Davidson & Company LLP, Chartered Accountants have reported that they are independent in accordance with the Rules of Professional Conduct of the Institute of Chartered Accountants of British Columbia.

The Company has received legal opinions from Berra Law regarding the legality of its business in the State of California. See "General Development of the Business of Galaxy – Description of Galaxy's Business – Regulatory Framework". Berra Law and its designated professionals have no, and are not entitled to receive, any registered or beneficial interest, direct of indirect, in any securities or other property of the Company or Galaxy.

OTHER MATERIAL FACTS

There are no material facts about the Company, Galaxy, the Private Placement or the Acquisition which are not otherwise disclosed in this prospectus.

PURCHASERS' STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

CONTRACTUAL RIGHT OF ACTION FOR RESCISSION

The Company has granted to each holder of Subscription Receipts a contractual right of recession of the prospectus-exempt transaction under which the Subscription Receipts were initially acquired. The contractual right of rescission provides that if a holder of Subscription Receipts who acquires Common Shares on exercise of the Subscription Receipts as provided for in this prospectus is, and becomes, entitled under the securities legislation of a jurisdiction to the remedy of rescission because of this prospectus or an amendment to this prospectus containing a misrepresentation: (a) the holder is entitled to rescission of both the holder's exercise of its Subscription Receipt and the Private Placement under which the Subscription Receipt was initially acquired, (b) the holder is entitled in connection with the rescission to a full refund of all consideration paid to the Company and on the acquisition of the Subscription Receipts, and (c) if the holder is a permitted assignee of the interest of the original Subscription Receipt subscriber, the holder is entitled to exercise the rights of rescission and a refund as if the holder was the original subscriber.

The contractual rights of action described above are in addition to and without derogation from any other right or remedy that a purchaser of Subscription Receipts may have at law.

EXHIBIT A

FINANCIAL STATEMENTS OF THE COMPANY
AND MANAGEMENT'S DISCUSSION ANALYSIS

LottoGopher Holdings Inc.

(formerly Red Hat Investments Inc.)

FINANCIAL STATEMENTS

December 31, 2016

(Expressed in Canadian Dollars)

INDEPENDENT AUDITORS' REPORT

To the Directors of

LottoGopher Holdings Inc.

We have audited the accompanying financial statements of LottoGopher Holdings Inc., which comprise the statement of financial position as at December 31, 2016, and the statements of loss and comprehensive loss, changes in deficiency and cash flows for the period from incorporation on February 10, 2016 to December 31, 2016, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, these financial statements present fairly, in all material respects, the financial position of LottoGopher Holdings Inc. as at December 31, 2016 and its financial performance and its cash flows for the period from incorporation on February 10, 2016 to December 31, 2016 in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about LottoGopher Holdings Inc.'s ability to continue as a going concern.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada

Chartered Professional Accountants

May 11, 2017

LottoGopher Holdings Inc.
(formerly Red Hat Investments Inc.)
Statement of Financial Position
(Expressed in Canadian Dollars)

As at		**December 31, 2016**
ASSETS		
Current assets		
Cash	**$**	**73,686**
Amounts receivable		**7,320**
Advances to Galaxy Group LA, LLC (note 4)		**408,715**
Prepaid expenses (note 5)		**116,247**
TOTAL ASSETS	**$**	**605,968**
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities (note 8)	**$**	**260,504**
Non-current liabilities		
Convertible debentures (note 6)		**461,196**
TOTAL LIABILITIES		**721,700**
EQUITY		
Share capital (note 7)	**$**	**310,500**
Warrants reserve		**6,737**
Equity portion of convertible debentures (note 6)		**34,316**
Accumulated deficit		**(467,285)**
TOTAL EQUITY		**(115,732)**
TOTAL EQUITY AND LIABILITIES	**$**	**605,968**

Corporate information and continuance of operations (note 1)
Subsequent events (note 13)

The accompanying notes are an integral part of these financial statements.

These financial statements were approved for issue by the Board of Directors and signed on its behalf by:

/s/ Warwick Smith Director

LottoGopher Holdings Inc.
(formerly Red Hat Investments Inc.)
Statement of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

		From the date of incorporation on February 10, 2016 to December 31, 2016
EXPENSES		
Bank charges	$	1,064
Consulting fees		32,698
Finance cost		6,349
Foreign exchange loss		1,013
General and administrative costs		252
Management fees (note 8)		70,200
Professional fees (note 8)		305,916
Travel		49,793
TOTAL LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	$	467,285
Basic and diluted loss per share for the period attributable to common shareholders	$	0.06
Weighted average number of common shares outstanding - basic and diluted		7,278,068

The accompanying notes are an integral part of these financial statements.

LottoGopher Holdings Inc.
(formerly Red Hat Investments Inc.)
Statement of Changes in Equity
(Expressed in Canadian Dollars)

	Share capital		Reserves			
	Number of shares	Amount	Warrants	Equity portion of convertible debentures	Accumulated deficit	Total
Incorporator shares, February 10, 2016	1	-	-	-	-	-
Shares issued for cash - private placement	15,775,000	315,500	-	-	-	**315,500**
Share issue costs	-	(5,000)	-	-	-	**(5,000)**
Fair value of finder's warrants	-	-	6,737	-	-	**6,737**
Equity portion of convertible debentures	-	-	-	34,316	-	**34,316**
Total loss and comprehensive loss	-	-	-	-	(467,285)	**(467,285)**
Balance at December 31, 2016	**15,775,001**	**$ 310,500**	**$ 6,737**	**$ 34,316**	**$ (467,285)**	**$ (115,732)**

The accompanying notes are an integral part of these financial statements.

LottoGopher Holdings Inc.
(formerly Red Hat Investments Inc.)
Statement of Cash Flows
(Expressed in Canadian Dollars)

		From the date of incorporation on February 10, 2016 to December 31, 2016
Cash flows provided from (used by):		
OPERATING ACTIVITIES		
Net loss for the period	$	(467,285)
Finance costs		6,349
Net changes in non-cash working capital items:		
Amounts receivable		(7,320)
Prepaid expenses		(116,247)
Accounts payable and accrued liabilities		260,504
Net cash flows used in operating activities		(323,999)
FINANCING ACTIVITIES		
Proceeds on issuance of common shares, net of cash share issue costs		310,500
Proceeds on issuance of convertible debentures, net of cash transaction costs		495,900
Net cash flows from financing activities		806,400
INVESTING ACTIVITIES		
Advances to Galaxy Group LA, LLC		(408,715)
Net cash flows used in investing activities		(408,715)
Net increase in cash		73,686
Cash, beginning of period		-
Cash, end of period	$	73,686
Supplementary cash flow information		
Payment of finder's fees through issue of finder's warrants	$	6,737
Equity portion of convertible debentures		34,316
	$	41,053

The accompanying notes are an integral part of these financial statements.

1. CORPORATE INFORMATION AND CONTINUANCE OF OPERATIONS

LottoGopher Holdings Inc. (formerly Red Hat Investments Inc.) (the "Company") was incorporated under the Business Corporations Act (British Columbia) on February 10, 2016. The Company is currently in the process of identifying, evaluating and negotiating business opportunities.

The Company's head office, principal address and registered address and records office is 1055 West Georgia Street, 1500 Royal Centre, Vancouver, BC, V6E 4N7, Canada.

The Company entered into a Business Combination Agreement ("BCA") with Galaxy Group LA, LLC ("Galaxy") effective November 30, 2016. Under the BCA, the Company is to acquire all of the issued and outstanding securities of Galaxy as part of a series of transactions, as it seeks a public listing.

The Company and Galaxy have been operating under an Advisory and Transaction Facilitation Agreement ("ATFA") which was effective February 19, 2016. Under the ATFA, the Company was to assist Galaxy in developing its' business and to advance funds to facilitate the advancement of the business (Note 4).

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to raise adequate financing to acquire and develop its business interests, complete the BCA, and to commence profitable operations in the future. As at December 31, 2016, the Company had working capital of $345,464 and an accumulated deficit of $467,285. These items may cast a significant doubt on the Company's ability to continue as a going concern. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

The audited financial statements of the Company for the period ended December 31, 2016 were reviewed, approved and authorized by the Board of Directors on May 11, 2017.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of preparation

These financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The accounting policies set out below have been applied consistently to the period presented in these financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONTINUED)

Critical accounting estimates

Income taxes

The estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the successful development of its business interests resulting in future profitability. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and future income tax provisions or recoveries could be affected.

Critical accounting judgments

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments.

The preparation of these financial statements requires management to make judgments regarding the going concern of the Company as discussed in Note 1.

Share capital

Equity instruments are contracts that give a residual interest in the net assets of the Company. Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, stock options and share purchase warrants are classified as equity instruments. The Company has no stock options or warrants outstanding.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Share-based payments

The Company grants stock options to buy common shares of the Company to directors, officers, employees and service providers. The Company recognizes share-based payments expense based on the estimated fair value of the options. A fair value measurement is made for each vesting installment within each option grant and is determined using the Black-Scholes option-pricing model. The fair value of the options is recognized over the vesting period of the options granted as both share-based payments and reserves. This includes a forfeiture estimate, which is revised for actual forfeitures in subsequent periods. The reserves account is subsequently reduced if the options are exercised and the amount initially recorded is then credited to share capital.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONTINUED)

Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous periods.

Deferred tax is recorded by providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; nor differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Foreign exchange

The functional currency is the currency of the primary economic environment in which the entity operates. The functional currency for the Company is the Canadian dollar.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange on the statement of financial position date while nonmonetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in profit and loss.

Loss per share

Basic loss per share is calculated using the weighted-average number of shares outstanding during the year. The diluted loss per share reflects the potential dilution of common share equivalents, such as outstanding stock options and share purchase warrants, in the weighted average number of common shares outstanding during the period, if dilutive. For the period presented, the calculation proved to be anti-dilutive.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONTINUED)

Financial instruments

All financial assets are initially recorded at fair value and classified into one of four categories: held to maturity, available for sale, loans and receivables or at fair value through profit or loss ("FVTPL"). All financial liabilities are initially recorded at fair value and classified as either FVTPL or other financial liabilities. Financial instruments comprise cash, amounts receivable, advances to Galaxy, accounts payable and accrued liabilities and convertible debentures.

a) *Financial assets*

The Company has recognized its cash as FVTPL. A financial instrument is classified at FVTPL if it is held for trading or is designated as such upon initial recognition. Financial instruments are designated at FVTPL if the Company manages such investments and makes purchase and sale decisions based on their fair value in accordance with the Company's documented risk management or investment strategy. Financial instruments at FVTPL are measured at fair value and changes therein are recognized in profit or loss.

The Company has classified its amounts receivable and advances to Galaxy as loans and receivables. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are initially recognized at the transaction value, including transaction costs and are subsequently measured at amortized cost. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company's intention to hold these investments to maturity. Held-to-maturity investments are recognized on a trade-date basis and initially measured at fair value, including transaction costs. They are subsequently measured at amortized cost. Held-to-maturity investments are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period. The Company has no financial assets classified as held-to-maturity.

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or are not suitable to be classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments and are subsequently measured at fair value. These are included in current assets. Available-for-sale financial assets are measured initially at their fair value including transaction costs directly attributable to the acquisition. They are subsequently measured at fair value. Unrealized gains and losses are recognized in other comprehensive income (loss), except for impairment losses, interest calculated using the effective interest method and foreign exchange gains and losses. The Company has no financial assets classified as available-for-sale financial assets.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONTINUED)

Financial instruments (continued)

b) *Financial liabilities*

The Company classifies its financial liabilities into one of two categories as follows:

Fair value through profit or loss (FVTPL) - This category comprises derivatives and financial liabilities incurred principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss.

Other financial liabilities - This category consists of liabilities carried at amortized cost using the effective interest method. Accounts payable and accrued liabilities, and convertible debentures, are included in this category. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expire.

Refer to Note 11 for the required disclosures.

c) *Impairment of financial assets*

At each reporting date the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

3. ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

New standards and interpretations not yet adopted

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for future accounting periods. The following have not yet been adopted by the Company and are being evaluated to determine their impact.

- IFRS 9: New standard that replaced IAS 39 for classification and measurement, tentatively effective for annual periods beginning on or after January 1, 2018.

- IFRS 15: New standard that replaced IAS 18 for revenue from contracts with customers, effective for annual periods beginning on or after January 1, 2018.

- IFRS 16, Leases: New standard to establish principles for recognition, measurement, presentation and disclosure of leases with an impact on lessee accounting, effective for annual periods beginning on or after January 1, 2019.

4. ADVANCES TO GALAXY GROUP LA, LLC

In connection with the ATFA (Note 1), the Company agreed to advance to Galaxy, an initial amount of USD $56,000 (paid), minimum monthly advances of USD $5,000, and make advances to third parties on behalf of Galaxy for reasonable expenses. Total advances are to a maximum of US$250,000 unless mutually extended by both parties. Both parties have agreed to increase the amount advanced.

As at December 31, 2016, the Company has advanced a total of $408,715 (US$304,171) to, or on behalf of, Galaxy. These amounts are unsecured, non-interest bearing and payable on demand.

5. PREPAID EXPENSES

As at December 31, 2016, the Company has placed deposits relating to promotional and advertising campaign to commence on its public listing.

6. CONVERTIBLE DEBENTURES

During the period ended December 31, 2016, the Company issued various 2-year unsecured convertible debentures bearing interest at 8% per annum. The convertible notes have an aggregate face value of $519,000. Interest is payable on the earlier of the maturity date, or the date of any conversion of the notes. The notes are convertible at any time at the option of the holder. The conversion price of the notes is $0.10 per share of common stock.

Using a risk-adjusted discount rate of 12%, the Company calculated and recorded the equity portion of the debentures to be $36,409.

In connection with the convertible debentures issuance, the Company paid $23,100 in finders' fees and issued 70,000 finders' warrants with an expiry date of November 15, 2017. Each finders' warrant is exercisable for an additional common share of the Company at an exercise price of $0.25. The Company estimated the fair value of finder's warrants using the Black-Scholes option pricing model, assuming a risk-free interest rate of 0.67%, an expected life of 1 year, an expected volatility of 100% and an expected dividend yield of 0%, which totaled $6,737. These transaction costs ($29,837) are recorded as a reduction of the carrying value of the liability ($27,744) and equity ($2,093) portions of the convertible debentures.

