

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Fantasy 6 Sports Inc. (the “**Company**”)  
Suite 300, 128 West Hastings Street  
Vancouver, BC  
Canada V6B 1G8

**Item 2 Date of Material Change**

August 8, 2016

**Item 3 News Release**

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated through the news dissemination services of TheNewswire and Marketwired on August 8, 2016.

**Item 4 Summary of Material Change**

The Company announced it had signed a binding term sheet with Victory Square Labs Inc., a related party, for a new secured convertible note facility of up to \$10,000,000 (the “**Convertible Note**”) that will allow the Company to aggressively pursue and complete active elements of its global growth strategy.

The Convertible Note - to be advanced in tranches - will see Fantasy 6 direct additional funds into product sales, brand marketing and a series of strategic acquisitions designed to propel the company into the top tier of players in the industry. The Convertible Note will consist of a series of secured convertible promissory notes (each, a “**Note**”), each bearing a term of a minimum of one year, issued pursuant to a note purchase agreement and interest on each Note will accrue at 6% per annum, compounded annually, and payable in common shares in the capital of the Company upon maturity. The Notes will be secured by a first charge over all of the Company’s present and subsequently acquired personal property pursuant to a general security agreement.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

Please see the news release attached as Schedule “A” for a full description of the material change.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6 Reliance on Subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7      Omitted Information**

Not applicable.

**Item 8      Executive Officer**

Sheri Rempel  
Chief Financial Officer and Director  
Telephone: (604) 283-9166

**Item 9      Date of Report**

August 8, 2016

## SCHEDULE "A"



# FANTASY 6 ANNOUNCES BINDING AGREEMENT FOR \$10,000,000 FOR STRATEGIC ACQUISITIONS AND GROWTH

**Vancouver, British Columbia, Canada (Monday, August 8, 2016)** – Fantasy 6 Sports Inc. (“**Fantasy 6**” or the “**Company**”) (CSE: FYS)(FRANKFURT: 6F6 - WKN: A2AKL8)(OTC: FNTYF), a sports, entertainment and technology company which produces games, contests and other related products and experiences for fans around the world, is pleased to announce it has signed a binding term sheet with Victory Square Labs Inc., a related party, for a new secured convertible note facility of up to \$10,000,000 (the “**Convertible Note**”) that will allow the Company to aggressively pursue and complete active elements of its global growth strategy.

The Convertible Note - to be advanced in tranches - will see Fantasy 6 direct additional funds into product sales, brand marketing and a series of strategic acquisitions designed to propel the company into the top tier of players in the industry. The Convertible Note will consist of a series of secured convertible promissory notes (each, a “**Note**”), each bearing a term of a minimum of one year, issued pursuant to a note purchase agreement and interest on each Note will accrue at 6% per annum, compounded annually, and payable in common shares in the capital of the Company upon maturity. The Notes will be secured by a first charge over all of the Company’s present and subsequently acquired personal property pursuant to a general security agreement.

“The availability of this Convertible Note will allow Fantasy 6 to continue its rapid growth plan and elevate its market presence worldwide,” said Shafin Diamond Tejani, President and Chief Executive Officer of Fantasy 6. “The Convertible Note is one of the major tools we require to continue growing and establishing ourselves as an emerging sports, entertainment and technology company and a dynamic leader in the multi-billion dollar sports gaming and fantasy sports sectors.”

Tejani noted the note will help fast-track a period of substantial growth on the strength of a series of acquisitions and industry and media partnerships in the coming months.

“Our aggressive acquisition, marketing and growth plan is contingent on not only identifying the right partners and complementary assets to help make Fantasy 6 one of the sustainable leaders in the space, but on completing these desired transactions, partnerships and alliances in a timely fashion,” said Tejani, who doubles as Founder and Chair of Victory Square, an award-winning organization which he has built into an industry leader by investing in new technology companies and start-ups.

“This \$10,000,000 secured convertible note facility will allow us to fulfil our vision for Fantasy 6 growth in 2016 and 2017 and establish a very strong foundation for the years to come,” added Tejani.

This transaction is considered a "related party transaction" as defined under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101") as Tejani is the sole shareholder of Victory Square Labs Inc. The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as the fair market value of the Convertible Note does not exceed 25% of the Company's market capitalization. Closing of the Convertible Note is subject to the receipt of any required regulatory approvals.

#### **ABOUT FANTASY 6 SPORTS INC. (CSE:FYS)**

Fantasy 6 is a sports, entertainment and technology company which produces games, contests and other related products and experiences for fans around the world. Fantasy 6 Sports Inc. currently offers a wide variety of daily, weekly and season-long contests across multiple professional sports leagues. The Company also develops interactive fan engagement platforms for corporations, media, broadcasters and not-for-profit societies and charities. The Company's mission is to create new dimensions in fan engagement, experience and entertainment and our vision is the most knowledgeable, passionate and engaged generation of fans in history.

#### **ABOUT THE CANADIAN SECURITIES EXCHANGE (CSE)**

The Canadian Securities Exchange, or CSE, is operated by CNSX Markets Inc. Recognized as a stock exchange in 2004, the CSE began operations in 2003 to provide a modern and efficient alternative for companies looking to access the Canadian public capital markets. The CSE has not reviewed, nor approved or disapproved the content of this press release.

For further information about the company, please contact:

#### **RAY WALIA, Head of Operations**

Email: [ray@fantasy6.com](mailto:ray@fantasy6.com)

Telephone: **604-283-9166**

#### **FORWARD-LOOKING INFORMATION:**

This press release may include forward-looking information within the meaning of Canadian securities legislation, concerning the business of Fantasy 6. Forward-looking information is based on certain key expectations and assumptions made by the management of Fantasy 6, including future plans for acquisitions. Although Fantasy 6 believes that the expectations and assumptions on which such forward-looking information is based are reasonable, undue reliance should not be placed on the forward-looking information because Fantasy 6 can give no assurance that they will prove to be correct. Forward-looking statements contained in this press release are made as of the date of this press release. Fantasy 6 disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended, or any applicable securities laws or any state of the United States and may not be offered or sold in the United States or to the account or benefit of a person in the United States absent an exemption from the registration requirements.