During the period ended December 31, 2016, accretion expense of $6,349 was recorded with a corresponding increase in the carrying value of the liability. None of these convertible debentures were converted during the period ended December 31, 2016.

As at December 31, 2016, the carrying value of convertible debentures is $461,196.

The convertible debenture offering closed on February 28, 2017. In the event that the Company does not complete the go public transaction with Galaxy (Note 1), by August 31, 2017 (the "Deadline"), the Company is obligated to pay the subscribers to the convertible debentures, a penalty payable in common shares of the Company up to a maximum of 15% of the number of shares that would otherwise be issuable upon conversion of the entire principal amount ("Penalty Amount"), in staged payments over the course of two months following the Deadline. No interest is payable on the Penalty Amount.

(Expressed in Canadian Dollars)

7. SHARE CAPITAL

a) Authorized share capital

Unlimited number of common shares without par value.

b) Issued share capital

At December 31, 2016, the Company had 15,775,001 common shares issued and outstanding.

During the period ended December 31, 2016

- The Company issued 1 share at nominal value to the incorporator.
- The Company completed a non-brokered private placement of 15,775,000 common shares at $0.02 per share for total proceeds of $315,500.

  In connection with this private placement, the Company incurred $5,000 in share issue costs.

c) Share purchase warrants

The changes in warrants during the period ended December 31, 2016 are as follows:

	Number outstanding	Weighted average exercise price
Granted	70,000	$ 0.25
Balance, December 31, 2016	**70,000**	**$ 0.25**

The following summarizes information about warrants outstanding at December 31, 2016:

Expiry date	Warrants outstanding	Exercise price	Estimated grant date fair value	Weighted average remaining contractual life (in years)
November 15, 2017	70,000	$ 0.250	$ 6,737	0.87
	70,000		**$ 6,737**	**0.87**

(Expressed in Canadian Dollars)

8. RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

Total compensation of key company personnel for the period ended December 31, 2016 is as follows:

		From the date of incorporation on February 10, 2016 to December 31, 2016
Management fees [(a)]	$	70,200
Professional fees		
- Accounting [(b)]		137,540
- Corporate Secretary [(c)]		6,078
	$	213,818

a) The Company paid management fees of $70,200 to Harbourside Consulting Ltd. which is controlled by the Chief Executive Officer of the Company.

b) The Company paid $137,540 for accounting services to Quantum Advisory Partners LLP whose incorporated partner is the Company's Chief Financial Officer.

c) The Company paid $6,078 for corporate secretary services to the Company's Corporate Secretary.

The balances due to the Company's officers were $102,181 as at December 31, 2016, and included in accounts payable and accrued liabilities. These amounts are unsecured, non-interest-bearing and payable on demand.

9. SEGMENTED INFORMATION

The Company operates in one reportable segment. All of the Company's assets are located in Canada.

10. CAPITAL MANAGEMENT

The Company defines its components of equity as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue business opportunities and to maintain a flexible capital structure that optimizes the costs of capital at an acceptable risk.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust capital structure, the Company may consider issuing new shares, and/or issue debt, acquire or dispose of assets, or adjust the amount of cash on hand.

The Company's investment policy is to keep its cash on deposit in an interest-bearing Canadian chartered bank account. There have been no changes to the Company's approach to capital management at any time from the date of incorporation to December 31, 2016. The Company is not subject to externally imposed capital requirements.

11. FINANCIAL INSTRUMENTS

a) Fair value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's amounts receivable, advances to Galaxy Group LA, LLC and accounts payable and accrued liabilities approximate their carrying value, which is the amount recorded on the statement of financial position. Convertible debentures are carried at amortized cost. The Company's other financial instrument, cash, under the fair value hierarchy is based on level one quoted prices in active markets for identical assets or liabilities.

11. FINANCIAL INSTRUMENTS (CONTINUED)

b) Financial risk management

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's exposure to credit risk includes cash, amounts receivable and advances to Galaxy Group LA, LLC.

The Company's cash is held at a large Canadian financial institution in interest bearing accounts. The Company has no investments in asset-backed commercial paper.

The Company's amounts receivable balance does not represent significant credit exposure as it is primarily comprises input tax credits due from the Government of Canada.

The Company's advances to Galaxy Group LA, LLC consists of payments made to, or on behalf of Galaxy.

The Company's maximum exposure to credit risk is the carrying value of its financial assets.

Management believes that the credit risk related to its cash, amounts receivable and advances to Galaxy Group LA, LLC, is negligible.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company manages liquidity by maintaining adequate cash balances to meet liabilities as they become due.

At December 31, 2016, the Company had cash of $73,686 and accounts payable and accrued liabilities of $206,504. All accounts payable and accrued liabilities are current. The Company will need to obtain additional financing through the issuance of equity or other means to meet current liabilities as they come due.

Market Risk

The significant market risks to which the Company is exposed are interest rate risk, foreign currency risk, and price risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate due to changes in market interest rates. As at December 31, 2016, the Company is not exposed to significant interest rate risk due to the short-term maturity of its monetary assets and liabilities.

The Company's convertible debentures are not subject to interest rate risk as it is not subject to a variable interest rate.

11. FINANCIAL INSTRUMENTS (CONTINUED)

b) Financial risk management (continued)

Market Risk (continued)

Foreign Currency risk

The Company is exposed to currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in Canadian dollars ("CAD"). The Company has not entered into any foreign currency contracts to mitigate this risk.

The Company's cash, amounts receivable, advances to Galaxy Group LA, LLC, and accounts payable and accrued liabilities are held in CAD and United States dollars ("USD"); therefore, USD accounts are subject to fluctuation against the CAD.

The Company's financial instruments were denominated as follows as at December 31, 2016:

		CAD		USD
Cash		71,267		1,800
Amounts receivable		7,320		-
Advances to Galaxy		-		304,171
Accounts payable and accrued liabilities		(226,912)		(25,000)
Total foreign currencies		**(148,325)**		**280,971**
Foreign currency rate		1.000		1.3437
Equivalent to Canadian dollars	**$**	**(148,325)**	**$**	**377,541**

Based on the above net exposures as at December 31, 2016, and assuming that all other variables remain constant, a 10% change of the CAD against the USD would change profit or loss by $37,754.

Price risk

Price risk relates to fluctuations in equity prices. The Company is not exposed to price risk as its common shares are not publicly traded at this time.

(Expressed in Canadian Dollars)

12. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

		2016
Earnings (loss) for the year	$	(467,285)
Expected income tax (recovery)	$	(121,000)
Change in statutory, foreign tax, foreign exchange rates and other		(6,000)
Change in unrecognized deductible temporary differences		127,000
Total income tax expense (recovery)	**$**	**-**

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the statement of financial position are as follows:

		2016	**Expiry Date Range**
Temporary Differences			
Non-capital losses available for future periods	$	467,000	2036

Tax attributes are subject to review, and potential adjustment, by tax authorities.

13. SUBSEQUENT EVENTS

Subsequent to December 31, 2016:

- The Company advanced additional funds of $455,292 to, or on behalf of, Galaxy. As of May 11, 2017, a total of $871,800 has been advanced to Galaxy. These amounts are unsecured, non-interest bearing and payable on demand.

- The Company closed its convertible debentures private placement on February 28, 2017. An additional $505,000 in gross proceeds was received.

- The Company completed the Private Placement of an aggregate 14,023,000 Subscription Receipts at a purchase price of $0.25 per Subscription Receipt for aggregate gross proceeds of $3,505,750.

LottoGopher Holdings Inc.

(formerly Red Hat Investments Inc.)

MANAGEMENT'S DISCUSSION AND ANALYSIS

FROM THE DATE OF INCORPORATION ON FEBRUARY 10, 2016 TO DECEMBER 31, 2016

(Expressed in Canadian Dollars)

BACKGROUND

This management discussion and analysis ("MD&A") of the financial position of LottoGopher Holdings Inc. (formerly Red Hat Investments Inc.) (the "Company" or "LottoGopher") and results of its operations for the period ended December 31, 2016 is prepared as at May 11, 2017. This MD&A should be read in conjunction with the audited financial statements from the date of incorporation on February 10, 2016 to December 31, 2016 and the supporting notes. Those audited financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar figures included therein and in the following M&DA are quoted in Canadian dollars.

FORWARD-LOOKING INFORMATION

This discussion contains "forward-looking statements" that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made. Such forward-looking statements include statements relating to the Company's proposed acquisition (the "Proposed Transaction") of Galaxy Group LA, LLC ("Galaxy") and seeking a public listing and future sources of financing.

This MD&A contains forward-looking statements that reflect the Company's current expectations and projections about its future results. When used in this MD&A, words such as "estimate", "intend", "expect", "anticipate" and similar expressions are intended to identify forward-looking statements, which, by their very nature, are not guarantees of the Company's future operational or financial performance, and are subject to risks and uncertainties and other factors that could cause the Company's actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward-looking statements. The assumptions on which such forward-looking statements are based and the risk factors that could cause such forward-looking statements to vary, including assumptions and risks relating to the Proposed Transaction, stock exchange listing and future sources of financing, are set out in the Company's Prospectus to which this MD&A is attached under the headings "Note Regarding Forward-Looking Information" and "Risk Factors".

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein.

Due to risks and uncertainties, including the risks and uncertainties identified above and elsewhere in this MD&A and the Prospectus, actual events may differ materially from current expectations. Except as required by applicable law, the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

COMPANY OVERVIEW

The Company was incorporated under the Business Corporations Act (British Columbia) on February 10, 2016. The Company is currently in the process of identifying, evaluating and negotiating business opportunities.

PROPOSED TRANSACTIONS

LottoGopher entered into a Business Combination Agreement ("BCA") with Galaxy effective November 30, 2016. Under the BCA, LottoGopher is to acquire all of the issued and outstanding securities of Galaxy as part of a series of transactions, as it seeks a public listing.

LottoGopher and Galaxy have been operating under an Advisory and Transaction Facilitation Agreement ("ATFA") which was effective February 19, 2016. Under the ATFA, LottoGopher was to assist Galaxy in developing its' business and to advance funds to facilitate the advancement of the business.

RESULTS OF OPERATIONS

Three months ended December 31, 2016

During the three months ended December 31, 2016, the Company recorded a net loss of $183,667.

Operating expenses for the three months ended December 31, 2016 were $183,667. During the three months ended December 31, 2016, the Company incurred the following expenditures:

- Consulting fees of $10,000;
- Management fees of $33,450;
- Professional fees of $108,318; and
- Travel expenses of $25,229.

From the date of incorporation on February 10, 2016 to December 31, 2016

From the date of incorporation on February 10, 2016 to December 31, 2016, the Company recorded a net loss of $467,285.

Operating expenses incurred from the date of incorporation on February 10, 2016 to December 31, 2016 were $467,285. From the date of incorporation on February 10, 2016 to December 31, 2016, the Company incurred the following expenditures:

- Consulting fees of $32,698;
- Management fees of $70,200;
- Professional fees of $305,916; and
- Travel expenses of $49,793.

SUMMARY OF QUARTERLY INFORMATION

The quarterly results for the last eight quarters are summarized below:

(Expressed in Canadian Dollars)

	Three months ended			
	December 31, 2016	September 30, 2016	June 30, 2016	March 31, 2016
Operating expenses	$ 183,667	$ 154,937	$ 80,384	$ 48,297
Net loss	183,667	154,937	80,384	48,297
Basic and diluted loss per share	$ 0.01	$ 0.02	$ 0.02	$ 0.01

	Three months ended			
	December 31, 2015	September 30, 2015	June 30, 2015	March 31, 2015
Operating expenses	N/A	N/A	N/A	N/A
Net loss	N/A	N/A	N/A	N/A
Basic and diluted loss per share	N/A	N/A	N/A	N/A

The fluctuation in net loss on a quarterly basis is attributable to variations in various expense items, such as consulting fees, management fees, professional fees and travel, which occur due to the administrative and fund raising activities occurring during a particular period and to the availability of funds in those periods to pay for those activities. As the Company has been reviewing and assessing opportunities, the underlying expenditures have occurred at various times. There is no seasonality to these variations, nor are they indicative of any trend.

The Company anticipates significant future fluctuations in its quarterly operating results caused by a number of factors, as provided in the "Risks and Uncertainties" discussion. Consequently, the Company is of the opinion that operating results comparisons will not necessarily be meaningful and that such comparisons should not be relied upon to assess future returns.

SELECTED INFORMATION

	For the year ended		
	December 31, 2016	December 31, 2015	December 31, 2014
Operating expenses	$ 467,285	N/A	N/A
Net loss	467,285	N/A	N/A
Basic and diluted loss per share	$ 0.06	N/A	N/A

As at:	December 31, 2016	December 31, 2015	December 31, 2014
Working capital	$ 345,464	N/A	N/A
Total assets	605,968	N/A	N/A
Total Liabilities	721,700	N/A	N/A
Total shareholders' equity	$ (115,732)	N/A	N/A

LIQUIDITY / CAPITAL RESOURCES

The Company's activities have been funded through equity financings and the Company expects it will continue to be able to utilize this source of financing until it develops cash flow from future operations.

There can be no assurances the Company will be successful in its endeavors. If such funds are not available or other sources of finance cannot be obtained, then the Company will be forced to curtail its activities to a level for which funding is available or can be obtained.

The Company does not derive any revenues from operations and has no material income from operations.

As at December 31, 2016, the Company had working capital of $345,464.

From the date of incorporation on February 10, 2016 to December 31, 2016, the Company experienced cash outflows of $732,714 from operating activities.

From the date of incorporation on February 10, 2016 to December 31, 2016, the Company completed a non-brokered private placement of 15,775,000 common shares at $0.02 per share for total proceeds to the Company of $315,500. In connection with this private placement, the Company incurred $5,000 in share issue costs.

In addition, the Company issued various 2-year unsecured convertible debentures bearing interest at 8% per annum. The convertible notes have an aggregate face value of $519,000. Interest is payable on the earlier of the maturity date or the date of any conversion of the notes. The notes are convertible at any time at the option of the holder. The conversion price of the notes is $0.10 per share of common stock. In connection with the convertible debentures issuance, the Company paid $23,100 finders' fees and issued 70,000 finders' warrants with an expiry date of November 15, 2017. Each finders' warrant is exercisable for an additional common share of the Company at an exercise price of $0.25.

The Company has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. Management believes the Company has sufficient working capital at this time to meet its ongoing financial obligations.

SUBSEQUENT EVENTS

- The Company advanced additional funds of $455,292 to, or on behalf of, Galaxy. As of May 11, 2017, a total of $871,800 has been advanced to Galaxy. These amounts are unsecured, non-interest bearing and payable on demand.

- The Company closed its convertible debentures private placement on February 28, 2017. An additional $505,000 in gross proceeds was received.

- The Company completed the Private Placement of an aggregate 14,023,000 Subscription Receipts at a purchase price of $0.25 per Subscription Receipt for aggregate gross proceeds of $3,505,750.

(Expressed in Canadian Dollars)

OUTSTANDING SHARE DATA AS DECEMBER 31, 2016 AND THE DATE OF THIS MD&A

Authorized share capital: Unlimited number of common shares without par value.

During the period ended December 31, 2016

- The Company issued 1 share at nominal value to the incorporator.
- The Company completed a non-brokered private placement of 15,775,000 common shares at $0.02 per share for total proceeds to the Company of $315,500.

  In connection with this private placement, the Company incurred $5,000 in share issue costs.
- The Company issued 70,000 finders' warrants with an expiry date of November 15, 2017 in connection with the issuance of convertible debentures. Each finders' warrant is exercisable for an additional common share of the Company at an exercise price of $0.25.

As at the date of this MD&A, the Company had the following common shares and warrants issued and outstanding:

- 15,962,251 common shares;
- 70,000 share purchase warrants with an exercise prices of $0.25 per share. Each warrant entitles the warrant holder to subscribe for one common share; and
- 667,200 share purchase warrants with an exercise prices of $0.40 per share. Each warrant entitles the warrant holder to subscribe for one common share.

TRANSACTIONS WITH RELATED PARTIES

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

Total compensation of key company personnel for the period ended December 31, 2016 is as follows:

		From the date of incorporation on February 10, 2016 to December 31, 2016
Management fees [(a)]	$	70,200
Professional fees		
- Accounting [(b)]		137,540
- Corporate Secretary [(c)]		6,078
	$	213,818

a) The Company paid management fees of $70,200 to Harbourside Consulting Ltd. which is controlled by the Chief Executive Officer of the Company.

b) The Company paid $137,540 for accounting services to Quantum Advisory Partners LLP whose incorporated partner is the Company's Chief Financial Officer.

c) The Company paid $6,078 for corporate secretary services to the Company's Corporate Secretary.

The balances due to the Company's officers were $102,181 as at December 31, 2016, and included in accounts payable and accrued liabilities. These amounts are unsecured, non-interest-bearing and payable on demand.

CONTRACTUAL OBLIGATIONS

There are no significant contractual obligations.

OFF-BALANCE SHEET ARRANGEMENT

The Company has no off-balance sheet arrangements.

CRITICAL ACCOUNTING ESTIMATES

These financial statements, including comparatives, have been prepared using accounting policies consistent with IFRS issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these Financial Statements have been prepared using the accrual basis of accounting except for cash flow information. Refer to Note 2 of the audited financial statements for the period ended September 30, 2016 for details on critical accounting estimates and judgments.

NEW STANDARDS AND INTERPRETATIONS NOT YET ADOPTED

New standards and interpretations not yet adopted

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for future accounting periods. The following have not yet been adopted by the Company and are being evaluated to determine their impact:

- IFRS 9: New standard that replaced IAS 39 for classification and measurement, tentatively effective for annual periods beginning on or after January 1, 2018.

- IFRS 15: New standard that replaced IAS 18 for revenue from contracts with customers, effective for annual periods beginning on or after January 1, 2018.

- IFRS 16, Leases: New standard to establish principles for recognition, measurement, presentation and disclosure of leases with an impact on lessee accounting, effective for annual periods beginning on or after January 1, 2019.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

a) Fair value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's amounts receivable, advances to Galaxy Group LA, LLC and accounts payable and accrued liabilities approximate their carrying value, which is the amount recorded on the statement of financial position. Convertible debentures are carried at amortized cost. The Company's other financial instrument, cash, under the fair value hierarchy is based on level one quoted prices in active markets for identical assets or liabilities.

Financial risk management

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to financial instruments fails to meet its contractual obligations. The Company's exposure to credit risk includes cash, amounts receivable and advances to Galaxy Group LA, LLC.

The Company's cash is held at a large Canadian financial institution in interest bearing accounts. The Company has no investments in asset-backed commercial paper.

The Company's amounts receivable balance does not represent significant credit exposure as it is principally due from the Government of Canada.

The Company's advances to Galaxy consists of payments made on behalf of Galaxy.

The Company's maximum exposure to credit risk is the carrying value of its financial assets.

Management believes that the credit risk related to its cash, amounts receivable and advances to Galaxy Group LA, LLC, is negligible.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company manages liquidity by maintaining adequate cash balances to meet liabilities as they become due.

At December 31, 2016, the Company had cash of $73,686 and accounts payable and accrued liabilities of $206,504. All accounts payable and accrued liabilities are current. The Company will need to obtain additional financing through the issuance of equity or other means to meet current liabilities as they come due.

Market Risk

The significant market risks to which the Company is exposed are interest rate risk, foreign currency risk, and price risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate due to changes in market interest rates. As December 31, 2016, the Company is not exposed to significant interest rate risk due to the short-term maturity of its monetary assets and liabilities.

The Company's convertible debentures are not subject to interest rate risk as it is not subject to a variable interest rate.

Foreign Currency risk

The Company is exposed to currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in Canadian dollars ("CAD"). The Company has not entered into any foreign currency contracts to mitigate this risk.

The Company's cash, amounts receivable, advances to Galaxy Group LA, LLC, and accounts payable and accrued liabilities are held in CAD and United States dollars ("USD"); therefore, USD accounts are subject to fluctuation against the CAD.

The Company's financial instruments were denominated as follows as at December 31, 2016:

	CAD	USD
Cash	71,267	1,800
Amounts receivable	7,320	-
Advances to Galaxy	-	304,171
Accounts payable and accrued liabilities	(226,912)	(25,000)
Total foreign currencies	**(148,325)**	**280,971**
Foreign currency rate	1.000	1.3437
Equivalent to Canadian dollars	**$ (148,325)**	**$ 377,541**

Based on the above net exposures as at December 31, 2016, and assuming that all other variables remain constant, a 10% change of the CAD against the USD would change profit or loss by $37,754.

Price risk

Price risk relates to fluctuations in equity prices. The Company is not exposed to price risk as tis common shares are not publicly traded at this time.

RISKS AND UNCERTAINTIES

The Company is subject to a number of risk factors due to the nature of its business. These risks and uncertainties may impact the Company's ability to successfully execute its key strategies and may affect future events, performance or results. Certain of these risks and uncertainties are described in this MD&A. However, the risks and uncertainties set out in this MD&A are not exhaustive. New risk factors may emerge from time to time and it is not possible for management to predict all such risk factors, nor can it assess the impact of all such risk factors on the Company's business performance, condition, operations or strategies and plans.

Ongoing Need for Financing

It is intended that the Company will continue to make investments to support business growth and may require additional funds to respond to business challenges. Accordingly, the Company may need to engage in equity or debt financings to secure additional funds. If additional funds are raised through further issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of holders of the Company's shares. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions. In addition, additional financing may not be available on favourable terms, if at all. If the Company is unable to obtain adequate financing or financing on terms satisfactory to them, when they require it, their ability to continue to support business growth and to respond to business challenges could be significantly limited.

Issuance of Debt

From time to time, the Company may enter into transactions to acquire the assets or shares of other corporations. These transactions may be financed wholly or partially with debt, which may temporarily increase the Company's debt levels above industry standards. The level of the Company's indebtedness from time to time could impair its ability to obtain additional financing in the future, on a timely basis, to take advantage of business opportunities that may arise.

Business plan is new and contains inherent risks

Our business plan is innovative and non-traditional. As such, we cannot be certain of commercial or any other kind of success for us and cannot guarantee same.

Limited operating history

The Company has a very limited operating history upon which an evaluation of its prospects can be based. The prospects must be evaluated with a view to the risks encountered by a business in an early stage of development. The Company has not been profitable and has incurred net operating losses during its recent operating history. The Company cannot guarantee it will ever be profitable, have a positive cash flow, or be able to continue in business.

Potential Conflicts of Interest

Certain directors or officers of the Company are also directors, officers, shareholders and/or Promoters of other reporting and non-reporting issuers. Such associations may give rise to conflicts of interest from time to time. The directors and officers of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board of Directors, any director in a conflict will disclose his interest and abstain from voting on such matter. Conflicts of interest, if any, will be subject to, and will be resolved in accordance with, the procedures and remedies under the BCBCA.

Reliance on Others and Key Personnel

The success of the Company will be largely dependent upon the performance of its management and key employees, as well as the talents of its outside consultants and suppliers. The Company may not have any "key man" insurance policies, and therefore there is a risk that the death or departure of any one or more members of management or any key employee could have a material adverse effect on the Company. The Company also faces intense competition for qualified personnel and there can be no assurance that the Company will be able to attract and retain the employees, personnel and/or consultants necessary to successfully carry out its activities.

Litigation

All industries are subject to legal claims, with and without merit. Defense and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, there can be no assurance that the resolution of any particular legal proceeding will not have a material effect on the Company's operations and financial position.

Dividends

To date, the Company has not paid any dividends on its outstanding securities and the Company does not expect to do so in the foreseeable future. Any decision to pay dividends on Company's shares will be made by the Board of Directors.

Changes in Laws

Changes to any of the laws, rules, regulations or policies to which the Company is subject could have a significant impact on the Company's business. There can be no assurance that the Company will be able to comply with any future laws, rules, regulations and policies. Failure by the Company to comply with applicable laws, rules, regulations and policies may subject it to civil or regulatory proceedings, including fines or injunctions, which may have a material adverse effect on the Company's business, financial condition, liquidity and results of operations. In addition, compliance with any future laws, rules, regulations and policies could negatively impact the Company's profitability and have a material adverse effect on its business, financial condition, liquidity and results of operations.

Speculative investment

An investment in the Company's common shares is highly speculative and subject to a number of risks and uncertainties. Only those persons who can bear the risk of the entire loss of their investment should participate. An investor should carefully consider the risks described above and the other information filed with the Canadian securities regulators before investing in the Company's common shares. The risks described are not the only ones faced. Additional risks that the Company currently believes are immaterial may become important factors that affect the Company's business. If any of these risks occur, or if others occur, the Company's business, operating results and financial condition could be seriously harmed and investors may lose all of their investment.

EXHIBIT B

FINANCIAL STATEMENTS OF GALAXY
AND MANAGEMENT'S DISCUSSION AND ANALYSIS

GALAXY GROUP LA, LLC

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2016

(Expressed in U.S. Dollars)

INDEPENDENT AUDITORS' REPORT

To the Director of

Galaxy Group LA, LLC

We have audited the accompanying financial statements of Galaxy Group LA, LLC, which comprise the statements of financial position as at December 31, 2016 and 2015, and the statements of loss and comprehensive loss, changes in partners' deficiency and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, these financial statements present fairly, in all material respects, the financial position of Galaxy Group LA, LLC as at December 31, 2016 and 2015 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about Galaxy Group LA, LLC's ability to continue as a going concern.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada

Chartered Professional Accountants

May 11, 2017

Galaxy Group LA, LLC
Consolidated Statements of Financial Position
(Expressed in U.S. Dollars)

As at		**December 31, 2016**		December 31, 2015
ASSETS				
Current assets				
Cash	**$**	**8,139**	$	9,131
Prepaid expenses		**1,939**		-
		10,078		9,131
Non-current assets				
Intangibles (note 4)		**39,466**		-
		39,466		-
TOTAL ASSETS	**$**	**49,544**	$	9,131
LIABILITIES				
Current liabilities				
Accounts payable and accrued liabilities	**$**	**205,893**	$	230,251
Consideration payable (note 4)		**33,000**		-
Loans payable (note 7)		**409,944**		137,544
Promissory notes (note 8)		**175,025**		141,564
TOTAL LIABILITIES	**$**	**823,862**	$	509,359
PARTNERS' DEFICIENCY	**$**	**(774,318)**	$	(500,228)
TOTAL LIABILITIES AND PARTNERS' DEFICIENCY	**$**	**49,544**	$	9,131

Related party transactions and balances (notes 7 and 8)
Segmented information (note 9)
Subsequent event (note 12)

The accompanying notes are an integral part of these consolidated financial statements.

On behalf of the Board of Galaxy Group LA, LLC, General Partner:

/s/ James Morel General Partner

Galaxy Group LA, LLC
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in U.S. Dollars)

	For the years ended December 31, 2016	December 31, 2015
SALES	**$ 7,322**	$ 10,026
OPERATING EXPENSES		
Advertising	**34,175**	45,384
Amortization	**4,385**	-
Audit, accounting and legal	**56,962**	38,064
Automobile	**-**	4,095
Bank charges	**2,300**	1,491
Consulting fees	**10,155**	2,000
Depreciation (note 5)	**-**	2,063
Insurance	**6,780**	11,038
License	**13,772**	13,013
Office and general	**27,738**	47,252
Rent	**-**	20,998
Salaries and benefits	**25,189**	146,624
Travel	**33,682**	1,619
Website support and design	**48,144**	63,060
	(263,282)	(396,701)
OTHER EXPENSES		
Foreign exchange gain	**331**	-
Interest expense (note 8)	**(18,461)**	(16,855)
Loss on disposal of equipment (note 5)	**-**	(3,406)
	(18,130)	(20,261)
TOTAL LOSS AND COMPREHENSIVE LOSS FOR THE YEAR	**$ (274,090)**	$ (406,936)
Net loss attributable to Limited Partner ownership interests in Galaxy Group LA, LLC	**$ (219,759)**	$ (326,271)
Net loss attributable to General Partner ownership interests in Galaxy Group LA, LLC	**(54,331)**	(80,665)

The accompanying notes are an integral part of these consolidated financial statements.

Galaxy Group LA, LLC
Consolidated Statements of Changes in Partners' Deficiency
(Expressed in U.S. Dollars)

	Limited Partners	General Partners	Total
Balance at December 31, 2014 (unaudited)	**$ (28,040)**	**$ (156,035)**	**$ (184,075)**
Debt conversion	90,783	-	**90,783**
Loss allocated to partners	(326,271)	(80,665)	**(406,936)**
Balance at December 31, 2015	**$ (263,528)**	**$ (236,700)**	**$ (500,228)**
Loss allocated to partners	(219,759)	(54,331)	**(274,090)**
Balance at December 31, 2016	**$ (483,287)**	**$ (291,031)**	**$ (774,318)**

The accompanying notes are an integral part of these consolidated financial statements.

Galaxy Group LA, LLC
Consolidated Statements of Cash Flows
(Expressed in U.S. Dollars)

	For the years ended December 31, 2016	December 31, 2015
Cash flows provided from (used by):		
OPERATING ACTIVITIES		
Net loss for the year	**$ (274,090)**	$ (406,936)
Adjustments for items not affecting cash:		
Amortization	**4,385**	-
Depreciation	**-**	2,063
Loss on disposal of property and equipment	**-**	3,406
Interest on promissory notes payable	**18,461**	15,935
Net changes in non-cash working capital items:		
Prepaid expenses	**(1,939)**	-
Deposits	**-**	10,064
Accounts payable and accrued liabilities	**(24,358)**	52,457
Net cash flows used in operating activities	**(277,541)**	(323,011)
FINANCING ACTIVITIES		
Issuance of convertible debentures for cash	**-**	89,863
Cash received from loans payable	**316,101**	36,772
Repayment of loans payable	**(43,701)**	(6,300)
Issuance of promissory notes for cash	**15,000**	-
Net cash flows from financing activities	**287,400**	120,335
Proceeds from sale of equipment	**-**	4,365
Cash paid for acquisition of LottoJar Inc. (note 4)	**(10,851)**	-
Net cash flows from (used in) investing activities	**(10,851)**	4,365
Net decrease in cash	**(992)**	(198,311)
Cash, beginning of year	**9,131**	207,442
Cash, end of year	**$ 8,139**	$ 9,131
Supplementary cash flow information		
Conversion of convertible notes and accrued interest (note 6)	**$ -**	$ 90,783
Contingent liabilities related to the acquisition of LottoJar Inc. (note 4)	**33,000**	-

The accompanying notes are an integral part of these consolidated financial statements.

1. GENERAL BUSINESS DESCRIPTION AND CONTINUANCE OF OPERATIONS

Galaxy Group LA, LLC ("Galaxy") was formed under the Beverly-Killea Limited Liability Company Act on May 9, 2007. On July 6, 2016, Galaxy acquired 100% interest of LottoJar Inc. ("LottoJar") (note 4). Galaxy together with its subsidiary (collectively referred to as the "Partnership") is in the business of providing consumers a legally compliant option to order lottery tickets online in the state of California. The Partnership's head office, principal address and registered address and records office is 9000 Sunset Boulevard, 5th Floor, West Hollywood, California.

The Partnership is managed by its general partner, James Morel. The net loss is allocated to the Limited Partners as outlined in the limited partnership agreement and the remaining being allocated to the General Partner.

Galaxy entered into a Business Combination Agreement ("BCA") with LottoGopher Holdings Inc. ("LottoGopher"). LottoGopher and Galaxy have been negotiating the terms of the BCA. Under the BCA, LottoGopher is to acquire all of the issued and outstanding securities of Galaxy as part of a series of transactions, as it seeks a public listing.

LottoGopher and Galaxy have been operating under an Advisory and Transaction Facilitation Agreement ("ATFA") which was effective February 19, 2016. Under the ATFA, LottoGopher was to assist Galaxy in developing its' business and to advance funds to facilitate the advancement of the business.

These consolidated financial statements have been prepared assuming the Partnership will continue on a going-concern basis. The Partnership has incurred losses since its inception and the ability of the Partnership to continue as a going-concern depends upon its ability to raise adequate financing and to develop profitable operations. As at December 31, 2016, the Partnership had cash of $8,139 and a working capital deficiency of $813,784. These items may cast a significant doubt on the Partnership's ability to continue as a going concern. The consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Partnership be unable to continue operations.

Management is actively targeting sources of additional financing through alliances with financial partners, and reviewing other business and financial transactions which would assure continuation of the Partnership's operations.

The consolidated financial statements of the Partnership for the year ended December 31, 2016 were reviewed, approved and authorized by the Board of Directors on May 11, 2017.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION

Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of consolidation

These consolidated financial statements comprise the accounts of Galaxy and LottoJar which is the wholly-owned subsidiary of the Company with a reporting date of December 31.

i) Subsidiaries

A subsidiary is an entity over which the Partnership has power to govern the operating and financial policies in order to obtain benefits from its activities. The consolidated financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Partnership and its subsidiaries after eliminating inter-entity balances and transactions.

ii) Acquisitions and disposals

The results of businesses acquired during the reporting period are brought into the consolidated financial statements from the date the control is transferred; the results of businesses sold during the reporting period are included in the consolidated financial statements for the period up to the date the control is ceased.

Gains or losses on disposal are calculated as the difference between the sale proceeds (net of expenses) and the net assets attributable to the interest which has been sold. Where a disposal represents a separate major line of business or geographical area of operations, the net results attributable to the disposed entity are shown separately in the statement of loss and comprehensive loss.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONTINUED)

Basis of preparation

These consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The accounting policies set out below have been applied consistently to all years presented in these consolidated financial statements.

Critical accounting estimates

The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect both the amount and the timing of the recognition of Partnership's assets, liabilities, revenues and expenses and the related disclosures. Management regularly evaluates these estimates utilizing historical experience, consultation with experts and other methods management considers reasonable in the circumstances. Actual results may differ from these estimates. Revisions to accounting estimates are recognized in the period for which the estimate is revised and in any future periods affected.

Depreciation and Amortization

The Company's intangible assets are depreciated and amortized on a straight-line basis, taking into account the estimated useful lives of the assets and residual values. Changes to these estimates may affect the carrying value of these assets, net loss, and comprehensive income (loss) in future periods.

Critical accounting judgments

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments.

In accordance with IAS 21 "The Effects of Changes in Foreign Exchange Rates", management determined that the functional currency of the Partnership is the United States ("U.S.") dollar, as this is the currency of the primary economic environment in which the Partnership operates.

The preparation of these consolidated financial statements requires management to make judgments regarding the going concern of the Partnership as discussed in Note 1.

Impairment of long-lived assets

The Company performs impairment testing annually for long-lived assets and, when circumstances indicate that there may be impairment, for these assets. Management judgement is involved in determining if there are circumstances indicating that testing for impairment is required, and in identifying Cash Generating Units ("CGUs") for the purpose of impairment testing. The Company assesses impairment by comparing the recoverable amount of a long-lived asset, CGU, or CGU group to its carrying value. The recoverable amount is defined as the higher of: (i) value in use; or (ii) fair value less cost to sell. The determination of the recoverable amount involves management judgement and estimation. These estimates and assumptions could affect the Company's future results if the current estimates of future performance and fair values change. These determinations will affect the amount of amortization expense on the long-lived assets.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONTINUED)

Cash and cash equivalents

Cash and cash equivalents are comprised of cash on deposit and highly liquid short-term interest bearing variable rate investments with an original maturity of three months or less, or which are readily convertible into a known amount of cash with no significant charges. As at December 31, 2016 and 2015, there were no cash equivalents.

Financial instruments

All financial assets are initially recorded at fair value and classified into one of four categories: held to maturity, available for sale, loans and receivables or at fair value through profit or loss ("FVTPL"). All financial liabilities are initially recorded at fair value and classified as either FVTPL or other financial liabilities. Financial instruments comprise cash and accounts payable and accrued liabilities, loans payable, and promissory notes payable.

a) Financial assets

The Partnership has recognized its cash as FVTPL. A financial instrument is classified at FVTPL if it is held for trading or is designated as such upon initial recognition. Financial instruments are designated at FVTPL if the Partnership manages such investments and makes purchase and sale decisions based on their fair value in accordance with the Partnership's documented risk management or investment strategy. Financial instruments at FVTPL are measured at fair value and changes therein are recognized in profit or loss.

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Partnership's intention to hold these investments to maturity. Held-to-maturity investments are recognized on a trade-date basis and initially measured at fair value, including transaction costs. They are subsequently measured at amortized cost. Held-to-maturity investments are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period.

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or are not suitable to be classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments and are subsequently measured at fair value. These are included in current assets. Available-for-sale financial assets are measured initially at their fair value including transaction costs directly attributable to the acquisition. They are subsequently measured at fair value. Unrealized gains and losses are recognized in other comprehensive income (loss), except for impairment losses, interest calculated using the effective interest method and foreign exchange gains and losses.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONTINUED)

Financial instruments (continued)

b) Financial liabilities

The Partnership classifies its financial liabilities into one of two categories as follows:

Fair value through profit or loss (FVTPL) - This category comprises derivatives and financial liabilities incurred principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss.

Other financial liabilities - This category consists of liabilities carried at amortized cost using the effective interest method. Accounts payable and accrued liabilities, loans payable and promissory notes payable are included in this category. The Partnership derecognizes a financial liability when its contractual obligations are discharged, cancelled or expire.

Refer to Note 11 for the required disclosures.

Equipment

Equipment and vehicles are initially recognized at cost. As well as the purchase price, cost includes directly attributable costs and the estimated present value of any future costs of dismantling and removing items. The corresponding liability is recognized within provisions. All items of equipment and vehicles are subsequently carried at depreciated cost less impairment losses, if any.

Depreciation is provided on all items of office equipment and vehicles to write off the carrying value of items over their expected useful economic lives. Depreciation is provided on a straight line basis over the estimated useful lives of the equipment at the following annual rates:

- Equipment 20%
- Vehicles 25%

Material residual value estimates and estimates of useful life are updated as required, but at least annually. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset as appropriate, only when it's probable that future economic benefits associated with the item will flow to the Partnership and the cost of the item can be measured reliably. The carrying amount of the replacement part is derecognized. All other repairs and maintenance are charged to the consolidated statements of loss during the financial year in which they are incurred.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONTINUED)

Intangible assets

Intangible assets acquired separately are carried at cost at the time of initial recognition. Intangible assets acquired in a business combination and recognized separately from goodwill are initially recognized at their fair value at the acquisition date.

Expenditure on research activities is recognized as an expense in the period in which it is incurred.

Internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognized if, and only if, all of the following have been demonstrated:

a) the technical feasibility of completing the intangible asset so that it will be available for use or sale;
b) the intention to complete the intangible asset and use or sell it;
c) the ability to use or sell the intangible asset;
d) how the intangible asset will generate probable future economic benefits;
e) the availability of adequate technical, financial and other resources to complete the development and to use
f) or sell the intangible asset; and
g) the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognized for internally-generated intangible assets is the sum of the expenses incurred from the date when the intangible assets first meet the recognition criteria listed above. If no future economic benefit is expected before the end of the life of assets, the residual book value is expensed. Subsequent to initial recognition, internally-generated intangible assets are reported at cost, net of accumulated depreciation and impairment losses.

Where no internally-generated intangible asset can be recognized, development costs are recognized as an expense in the period in which it is incurred.

The Company's intangible assets were acquired through the acquisition of LottoJar (Note 4). The intangible assets have a finite life and amortized over five years.

Impairment of long-lived assets

A long-lived asset is tested for recoverability whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. An impairment loss is recognized when the carrying amount of a long-lived asset exceeds its fair value. For purposes of recognition and measurement of an impairment loss, a long-lived asset is grouped with other assets and liabilities to form an asset group at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. Estimates of future cash flows used to test recoverability of a long-lived asset include only the future cash flows that are directly associated with, and that are expected to arise as a direct result of, its use and eventual disposition.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONTINUED)

Revenue recognition

Revenue from the sales of goods is recognized when the Partnership has transferred the significant risks and rewards of ownership to the buyer and it is probable that the Partnership will receive the previously agreed upon payment. These criteria are considered to be met when the goods are delivered to the buyer. Provided the amount of revenue can be measured reliably and it is probable that the Partnership will receive any consideration, revenue for services is recognized in the period in which they are rendered.

Interest from cash and cash equivalents, if applicable, are recorded on an accrual basis when collection is reasonably assured.

Income taxes

The Partnership prepares calendar year informational U.S. and applicable state tax returns and reports to the partners their allocable shares of the Partnership's income and expenses. No provision for income taxes has been made in the accompanying consolidated financial statements as each partner is individually responsible for reporting income or loss based on such partner's respective share of the Partnership's income and expenses as reported for income tax purposes.

Management has evaluated the application of IFRS as it relates to income taxes and has determined that no reserves for uncertain tax positions were required to have been recorded. Generally, the Partnership is subject to income tax examinations by major taxing authorities during the three year period prior to the period covered by these consolidated financial statements.

3. ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

New standards and interpretations not yet adopted

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for future accounting periods. The following have not yet been adopted by the Partnership and are being evaluated to determine their impact.

- IFRS 9: New standard that replaced IAS 39 for classification and measurement, tentatively effective for annual periods beginning on or after January 1, 2018.

- IFRS 15: New standard that replaced IAS 18 for revenue from contracts with customers, effective for annual periods beginning on or after January 1, 2018.

- IFRS 16, Leases: New standard to establish principles for recognition, measurement, presentation and disclosure of leases with an impact on lessee accounting, effective for annual periods beginning on or after January 1, 2019.

(Expressed in U.S. Dollars)

4. ACQUISITION OF LOTTOJAR INC.

On July 6, 2016, Galaxy acquired 100% interest of LottoJar. Pursuant to the stock purchase agreement, Galaxy will issue a number of common shares of LottoGopher (under the anticipated business combination transaction) with a fair value of $33,000. As at December 31, 2016, the Partnership classified the $33,000 acquisition costs as consideration payable.

In connection with the acquisition, Galaxy incurred $10,851 in transaction costs.

The transaction was accounted for as an asset acquisition. The consideration of $33,000 which will be paid by shares of LottoGopher and transaction costs of $10,851 paid by Galaxy has been allocated to intangible assets which consists of the brand name and customer list.

5. EQUIPMENT

	Equipment	Vehicle	Total
Cost			
As at December 31, 2014	$ 4,756	$ 9,000	**$ 13,756**
Disposals	(4,756)	(9,000)	**(13,756)**
Balance as at December 31, 2015 and 2016	**$ -**	**$ -**	**$ -**
Depreciation			
As at December 31, 2014	$ (1,672)	$ (2,250)	**$ (3,922)**
Charged for the year	(713)	(1,350)	**(2,063)**
Eliminated on disposal	2,385	3,600	**5,985**
Balance as at December 31, 2015 and 2016	**$ -**	**$ -**	**$ -**
Net book value			
As at December 31, 2015 and 2016	**$ -**	**$ -**	**$ -**

During the year ended December 31, 2015, the Partnership disposed of equipment with a carrying value of $7,771 for cash proceeds of $4,365; as a result, the Partnership recognized a loss on disposal of $3,406 on the Statements of Loss and Comprehensive Loss.

6. CONVERTIBLE DEBENTURES

During the year ended December 31, 2015, the Partnership issued one year, 5% convertible debentures with a face value of $89,863. The convertible debentures allow the holders to convert the face value plus accrued interest to partners' unit at a conversion price of $0.075.

On September 30, 2015, $89,863 debentures and interest of $920 were converted to Limited Partners' Units.

During the year ended December 31, 2015, interest of $920 was accrued and charged to the Statement of Loss and Comprehensive Loss.

(Expressed in U.S. Dollars)

7. LOANS PAYABLE

Balance as at December 31, 2014	**$**	**107,072**
Add: Issuance		36,772
Less: Repayment		(6,300)
Balance as at December 31, 2015		**137,544**
Add: Issuance		316,101
Less: Repayment		(43,701)
Balance as at December 31, 2016	**$**	**409,944**

During the year ended December 31, 2016:

- The general partner advanced an additional $11,929 to the Partnership.
- LottoGopher Investments Inc. advanced $304,172 to the Partnership.
- The Company repaid $43,701 to the general partner.

During the year ended December 31, 2015:

- The general partner advanced an additional $31,772 to the Partnership.
- One of the limited partner advanced $5,000 to the Partnership.

As at December 31, 2016, the outstanding balance of the loans payable was $409,944 (December 31, 2015 – $137,544) of which $nil, $105,772, and $304,172 was owed to the general partner of the Partnership, limited partners of the Partnership and LottoGopher Investments, respectively (December 31, 2015 – $31,772, $82,500, and $nil, respectively). The loans are unsecured, non-interest bearing, and payable on demand.

(Expressed in U.S. Dollars)

8. PROMISSORY NOTES

Balance as at December 31, 2014	**$**	**125,629**
Add: Interest for the year		15,935
Balance as at December 31, 2015		**141,564**
Add: Issuance		15,000
Add: Interest for the year		18,461
Balance as at December 31, 2016	**$**	**175,025**

During the year ended December 31, 2006 and 2007, the Partnership issued 12% promissory notes with a total face value of $48,000.

During the year ended December 31, 2016, the Partnership issued a one year promissory notes with a total face value of $15,000 bearing interest at 4%. The face value and interest of the promissory notes are payable at the maturity date. During the year ended December 31, 2016, the Partnership accrued interest of $18,461 (December 31, 2015 – $15,933).

As at December 31, 2016, the outstanding balance of promissory notes including accrued interest was $175,025 (December 31, 2015 – $141,564) of which $26,890 was owed to the general partner (December 31, 2015 – $23,864). These amounts are payable on demand.

9. SEGMENTED INFORMATION

The Partnership operates in one reportable segment providing consumers a legally compliant option to order lottery tickets online in the state of California. All of the Company's assets are located in US.

10. CAPITAL MANAGEMENT

The Partnership's objectives when managing capital are to safeguard the Partnership's ability to continue as a going concern in order to and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Partnership includes components of Partners' equity.

The Partnership manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Partnership may attempt to issue new units, issue debt, acquire or dispose of assets or adjust the amount of cash.

The Partnership is not subject to externally imposed capital requirements.

There were no changes in the Partnership's approach to capital management during the year ended December 31, 2016.

11. FINANCIAL INSTRUMENTS

a) Fair value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's accounts payable and accrued liabilities, loans payable, and promissory notes approximate their carrying value, which is the amount recorded on the statement of financial position. The Company's other financial instrument, cash, under the fair value hierarchy are based on level one quoted prices in active markets for identical assets or liabilities.

b) Financial Management

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. As at December 31, 2016 and 2015, the Partnership is not subject to any material credit risk.

Liquidity risk

Liquidity risk is the risk that the Partnership will encounter difficulty in meeting obligations associated with financial liabilities. The Partnership is exposed to this risk mainly in respect of its accounts payable and accrued liabilities, promissory notes and loans payable. The Partnership mitigates this risk by managing its capital resources.

Market risk

The significant market risks to which the Company is exposed are interest rate risk and foreign currency risk.

Interest rate risk
Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate due to changes in market interest rates. As at December 31, 2016, the Company is not exposed to significant interest rate risk due to the short-term maturity of its monetary assets and liabilities.

The Company's promissory notes are not subject to interest rate risk as it is not subject to a variable interest rate.

11. FINANCIAL INSTRUMENTS (CONTINUED)

b) Financial Management (continued)

Market risk (continued)

Foreign currency risk
The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in US dollars. The Company has not entered into any foreign currency contracts to mitigate this risk.

Certain of the Company's accounts payable and accrued liabilities are held in both US dollars ("USD") and Canadian dollars ("CAD"); therefore, CAD accounts are subject to fluctuation against the US dollar.

The Company had the following balances in foreign currencies as at December 31, 2016:

		in Canadian dollars
Accounts payable and accrued liabilities		20,000
Total foreign currencies		**20,000**
Foreign currency rate		0.744
Equivalent to US dollars	**$**	**14,884**

Based on the above net exposures as at December 31, 2016, and assuming that all other variables remain constant, a 10% appreciation or depreciation of the CAD against the USD would increase/ decrease profit or loss by $1,488.

Price risk
Price risk relates to fluctuations in equity prices. The Company is not exposed to price risk as its common shares are not publicly traded at this time.

12. SUBSEQUENT EVENTS

Subsequent to December 31, 2016, the Company received additional funds of $332,495 from LottoGopher. As of May 11, 2017, a total of US$636,666 has been received from LottoGopher. These amounts are unsecured, non-interest bearing and payable on demand

GALAXY GROUP LA, LLC

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED DECEMBER 31, 2016

(Expressed in U.S. Dollars)

BACKGROUND

This management discussion and analysis ("MD&A") of the financial position of Galaxy Group LA, LLC ("Galaxy") and results of its operations for the year ended December 31, 2016 is prepared as at May 11, 2017. This MD&A should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2016 and the supporting notes. Those audited consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar figures included therein and in the following M&DA are quoted in U.S. dollars.

FORWARD-LOOKING INFORMATION

This discussion contains "forward-looking statements" that involve risks and uncertainties. Such information, although considered to be reasonable by Galaxy's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made. Such forward-looking statements include statements relating to Galaxy's proposed transaction (the "Proposed Transaction") with LottoGopher Holdings Inc. ("LottoGopher") and future sources of financing.

This MD&A contains forward-looking statements that reflect Galaxy's current expectations and projections about its future results. When used in this MD&A, words such as "estimate", "intend", "expect", "anticipate" and similar expressions are intended to identify forward-looking statements, which, by their very nature, are not guarantees of Galaxy's future operational or financial performance, and are subject to risks and uncertainties and other factors that could cause Galaxy's actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward-looking statements. The assumptions on which such forward-looking statements are based and the risk factors that could cause such forward-looking statements to vary, including assumptions and risks relating to the Proposed Transaction and the business of Galaxy, are set out in the Prospectus of LottoGopher to which this MD&A is attached under the headings "Note Regarding Forward-Looking Information" and "Risk Factors".

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein.

Due to risks and uncertainties, including the risks and uncertainties identified above and elsewhere in this MD&A and the Prospectus, actual events may differ materially from current expectations. Except as required by applicable laws, Galaxy disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

BUSINESS OVERVIEW

Galaxy was formed under the Beverly-Killea Limited Liability Company Act on May 9, 2007. On July 6, 2016, Galaxy acquired 100% interest of LottoJar Inc. ("LottoJar"). Galaxy together with its subsidiary (collectively referred to as the "Partnership") is in the business of providing consumers a legally compliant option to order lottery tickets online in the state of California.

PROPOSED TRANSACTIONS

Galaxy entered into a Business Combination Agreement ("BCA") with LottoGopher. LottoGopher and Galaxy have been negotiating the terms of the BCA. Under the BCA, LottoGopher is to acquire all of the issued and outstanding securities of Galaxy as part of a series of transactions, as it seeks a public listing.

LottoGopher and Galaxy have been operating under an Advisory and Transaction Facilitation Agreement ("ATFA") which was effective February 19, 2016. Under the ATFA, LottoGopher was to assist Galaxy in developing its' business and to advance funds to facilitate the advancement of the business.

ACQUISITION OF LOTTOJAR INC.

On July 6, 2016, Galaxy acquired 100% interest of LottoJar. Pursuant to the stock purchase agreement, Galaxy will issue a number of common shares of LottoGopher (under the anticipated business combination transaction) with a fair value of $33,000. As at December 31, 2016, the Partnership classified the $33,000 acquisition costs as consideration payable.

In connection with the acquisition, Galaxy incurred $10,851 in transaction costs.

The transaction was accounted for as an asset acquisition. The consideration of $33,000 which will be paid by shares of LottoGopher and transaction costs of $10,851 paid by Galaxy has been allocated to intangible assets which consists of the brand name and customer list.

RESULTS OF OPERATIONS

Three months ended December 31, 2016 compared with Three months ended December 31, 2015

During the three months ended December 31, 2016, the Partnership recorded a net loss of $141,180, a decrease of $91,312, compared to a net loss of $49,868 for the three months ended December 31, 2015.

Sales for the three months ended December 31, 2016 were $4,366 compared to $nil for the three months ended December 31, 2015.

Operating expenses for the three months ended December 31, 2016 were $141,032, an increase of $95,329, compared to $45,703 for the three months ended December 31, 2015. During the three months ended December 31, 2016, the Partnership incurred the following expenditures:

- Advertising expenses of $19,983 (December 31, 2015 – $2,690),
- Audit, accounting and legal fees of $9,755 (December 31, 2015 – $17,193),
- Office and general expenses of $16,500 (December 31, 2015 – $4,075),
- Salaries and benefits of $25,000 (December 31, 2015 – $1,512),
- Travel expenses of $18,713 (December 31, 2015 – $819), and
- Website support and design expenses of $39,021 (December 31, 2015 – $13,134).

In addition, the Partnership incurred $4,845 in interest expense during the three months ended December 31, 2016 (December 31, 2015 – $4,165).

(Expressed in U.S. Dollars)

Year ended December 31, 2016 compared with Year ended December 31, 2015

During the year ended December 31, 2016, the Partnership recorded a net loss of $274,090, a decrease of $132,846, compared to a net loss of $406,936 for the year ended December 31, 2015.

Sales for the year ended December 31, 2016 were $7,322, a decrease of $2,704, compared to $10,026 for the year ended December 31, 2015.

Operating expenses for the year ended December 31, 2016 was $263,282, a decrease of $133,419, compared to $396,701 for the year ended December 31, 2015. During the year ended December 31, 2016, the Partnership incurred the following expenditures:

- Advertising expenses of $34,175 (December 31, 2015 – $45,384),
- Audit, accounting and legal fees of $56,962 (December 31, 2015 – $38,064),
- Consulting fees of $10,155 (December 31, 2015 – $2,000),
- Insurance expenses of $6,780 (December 31, 2015 – $11,038),
- License fees of $13,772 (December 31, 2015 – $13,013),
- Office and general expenses of $27,738 (December 31, 2015 – $47,252),
- Rent expenses of $nil (December 31, 2015 – $20,998),
- Salaries and benefits of $25,189 (December 31, 2015 – $146,624),
- Travel expenses of $33,682 (December 31, 2015 – $1,619), and
- Website support and design expenses of $48,144 (December 31, 2015 – $63,060).

In addition, the Partnership incurred $18,461 in interest expense during the year ended December 31, 2016 (December 31, 2015 – $16,855).

The activity of the Partnership for the period ended December 31, 2016 was not comparable to the period ended December 31, 2015 as the operations were suspended during the latter part of 2015 to mid-2016 to evaluate business opportunities and potential transactions.

SUMMARY OF QUARTERLY INFORMATION

The quarterly results for the last eight quarters are summarized below:

	Three months ended			
	December 31, 2016	September 30, 2016	June 30, 2016	March 31, 2016
Sales	$ 4,366	$ 2,956	$ -	$ -
Operating expenses (recovery)	141,032	76,188	56,425	(10,363)
Other expenses	4,514	4,707	4,569	4,340
Net loss (income)	(141,180)	(77,939)	(60,994)	6,023

	Three months ended			
	December 31, 2015	September 30, 2015	June 30, 2015	March 31, 2015
Sales	$ -	$ 1,237	$ -	$ 8,789
Operating expenses	45,703	88,708	127,321	134,969
Other expenses	4,165	8,249	3,921	3,926
Net loss	(49,868)	(95,720)	(131,242)	(130,106)

The fluctuation in net loss on a quarterly basis is attributable to variations in various expense items, such as overall compensation, premises cost, professional fees, development costs and marketing activities in relation to its service offering, which occur due to the administrative and fund raising activities occurring during a particular period and to the availability of funds in those periods to pay for those activities. There is no seasonality to these variations, nor are they indicative of any trend.

(Expressed in U.S. Dollars)

The Partnership anticipates significant future fluctuations in its quarterly operating results caused by a number of factors, as provided in the "Risks and Uncertainties" discussion. Consequently, the Partnership is of the opinion that operating results comparisons will not necessarily be meaningful and that such comparisons should not be relied upon to assess future returns.

SELECTED INFORMATION

	For the year ended		
	December 31, 2016	December 31, 2015	December 31, 2014
Sales	$ 7,322	$ 10,026	$ 21,831
Operating expenses (recovery)	263,282	396,701	593,449
Other expenses	18,130	20,261	11,403
Loss and comprehensive loss	(274,090)	(406,936)	(583,021)

As at:	December 31, 2016	December 31, 2015	December 31, 2014
Working capital	$ (813,784)	$ (500,228)	$ (193,909)
Total assets	49,544	9,131	227,340
Total liabilities	823,862	509,359	411,415
Partners' deficiency	(774,318)	(500,228)	(184,075)

LIQUIDITY / CAPITAL RESOURCES

The Partnership's activities have been funded through equity financings and the Partnership expects it will continue to be able to utilize this source of financing until it develops cash flow from future operations.

There can be no assurances the Partnership will be successful in its endeavors. If such funds are not available or other sources of financing cannot be obtained, then the Partnership will be forced to curtail its activities to a level for which funding is available or can be obtained.

During the year ended December 31, 2016, the general partner and LottoGopher advanced $11,929 and $304,172, respectively, to the Partnership.

During the year ended December 31, 2016, the Partnership issued a one year promissory notes with a total face value of $15,000 bearing interest at 4%. The face value and interest of the promissory notes are payable at the maturity date.

As at December 31, 2016 the Partnership had cash of $8,139 (December 31, 2015 – $9,131). This decrease is due to ongoing administrative costs and professional and legal fees incurred to maintain the Partnership in good standing.

The Partnership has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. In the event that the Proposed Transaction does not proceed, management will seek additional financing through debt and / or equity in order to maintain the operations for the coming twelve months.

SUBSEQUENT EVENTS

Subsequent to December 31, 2016, the Company received additional funds of $332,495 from LottoGopher. As of May 11, 2017, a total of $636,666 has been received from LottoGopher. These amounts are unsecured, non-interest bearing and payable on demand.

TRANSACTIONS WITH RELATED PARTIES

During the year ended December 31, 2016, the general partner advanced $11,929 to the Partnership.

As at December 31, 2016, the outstanding balance of the loans payable was $409,944 of which $105,772, and $304,172 was owed to the limited partners of the Partnership and LottoGopher, respectively. The loans are unsecured, non-interest bearing, and payable on demand.

As at December 31, 2016, the outstanding balance of promissory notes including accrued interest was $175,025 of which $26,890 was owed to the general partner. These amounts are payable on demand.

CONTRACTUAL OBLIGATIONS

There are no significant contractual obligations.

OFF-BALANCE SHEET ARRANGEMENT

The Partnership has no off-balance sheet arrangements.

CRITICAL ACCOUNTING ESTIMATES

These financial statements, including comparatives, have been prepared using accounting policies consistent with IFRS issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these Financial Statements have been prepared using the accrual basis of accounting except for cash flow information. Refer to Note 2 of the audited financial statements for the year ended December 31, 2016 for details on critical accounting estimates and judgments.

NEW STANDARDS AND INTERPRETATIONS NOT YET ADOPTED

New standards and interpretations not yet adopted

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for future accounting periods. The following have not yet been adopted by the Partnership and are being evaluated to determine their impact:

- IFRS 9: New standard that replaced IAS 39 for classification and measurement, tentatively effective for annual periods beginning on or after January 1, 2018.

- IFRS 15: New standard that replaced IAS 18 for revenue from contracts with customers, effective for annual periods beginning on or after January 1, 2018.

- IFRS 16, Leases: New standard to establish principles for recognition, measurement, presentation and disclosure of leases with an impact on lessee accounting, effective for annual periods beginning on or after January 1, 2019.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

a) Fair value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's accounts payable and accrued liabilities, loans payable, and promissory notes approximate their carrying value, which is the amount recorded on the statement of financial position. The Company's other financial instrument, cash, under the fair value hierarchy are based on level one quoted prices in active markets for identical assets or liabilities.

b) Financial risk management

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. As at December 31, 2016 and 2015, the Partnership is not subject to any material credit risk.

Liquidity risk

Liquidity risk is the risk that the Partnership will encounter difficulty in meeting obligations associated with financial liabilities. The Partnership is exposed to this risk mainly in respect of its accounts payable and accrued liabilities, promissory notes and loans payable. The Partnership mitigates this risk by managing its capital resources.

Market risk

The significant market risks to which the Company is exposed are interest rate risk and foreign currency risk.

Interest rate risk

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate due to changes in market interest rates. As at December 31, 2016, the Company is not exposed to significant interest rate risk due to the short-term maturity of its monetary assets and liabilities.

The Company's promissory notes are not subject to interest rate risk as it is not subject to a variable interest rate.

Foreign currency risk

The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in US dollars. The Company has not entered into any foreign currency contracts to mitigate this risk.

Certain of the Company's accounts payable and accrued liabilities are held in both US dollars ("USD") and Canadian dollars ("CAD"); therefore, CAD accounts are subject to fluctuation against the US dollar.

The Company had the following balances in foreign currencies as at December 31, 2016:

		in Canadian dollars
Accounts payable and accrued liabilities		20,000
Total foreign currencies		**20,000**
Foreign currency rate		0.744
Equivalent to US dollars	**$**	**14,884**

Based on the above net exposures as at December 31, 2016, and assuming that all other variables remain constant, a 10% appreciation or depreciation of the CAD against the USD would increase/ decrease profit or loss by $1,488.

Price risk

Price risk relates to fluctuations in equity prices. The Company is not exposed to price risk as its common shares are not publicly traded at this time.

RISKS AND UNCERTAINTIES

The Partnership is subject to a number of risk factors due to the nature of its business. The following risk factors should be considered:

General

The Partnership is engaged in the business of providing consumers a legally compliant option to order lottery tickets online in the state of California. The recoverability of the amounts shown for intellectual property is dependent upon the ability of the Partnership to obtain the necessary financing to complete a transaction to further its operations, and upon the future development of profitable operations. The Partnership's ability to continue its operations is dependent on its ability to secure additional financing, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future. In order to continue developing its operations, management is actively pursuing such additional sources of financing; however, in the event this does not occur, there is doubt about the ability of the Partnership to continue as a going concern. The Financial Statements and discussion and analysis of the financial condition, changes in financial condition and results of operations of the Partnership for the year ended December 31, 2016 do not include the adjustments that would be necessary should the Partnership be unable to continue as a going concern.

The amount of the Partnership's administrative expenditures is related to the level of financing and ongoing activities that are being conducted, which in turn may depend on the Partnership's recent operational experience and prospects, as well as the general market conditions relating to the availability of funding for early stage businesses.

Operate in a heavily regulated environment

State lotteries and gambling are subject to extensive regulation and laws. The Partnership believes we abide by all lottery commission regulations in each state in which we operate. However, there is a possibility that one or more governmental agencies or other persons or entities may take a position that some of our activities are not in compliance with application laws, rules or regulations. In such case, we may be forced to commit financial and other resources defend our actions and our business and operations may be materially and adversely affected.

Credit card processing

The Partnership has entered into agreements with third party credit card processors. The third party processors have agreements in place with and are the only parties to the agreement with the underlying credit card companies (e.g. Visa, MasterCard, American Express). The underlying agreements with the credit card companies could be arbitrarily amended which would impact the processing fees to be charged to the Partnership.

Business plan is new and contains inherent risks

Our business plan is innovative and non-traditional. As such, we cannot be certain of commercial or any other kind of success for us and cannot guarantee same.

Additional financings

If the Partnership is not able to achieve and sustain profitability, it may require additional equity or debt financing. There can be no assurances that the Partnership will be able to obtain additional financial resources on favorable commercial terms or at all. Failure to obtain such financial resources could affect the Partnership's plan for growth, or result in the Partnership being unable to satisfy its obligations as they become due, either of which could have a material adverse effect on the business, results of operations and the financial condition of the Partnership.

Completing transactions

The Partnership is evaluating transactions to advance it operations. Although the Partnership is carefully evaluating and assessing the impact of such transactions, there is no guarantee that the Partnership will be able to conclude the transaction under an arrangement beneficial to its ongoing future operations.

Managing future growth

Execution of our business plan will require significant growth. This will place a significant burden on our financial, managerial and other resources. Our ability to manage our growth effectively will require us to improve our operational, financial and management information systems and to attract and retain key personnel. If our senior management personnel were unable to manage growth effectively, our business, operating results and financial condition would be materially and adversely affected.

Competitive conditions

There are several other companies that provide similar services and products, some of which are larger and have greater experience and financial resources than us. We also compete for advertising dollars with traditional media companies. Additionally, there may be other substantial companies that will enter the market either alone or merged with other competitors to compete with us. We cannot guarantee that we will be able to compete successfully with our current and future competitors.

Management and directors

The Partnership is dependent on a relatively small number of directors: James Morel, Lloyd Lemon and Kurtis Rintala; and general partner: James Morel. The loss of any of one of those persons could have an adverse effect on the Partnership. The Partnership does not maintain key person insurance on any of its management.

Dependent on our key personnel

The success of our business will in large part be dependent upon our management, including our managing general partner, James Morel. No assurance can be given that we will successfully be able to retain their respective services in the future. In addition, our future success depends on our ability to attract and retain highly qualified marketing, finance and managerial personnel. Competition for such personnel is intense and there is no assurance that we can attract and retain such highly qualified personnel. We may attempt to acquire key person life insurance, if reasonably cost effective, but we will not guarantee that we will have key person life insurance policies on any of our employees. The loss of existing management or the failure to attract and retain qualified persons could have a materially adverse impact upon our business and operations.

Limited operating history

The Partnership has a very limited operating history upon which an evaluation of its prospects can be based. The prospects must be evaluated with a view to the risks encountered by a business in an early stage of development. The Partnership has not been profitable and has incurred net operating losses during its recent operating history. The Partnership cannot guarantee it will ever be profitable, have a positive cash flow, or be able to continue in business.

We may be unable to protect our copyrights, trademarks, patents, trade secrets and other intellectual property rights that are important to our business

We regard our copyrights, trademarks, trade secrets and other intellectual property as a component of our success. We rely and/or will rely on copyright and trademark law and trade secret protection and confidentiality and/or license agreements with employees, customers, partners and others to protect our intellectual property. We cannot be certain that we have taken adequate steps to protect our intellectual property. In addition, our third-party confidentiality agreements can be breached and, if they are, there may not be an adequate remedy available to us.

Liquidity of investment or transfer of securities

No public market exists for our securities and there is no assurance that a public market for our securities will ever develop. We cannot guarantee that we will ever be in a position to undertake any public offering and we cannot guarantee that we will ever have the resources or ability to register the Preferred Units in the future. Even if we have developed to a stage where our securities may be attractive to the public markets, we may determine not to undertake any public offering. Consequently, you may not be able to liquidate your investment or transfer your Preferred Units, and should be prepared to remain a member indefinitely.

Speculative investment

An investment in the Partnership is speculative and involves significant risks. The investment should not be made by any person who cannot afford the loss of his or her entire investment. In the event of dissolution or liquidation, our secured creditors will have priority over any of our funds or assets and there may be nothing left over to distribute to the unit holders.

EXHIBIT C

PRO FORMA FINANCIAL STATEMENTS OF THE COMPANY

LottoGopher Holdings Inc.
(formerly Red Hat Investments Inc.)

Pro Forma Consolidated Financial Statements
December 31, 2016
(Expressed in Canadian Dollars)

(Unaudited)

LottoGopher Holdings Inc. (Formerly Red Hat Investments Inc.)

Pro Forma Consolidated Statement of Financial Position

As at December 31, 2016 (Expressed in Canadian Dollars) (Unaudited)

	LottoGopher Holdings Inc.	Galaxy Group LA, LLC (Note 7)	Pro forma adjustments	Note	Pro forma balance
Assets					
Current					
Cash	$ 73,686	$ 10,936	$ 3,505,750	4(a)	$ 3,543,426
			528,488	4(b)	
			(6,825)	4(b)	
			(6,559)	4(i)	
			(81,920)	4(b)	
			(195,000)	4(g)	
			(20,140)	4(h)	
			(264,990)	4(a)	
Receivables	7,320	-	-		7,320
Advances to Galaxy Group LA, LLC	408,715	-	(408,715)	4(c)	-
Prepaid expenses	116,247	2,605	-		118,852
	605,968	13,541	3,050,089		3,669,598
Intangibles	-	53,029	-		53,029
	$ 605,968	$ 66,570	$ 3,050,089		$ 3,722,627
Liabilities					
Current					
Accounts payable and accrued liabilities	$ 260,504	$ 276,652	$ -		$ 537,156
Consideration payable	-	44,341	(44,341)	4(d)	-
Loans payable	-	550,829	(408,715)	4(c)	-
			(142,114)	4(i)	
Promissory notes	-	235,176	(235,176)	4(h)	-
	260,504	1,106,998	(830,346)		537,156
Convertible debentures	461,196	-	485,743	4(b)	-
			(914,470)	4(b)	
			(32,469)	4(b)	
			(81,920)	4(b)	
			81,920	4(b)	
	$ 721,700	$ 1,106,998	$ (1,291,542)		$ 537,156
Shareholders' Deficiency					
Share capital	$ 310,500	$ -	$ 2,732,721	4(a)	$ 6,830,971
			(310,500)	4(e)	
			989,087	4(b)	
			3,074,141	4(f)	
			103,285	4(i)	
			26,350	4(d)	
			135,508	4(g)	
			(129,052)	4(a)	
			163,921	4(h)	
			(264,990)	4(a)	
Equity portion of convertible debentures payable	34,316	-	42,745	4(b)	-
			(74,617)	4(b)	
			(2,444)	4(b)	
Contributed surplus	6,737	-	773,029	4(a)	1,069,877
			(6,737)	4(e)	
			32,270	4(i)	
			129,052	4(a)	
			17,991	4(d)	
			28,088	4(b)	
			38,332	4(g)	
			51,115	4(h)	

Accumulated deficit	(467,285)	(1,040,428)	(3,674,949) 467,285	4(b)(f)(g) 4(e)	(4,715,377)
	(115,732)	(1,040,428)	4,341,631		3,185,471
	$ 605,968	$ 66,570	$ 3,050,089		$ 3,722,627

The accompanying notes are an integral part of these unaudited pro forma consolidated financial statements.

LottoGopher Holdings Inc.
(Formerly Red Hat Investments Inc.)
Pro Forma Consolidated Statement of Comprehensive Loss
For the period ended December 31, 2016
(Expressed in Canadian Dollars) (Unaudited)

	LottoGopher Holdings Inc. (From the date of Incorporation on February 10, 2016 to December 31, 2016)	Galaxy Group LA, LLC (Note 7)	Pro forma adjustments	Note	Pro forma balance
Sales	$ -	$ 9,703	$ -		$ 9,703
Operating expenses					
Advertising	$ -	$ 45,286	$ -		$ 45,286
Amortization	-	5,811	-		5,811
Audit, accounting and legal	-	75,482	-		75,482
Bank charges	1,064	3,048	-		4,112
Consulting fees	32,698	13,457	-		46,155
Finance costs	6,349	-	-		6,349
Foreign exchange loss	1,013	(439)	-		574
General and administrative costs	252	-	-		252
Insurance	-	8,984	-		8,984
Interest expense	-	24,463	81,920	4(b)	106,383
License	-	18,250	-		18,250
Management fees	70,200	-	-		70,200
Office and general	-	36,756	-		36,756
Professional fees	305,916	-	-		305,916
Salaries and benefits	-	33,378	-		33,378
Share-based payments	-	-	173,840	4(g)	173,840
Travel	49,793	44,633	-		94,426
Website support and design	-	63,797	-		63,797
	$ (467,285)	$ (363,203)	$ (255,760)		$ (1,086,248)
Other expense					
Listing expense	-	-	(3,419,189)	4(f)	(3,419,189)
Net loss for the period	$ (467,285)	$ (363,203)	$ (3,674,949)		$ (4,505,437)
Total comprehensive loss for the period	$ (467,285)	$ (363,203)	$ (3,674,949)		$ (4,505,437)
Pro Forma loss per share – basic and diluted					$ (0.09)
Pro Forma weighted average number of common shares outstanding – basic and diluted					52,370,173

The accompanying notes are an integral part of these unaudited pro forma consolidated financial statements.

1. Basis of Presentation

These unaudited pro forma consolidated financial statements of LottoGopher Holdings Inc., ("LGH" or the "Company") have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") from information derived from the financial statements of LGH and the financial statements of Galaxy Group LA, LLC ("Galaxy") to give effect to the proposed transactions described in Notes 3 and 4.

The unaudited pro forma consolidated statement of financial position has been prepared from the audited statement of financial position of LGH as at December 31, 2016, and the audited consolidated statement of financial position of Galaxy as at December 31, 2016, giving effect to the accounting acquisition of LGH as if it had occurred on December 31, 2016.

The unaudited pro forma consolidated statement of comprehensive loss has been derived from the audited statement of loss and comprehensive loss of LGH for the period from incorporation on February 10, 2016 to December 31, 2016, and the audited consolidated statement of loss and comprehensive loss of Galaxy for the year ended December 31, 2016, giving effect to the accounting acquisition of LGH as if it had occurred on January 1, 2016.

These unaudited pro forma consolidated financial statements have been prepared by management of LGH in accordance with IFRS, for illustrative purposes only, after giving effect to the proposed transactions described in Notes 3 and 4, and are not necessarily indicative of the financial position that would have been achieved if the proposed transaction had been completed on the date indicated, and does not purport to project the financial position of the consolidated entities for any future periods. In the opinion of the management of LGH and Galaxy, these unaudited pro forma consolidated financial statements include all adjustments necessary for a fair presentation of the proposed transactions described in Notes 3 and 4. Unless otherwise noted, the unaudited pro forma consolidated financial statements and accompanying notes are presented in Canadian Dollars.

The unaudited pro forma consolidated financial statements should be read in conjunction with the historical financial statements and notes thereto of LGH and Galaxy.

2. Significant Accounting Policies

The accounting policies used in the preparation of the unaudited pro forma consolidated financial statements are those set out in Galaxy's audited financial statements for the year ended December 31, 2016. In preparing the unaudited pro forma consolidated financial statements, a review was undertaken to identify accounting policy differences between LGH and Galaxy where the impact was potentially material. The significant accounting policies of LGH conform in all material respects to those of Galaxy.

3. Summary of Proposed Transaction

Pursuant to the Agreement dated November 30, 2016, as amended March 3, 2017, between LGH and Galaxy (the "Transaction"), management of each Company has determined that it would be advantageous to enter into an arrangement pursuant to which LGH will acquire all the issued and outstanding shares of Galaxy, with the post-transaction entity being referred to in the notes to the pro-forma consolidated financial statements as the "Resulting Issuer".

Subsequent to the above, certain debt holders from Galaxy will be issued shares in the Resulting Issuer to settle their debts (See Note 5). Further, former common and preferred shareholders in Galaxy will be issued common shares in the Resulting Issuer at a fixed exchange ratio (See Note 5).

The Transaction will be accounted for in accordance with guidance provided in IFRS 2, "Share-Based Payment" and IFRS 3 "Business Combinations". As LGH did not qualify as a business according to the definition in IFRS 3, this Transaction does not constitute a business combination; rather it is treated as an issuance of shares by Galaxy for the net assets of LGH and the Company's listing status.

As a result of the closing of the Transaction, the shareholders of Galaxy will acquire control of LGH by virtue of senior management and the board directors of the Resulting Issuer being drawn predominantly from Galaxy, whom will have the authority and responsibility for planning, directing, and controlling the activities of the Resulting Issuer.

The Transaction is subject to, amongst other things, regulatory approval and the approval of the Boards of LGH and Galaxy.

4. Pro Forma Assumptions and Adjustments

The unaudited pro forma consolidated financial statements include the effects of the following pro forma assumptions and adjustments:

a) LGH has closed a non-brokered private placement comprised of 14,023,000 units of LGH at a price of $0.25 per unit for aggregate gross proceeds of $3,505,750. Each unit consists of one LGH common share and one-half of an LGH common share purchase warrant. Each whole warrant will entitle the holder to purchase one LGH common share at a price of $0.40 for a period of 12 months following the closing of the private placement.

   Of the $3,505,750 in gross proceeds, $2,732,721 has been allocated to the common shares as share capital, and $773,029 has been allocated to the warrants within contributed surplus, based on the relative fair value method.

   In connection with this private placement, LGH incurred cash finders' fees of $264,990 and issued 1,049,200 finders' warrants valued at $129,052, using the Black-Scholes option pricing model, assuming a risk-free interest rate of 1.00%, an expected life of 1 year, an expected volatility of 150% and an expected dividend yield of 0%. The fair value of the finders' warrants was recorded as a reduction to share capital as share issue costs, with the corresponding increase to contributed surplus.

(Expressed in Canadian Dollars)

b) LGH has closed a convertible debenture offering of $1,024,000. Of the offering, $528,488 in gross proceeds was received subsequent to December 31, 2016. The debentures are unsecured, bear interest at 8% per annum, have a term of two years, and are convertible into one common share of LGH at the option of the holder at a price of $0.10 per common share. Of the $1,024,000 in proceeds, $914,470 was allocated to the liability portion ($485,743 of which was related to the funds received subsequent to December 31, 2016), and $74,617 was allocated to the equity portion due to the conversion feature ($42,745 of which was related to the funds received subsequent to December 31, 2016).

   Accrued interest expense of $81,920 has been recognized in profit or loss for the period ended December 31, 2016, in relation to these convertible debentures. Accretion expense for the period was insignificant.

   In connection with the convertible debenture offering, LGH incurred aggregate cash finders' fees of $29,925 ($6,825 of which was incurred subsequent to December 31, 2016), and issued 187,250 finders' shares at a value of $0.15, for a total of $28,088. The aggregate of these transaction costs incurred subsequent to December 31, 2016, of $34,913, were allocated as a reduction proportionately to the liability and equity components, $32,469 and $2,444 respectively.

   On closing of the Transaction, the principal on the convertible debentures automatically converts into 10,240,000 common shares of the Resulting Issuer. The accrued interest of $81,920 has been recorded on the assumption that it will be paid in cash at closing (although it can be settled in common shares at the option of the Company). In order to show the conversion, the entire Convertible debentures balance of $914,470, and the Equity portion of the Convertible debentures balance of $74,617 were re-allocated to share capital, in the total amount of $989,087.

c) Inter-company advances of $408,715 from LGH to Galaxy have been eliminated, which was the balance as at December 31, 2016.

d) On July 6, 2016, Galaxy acquired a 100% interest of LottoJar Inc ("LottoJar"). Pursuant to the stock purchase agreement, Galaxy will issue a number of common shares of the Resulting Issuer with a value of USD $33,000 (CAD $44,341) at a fair value of CAD $0.25 per share as consideration to the former shareholders of LottoJar. $26,350, and $17,991 has been allocated to share capital and contributed surplus respectively based on the fair value of the shares.

e) On closing of the Transaction, the net assets of LGH are eliminated, as follows:

Share capital		310,500
Contributed surplus		6,737
Retained earnings		(467,285)
Offset to Listing expense – Note 4(f)	$	(150,048)

(Expressed in Canadian Dollars)

f) As the share consideration to be retained by the former shareholders of LGH on closing is considered within the scope of IFRS 2, and the Company cannot specifically identify some or all of the goods or services received in return for the allocation of the shares, the value in excess of the net identifiable assets of LGH acquired on closing is the be expensed as listing costs.

The assets acquired and liabilities assumed are at their fair values which are the same as their carrying values. The fair value of the net assets of LGH as at December 31, 2016, and the listing expense, are as follows:

LGH's Identifiable Net Assets		
Cash	$	73,686
Advances to Galaxy Group LA, LLC		408,715
Amounts receivable		7,320
Prepaid expenses		116,247
Accounts payable and accrued liabilities		(260,504)
Convertible debentures		(495,512)
	$	(150,048)
Purchase Price		
Estimated fair value of shares of LGH retained by LGH shareholders	$	3,074,141
Transaction Costs		
Audit, accounting, legal, and regulatory (Note 4(g))		195,000
Listing expense, net of identified assets	$	3,419,189

The estimated fair value of shares of LGH retained by LGH shareholders of $3,074,141 represents an allocation of $0.195 from the proceeds of the Concurrent Financing. The fair value of the LGH warrants from the unit financing was estimated to be $0.055 per one-half warrant and was determined using the Black Scholes option pricing model assuming a risk-free interest rate of 1%, a dividend yield of 0%, an expected volatility of 150% and an expected life of one year.

g) In connection with the transaction, the Company expects to incur $195,000 in costs related to audit, accounting, legal and regulatory services.

In connection with the transaction, the Company issued 695,360 LGH common shares as compensation to consultants and employees, at a value of $0.25 per share, for a total of $173,840 recorded in profit or loss as a share-based payment. The fair value allocated to share capital of the shares issued was $135,508 based on the Concurrent Financing, and the remaining amount of $38,332 was allocated to contributed surplus.

h) On closing of the Transaction, Promissory notes of $235,176 were settled for $20,140 in cash, with the remaining balance of $215,036 settled in common shares of the Resulting

Issuer at a price of $0.25 per share. The fair value allocated to share capital of the shares issued was $163,921 based on the Concurrent Financing, and the remaining amount of $51,115 was allocated to contributed surplus.

i) On closing of the Transaction, loans payable of $142,214 were settled for $6,559 in cash, with the remaining balance of $135,552 settled in common shares of the Resulting Issuer at a price of $0.25 per share. The fair value allocated to share capital of the shares issued was $103,285 based on the Concurrent Financing, and the remaining amount of $32,270 was allocated to contributed surplus.

(Expressed in Canadian Dollars)

5. Pro Forma Share Capital

After giving effect to the pro forma assumptions and adjustments in Note 4, the pro forma share capital of LGH has been determined as follows:

	Note	Number of shares		Share capital
Balance, LGH, December 31, 2016		15,775,001	$	310,500
Equity financing	4(a)	14,023,000		2,732,721
Adjustment of LGH share capital	4(e)	-		(310,500)
Estimated fair value of shares of LGH retained by LGH	4(f)	-		3,074,141
Common shares issued to Galaxy common shareholders	3	14,098,670		-
Common shares issued to Galaxy preferred shareholders	3	4,384,440		-
Common shares issued to Galaxy debt holders	3, 4(d)(h)(i)	1,516,890		293,556
Common Shares to be issued upon closing of the Acquisition as compensation to consultants and employees	4(g)	695,360		135,508
Common shares issued on conversion of LGH convertible debentures - principal	4(b)	10,240,000		989,087
Finders' warrants - on closing of equity financing	4(a)	-		(129,052)
Finders' fees – on closing of equity financing	4(a)	-		(264,990)
Finders' shares issued – convertible debenture offering	4(b)	187,250		-
		60,920,611	$	6,830,971

(Expressed in Canadian Dollars)

6. Pro Forma Basic and Diluted Loss per Share

Pro forma basic and diluted loss per share for the period ended December 31, 2016, have been calculated based on pro forma weighted average number of shares outstanding as follows:

	Number of shares	Weighted Average
Balance, LGH, December 31, 2016	15,775,001	7,251,923
Equity financing	14,023,000	14,023,000
Common shares issued to Galaxy common shareholders	14,098,670	14,156,391
Common shares issued to Galaxy preferred shareholders	4,384,440	4,397,359
Common shares issued to Galaxy debt holders	1,516,890	1,446,250
Common shares issued to finders' of convertible debenture offering	187,250	187,250
Common Shares to be issued upon closing of the Acquisition as compensation to consultants and employees	695,360	695,360
Common shares issued on conversion of LGH convertible debentures - principal	10,240,000	10,240,000
	60,920,611	52,397,533

(Expressed in Canadian Dollars)

7. Translation of Galaxy Financial Statements

In the preparation of the unaudited pro forma consolidated statement of financial position as at December 31, 2016, the audited consolidated statement of financial position of Galaxy as at December 31, 2016 was translated from U.S. dollars ("USD") to Canadian Dollars ("CAD") using the spot rate as at December 31, 2016 for all balances shown, as follows:

	December 31, 2016 $ USD	December 31, 2016 $CAD
Current assets		
Cash	$ 8,139	$ 10,936
Prepaid expenses	1,939	2,605
Total current assets	10,078	13,541
Intangibles	39,466	53,029
Total assets	$ 49,544	**$ 66,570**
Current liabilities		
Accounts payable and accrued liabilities	$ 205,893	$ 276,652
Contingent liabilities	33,000	44,341
Loans payable	409,944	550,829
Promissory notes	175,025	235,176
Total liabilities	823,862	**1,106,998**
Deficiency		
Partners' Deficiency	(774,318)	(1,040,428)
Total partners' deficiency	(774,318)	**(1,040,428)**
Total liabilities and partners' deficiency	$ 49,544	**$ 66,570**

LottoGopher Holdings Inc.
(Formerly Red Hat Investments Inc.)
Notes to Pro Forma Consolidated Financial Statements
As at December 31, 2016
(Expressed in Canadian Dollars)
(Unaudited)

In the preparation of the unaudited pro forma consolidated statement of comprehensive loss for the period ended December 31, 2016, the audited consolidated statement of loss and comprehensive loss of Galaxy for the year ended December 31, 2016 was translated from USD to CAD using the average rate for the year ended December 31, 2016 for all balances shown, as follows:

	Year ended December 31, 2016 $USD	Year ended December 31, 2016 $CAD
Sales	$ 7,322	$ 9,703
Expenses		
Advertising	34,175	45,286
Amortization	4,385	5,811
Audit, accounting and legal	56,962	75,482
Bank charges	2,300	3,048
Consulting fees	10,155	13,457
Foreign exchange	(331)	(439)
Insurance	6,780	8,984
Interest expenses	18,461	24,463
License	13,772	18,250
Office and general	27,738	36,756
Salaries and benefits	25,189	33,378
Travel	33,682	44,633
Website support and design	48,144	63,797
	$ (274,090)	**$ (363,203)**

EXHIBIT D

AUDIT COMMITTEE CHARTER

A. Composition and Process

1. The audit committee of the Company (the "**Audit Committee**") shall be composed of a minimum of three members of the Board of Directors of the Company (the "**Board of Directors**"), a majority of whom are independent. An independent director, as defined in *National Instrument 52-110 - Audit Committees* ("**NI 52-110**") is a director who has no direct or indirect material relationship which could, in the view of the Company's Board of Directors, be reasonably expected to interfere with the exercise of a members independent judgment or as otherwise determined to be independent in accordance with NI 52-110.
2. Members shall serve one-year terms and may serve consecutive terms, which are encouraged to ensure continuity of experience.
3. The chairperson of the Audit Committee (the "**Chairperson**") shall be appointed by the Board of Directors for a one-year term, and may serve any number of consecutive terms.
4. All members of the Audit Committee are encouraged to become financially literate if they are not already. Financial literacy is the ability to read and understand a balance sheet, income statement and cash flow statement that present a breadth and level of complexity comparable to the Company's financial statements.
5. The Chairperson shall, in consultation with management, establish the agenda for the meetings and ensure that properly prepared agenda materials are circulated to the members with sufficient time for study prior to the meeting.
6. The Audit Committee shall try to meet at least four times per year and may call special meetings as required. A quorum at meetings of the Audit Committee shall be its Chairperson and one of its other members or the Chairman of the Board of Directors. The Audit Committee may hold its meetings, and members of the Audit Committee may attend meetings, by telephone conference if this is deemed appropriate.
7. The minutes of the Audit Committee meetings shall accurately record the decisions reached and shall be distributed to Audit Committee members with copies where applicable to the Board of Directors, the Chief Executive Officer, the Chief Financial Officer and the external auditor.
8. The Audit Committee enquires about potential claims, assessments and other contingent liabilities.
9. The Charter of the Audit Committee shall be reviewed by the Board of Directors on an annual basis.

B. Authority

10. Appointed by the Board of Directors pursuant to provisions of the *Business Corporations Act* (Alberta) and the bylaws of the Company.
11. Primary responsibility for the Company's financial reporting, accounting systems and internal controls is vested in senior management and is overseen by the Board of Directors. The Audit Committee is a standing committee of the Board of Directors established to assist it in fulfilling its responsibilities in this regard. The Audit Committee shall have responsibility for overseeing management reporting on internal controls. While it is management's responsibility to design and implement an effective system of internal control, it is the responsibility of the Audit Committee to ensure that management has done so.
12. In fulfilling its responsibilities, the Audit Committee shall have unrestricted access to the Company's personnel and documents and will be provided with the resources necessary to carry out its responsibilities.
13. The Audit Committee shall have direct communication channels with the internal auditor (if any) and the external auditor to discuss and review specific issues, as appropriate.
14. The Audit Committee shall have the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties.

15. The Audit Committee shall establish the compensation to be paid to any advisors employed by the Audit Committee and such compensation shall be paid by the Company as directed by the Audit Committee.

C. Relationship with External Auditors

16. An external auditor must report directly to the Audit Committee.

17. The Audit Committee is directly responsible for overseeing the work of the external auditor including the resolution of disagreements between management and the external auditor regarding financial reporting.

18. The Audit Committee shall implement structures and procedures to ensure that it meets with the external auditor on at least an annual basis in the absence of management.

D. Accounting Systems, Internal Controls and Procedures

19. Obtain reasonable assurance from discussions with and/or reports from management, and reports from external auditors that accounting systems are reliable and that the prescribed internal controls are operating effectively for the Company and its subsidiaries and affiliates.

20. The Audit Committee shall review to ensure to its satisfaction that adequate procedures are in place for the review of the Company's disclosure of financial information extracted or derived from the Company's financial statements and will periodically assess the adequacy of those procedures.

21. Direct the external auditor's examinations to particular areas.

22. Review control weaknesses identified by the external auditor, together with management's response.

23. Review with the external auditor its view of the qualifications and performance of the key financial and accounting executives.

24. In order to preserve the independence of the external auditor the Audit Committee will:

    a. recommend to the Board of Directors the external auditor to be nominated; and

    b. recommend to the Board of Directors the compensation of the external auditor's engagement;

25. The Audit Committee shall review and pre-approve any engagements for non-audit services to be provided by the external auditor or its affiliates, together with estimated fees, and consider the impact on the independence of the external auditor.

26. Review with management and with the external auditor any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgments of management that may be material to financial reporting.

27. The Audit Committee shall review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and most recent former external auditor of the Company.

28. The Audit Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

29. The Audit Committee shall on an annual basis, prior to public disclosure of its annual financial statements, ensure that the external auditor's participant status has not been terminated, or, if its participant status was terminated, has been reinstated in accordance with the Canadian Public Accountability Board ("**CPAB**") bylaws and is in compliance with any restriction or sanction imposed by the CPAB.

E. Statutory and Regulatory Responsibilities

30. Annual Financial Information - review the annual audited financial statements and related management's discussion and analysis ("**MD&A**"), including any related press releases if same contains material information, and recommend their approval to the Board of Directors, after discussing matters such as the selection of accounting policies (and changes thereto), major accounting judgments, accruals and estimates with management and the external auditor.

31. Annual Report - review the management MD&A section and all other relevant sections of the annual report, if prepared, to ensure consistency of all financial information included in the annual report.
32. Interim Financial Statements - review the quarterly interim financial statements and related MD&A, related press releases and recommend their approval to the Board of Directors.
33. Earnings Guidance/Forecasts - review forecasted financial information and forward looking statements.

F. Reporting

34. Report, through the Chairperson of the Audit Committee, to the Board of Directors following each meeting on the major discussions and decisions made by the Audit Committee.
35. Review the Audit Committee's Charter annually and recommend the approval of any proposed amendments to the Board of Directors.

G. Other Responsibilities

36. Investigating fraud, illegal acts or conflicts of interest.
37. Discussing selected issues with corporate counsel or the external auditor or management.

CERTIFICATE OF THE COMPANY

Dated: May 11, 2017

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of British Columbia, Ontario and Alberta.

"Warwick Smith"
Warwick Smith
Chief Executive Officer and Director

"Alnesh Mohan"
Alnesh Mohan
Chief Financial Officer and Director

ON BEHALF OF THE BOARD OF DIRECTORS

"Lloyd John Lemmon"
Lloyd John Lemmon
Director

"Norman Wareham"
Norman Wareham
Director

ON BEHALF OF THE PROMOTER

"Warwick Smith"
Warwick Smith

CERTIFICATE OF THE REVERSE TAKE OVER ACQUIRER

Dated: May 11, 2017

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of British Columbia, Ontario and Alberta.

"James Morel"
James Morel
CEO and Managing Member

ON BEHALF OF THE BOARD OF MANAGERS

"Lloyd John Lemmon"
Lloyd John Lemmon
Manager

" Kurtis Rintala"
Kurtis Rintala
Manager

ON BEHALF OF THE PROMOTER

"James Morel"
James Morel

SCHEDULE B

Exchange Listing Statement Disclosure – Additional Information

CAPITALIZATION

Issued Capital

	Number of Securities (non-diluted)	**Number of Securities (fully-diluted)**	**%of Issued (non-diluted)**	**% of Issued (fully diluted)**
Public Float				
Total outstanding (A)	62,146,861	84,209,360	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	14,542,432 (Related Persons holding 10,717,431 and holders with more than 5% voting position holdings 3,600,000 Shares)	23,770,600 (including 2,467,866 stock options held by Related persons and holders with more than 5% voting position and 6,760,301.9 common shares issued subject to achievement of performance milestones held by Related Persons)	23.94%	29.34%
Total Public Float (A-B)	47,604,429	60,438,760	76.60%	71.77%

	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	%of Issued (non-diluted)	% of Issued (fully diluted)
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	42,194,460 (Nil Corporate Finance Fee Shares held by the Agent and 39,870,700 Shares subject to resale restriction)	52,194,460	68.89%	61.98%
Total Tradeable Float (A-C)	19,952,401	32,014,900	32.11%	38.02%

Public Securityholders (Registered)

Instruction: For the purposes of this report, "public securityholders" are persons other than persons enumerated in section (B) of the previous chart. List registered holders only.

Class of Security

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	Nil	Nil
100 – 499 securities	Nil	Nil
500 – 999 securities	Nil	Nil
1,000 – 1,999 securities	Nil	Nil
2,000 – 2,999 securities	Nil	Nil
3,000 – 3,999 securities	Nil	Nil
4,000 – 4,999 securities	Nil	Nil

5,000 or more securities	108	29,927,429
	108	29,927,429

Public Securityholders (Beneficial)

Instruction: Include (i) beneficial holders holding securities in their own name as registered shareholders; and (ii) beneficial holders holding securities through an intermediary where the Issuer has been given written confirmation of shareholdings. For the purposes of this section, it is sufficient if the intermediary provides a breakdown by number of beneficial holders for each line item below; names and holdings of specific beneficial holders do not have to be disclosed. If an intermediary or intermediaries will not provide details of beneficial holders, give the aggregate position of all such intermediaries in the last line.

Class of Security

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	Nil	Nil
100 – 499 securities	Nil	Nil
500 – 999 securities	Nil	Nil
1,000 – 1,999 securities	Nil	Nil
2,000 – 2,999 securities	Nil	Nil
3,000 – 3,999 securities	Nil	Nil
4,000 – 4,999 securities	Nil	Nil
5,000 or more securities	123	17,677,000
	123	17,677,000

Non-Public Securityholders (Registered)

Instruction: For the purposes of this report, "non-public securityholders" are persons enumerated in section (B) of the issued capital chart.

Class of Security

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	Nil	Nil
100 – 499 securities	Nil	Nil
500 – 999 securities	Nil	Nil
1,000 – 1,999 securities	Nil	Nil
2,000 – 2,999 securities	Nil	Nil
3,000 – 3,999 securities	Nil	Nil
4,000 – 4,999 securities	Nil	Nil
5,000 or more securities	7	14,542,432
	7	14,542,432

CONVERTIBLE SECURITIES

The Company currently has the following securities which are convertible or exchangeable into common shares:

Type of Convertible Security	Amount
Common shares issuable upon exercise of Warrants to be issued upon deemed exercise of Subscription Receipts	7,011,500
Common shares issuable upon exercise of warrants received by finders	1,049,200
Common shares issuable upon exercise of stock options	4,001,799
Common shares issuable subject to achievement of performance milestones	10,000,000

CERTIFICATE OF THE COMPANY

Pursuant to a resolution duly passed by its Board of Directors, Lottogopher Holdings Inc. hereby applies for the listing of the above mentioned securities on the Exchange. The foregoing contains full, true and plain disclosure of all material information relating to Carlyle Entertainment Ltd. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia, this 18th day of May, 2017.

"James Morel" James Morel *Chief Executive Officer, President and Director*	"Alnesh Mohan" Alnesh Mohan *Chief Financial Officer, Corporate Secretary and Director*

On Behalf of the Board of Directors

"Lloyd John Lemmon" Lloyd John Lemmon *Director*	"Norman Wareham" Norman Wareham *Director*