

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**ITEM 1. NAME AND ADDRESS OF ISSUER**

Imagination Park Entertainment Inc. (the "Issuer")  
302 – 1620 West 8th Avenue  
Vancouver, BC V6J 1V4

**ITEM 2. DATE OF MATERIAL CHANGE**

October 4, 2016 / October 5, 2016

**ITEM 3. NEWS RELEASE**

The news releases dated October 4, 2016 and October 5, 2016 and attached hereto as Schedules "A" and "B" were disseminated through the facilities of The NewsWire and filed on the System for Electronic Document Analysis and Retrieval (SEDAR) and with the Canadian Securities Exchange.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

On October 4, 2016, the Issuer announced that it had amended a binding Letter of Intent (the "LOI") with Triton Films Inc. ("Triton") dated February 9, 2016, and subsequently exercised its option to acquire an interest in six feature film projects described in the LOI in consideration for the payment of an aggregate of \$172,500 in the form of 2,300,000 common shares of the Issuer at a price of \$0.075 per share. In addition, the Issuer announced that (a) it had agreed to make a \$25,000 penalty payment to Triton pursuant to the terms of the LOI in the form of 250,000 common shares at a price of \$0.10 per share, (b) agreed to pay a bonus success fee to McMillan Strategies equal to 5% of the value of the option exercise in the form of 115,000 common shares of the Issuer at a price of \$0.075 per share, and (c) entered into a debt conversion agreement with one creditor to settle a debt in the amount of \$37,800 through the issuance of 378,000 common shares of the Issuer at a price of \$0.10 per share.

On October 5, 2016, the Issuer announced that it had acquired a 10% net profits interest in a feature length documentary film produced by Robinson Media Group, LLC and entitled "Food for Thought", in consideration for the payment of \$56,100 in the form of 561,000 common shares of the Issuer at a price of \$0.10 per share.

**ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE**

See the news releases attached hereto as Schedules "A" and "B".

**ITEM 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**

No information has been omitted on the basis that it is confidential information.

**ITEM 8. EXECUTIVE OFFICER**

Kelsey Chin, Chief Financial Officer  
(604) 719-5614

**ITEM 9. DATE OF REPORT**

October 28, 2016

**SCHEDULE "A"**

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## Imagination Park Amends LOI with Triton Films

### Exercises Initial Options to Acquire Interests in 6 Feature Film Projects

Vancouver, BC – October 4<sup>th</sup>, 2016 – Imagination Park Entertainment Inc. (CSE: IP) (OTC: IPNFF) (“**Imagination Park**” or the “**Company**”) has amended a binding Letter of Intent (“LOI”) signed with Triton Films Inc. (“Triton”), announced February 9<sup>th</sup>, 2016.

Pursuant to the LOI, Imagination Park has the option to acquire varying percentages of Triton’s interest in up to 6 feature film projects (the “**Options**”). The full percentage of Triton’s interest that Imagination Park may acquire in each of the feature film projects is between 37.5% and 50%. Imagination Park has also secured a right of first refusal to purchase Triton’s remaining interest in any of the 6 feature films should Triton wish to sell its interest at any time to a 3<sup>rd</sup> party that does not include a partnering film financier, production studio, sales or distribution agent, or similar.

The initial option exercise will now reflect the following amended terms:

Payment Value (CAD)	Form of Payment	Percentage of Triton’s Interest In A Feature Film Project Acquired by Imagination Park from Triton
\$21,000	Common Shares	40% of Film 1
\$20,250	Common Shares	12.5% of Film 2
\$15,000	Common Shares	25% of Film 3
\$26,250	Common Shares	17.5% of Film 4
\$37,500	Common Shares	12.5% of Film 5

In addition, Gabriel Napora will receive 10 producer’s points in a 6<sup>th</sup> feature film project and he has agreed to assign them to Triton. Imagination Park has the amended right to acquire up to 50% of Triton’s producer’s points by issuing an equivalent of \$52,500

payable in common shares of the Company to Triton.

Subsequent to these mutually agreed amendments, Imagination Park hereby announces that it is exercising its initial option to acquire its respective initial interests in these 6 films granted in the LOI, effective as of today's date, and based upon the last closing price of the Company's shares, for total consideration of \$172,500 payable as 2,300,000 common shares of the Company, issued at a deemed conversion price of \$0.075 per share, in accordance with CSE policies.

Further, the LOI announced with Triton on February 9<sup>th</sup>, 2016, stipulates the Company was required to complete a financing for minimum net proceeds of CAD \$250,000 on or before July 15, 2016, or Imagination Park would be required to issue to Triton a penalty payment equal to CAD \$25,000 for the delay. The Company acknowledges that this condition was not met in the agreed upon timeframe and will therefore now pay Triton \$25,000, issued as 250,000 common shares of the Company at a deemed conversion price of \$0.10 per share.

### **Related Party Transactions**

Triton is owned by Gabriel Napora, a Director of Imagination Park, therefore, this agreement constitutes a related party transaction. Imagination Park will obtain minority shareholder approval if required to do by *Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions*.

The initial exercise of the Options will not require shareholder approval but if Imagination Park is required to issue securities or pay a sum of money that would result in the fair market value of the transaction being more than 25% of Imagination Park's market capitalization, then Imagination Park will be required to obtain approval from the majority of its minority shareholders. There can be no assurance that the majority of the minority shareholders will approve the transaction.

The completion of the full acquisition of Triton's interests in the feature film projects is subject to a number of conditions, including the payment of cash and/or the issuance of common shares upon the occurrence of certain milestones. Imagination Park is not obliged to acquire the percentages of Triton's interest in the 6 feature film projects outlined above. Furthermore, there is no guarantee that any of the feature film projects will be completed.

*(For more information on Triton's ownership and the full option terms associated with each film project, please review the full LOI on Imagination Park's SEDAR profile at [www.sedar.com](http://www.sedar.com) or visit the project ownership summary on the Company's website at [www.imaginationpark.com](http://www.imaginationpark.com)).*

### **Bonus Success Fee**

Imagination Park has agreed to pay McMillan Strategies a bonus success fee equal to 5% of the value of each of the options which are exercised pursuant to the LOI. The bonus success fee is payable by Imagination Park to McMillan Strategies on a pro-rata basis as each portion of each of the Options is exercised by Imagination Park.

Imagination Park will make the payments either in cash or by issuing common shares. The initial payments made to McMillan Strategies upon the execution of the acquisitions mentioned above will be paid in shares converted at a price equal to the conversion price of the Option share issuance.

## **Debt Settlement**

The Company has also entered into a debt conversion agreement with a creditor in order to settle \$37,800 in outstanding debt through the issuance of 378,000 Imagination Park common shares at a deemed price of \$0.10 per common share (the “Debt Conversion”).

## **Management Comments**

Colin Wiebe, Chairman and Director of Imagination Park comments, “We are realizing great interest in our growing feature film project portfolio, and are pleased to execute these initial options with Triton to bring these projects to life.”

Gabriel Napora, CEO and Director of Imagination Park comments, “We have a large and growing slate of outstanding feature film projects, the quality of which we are just beginning to share. I am pleased we are now beginning to execute the initial option payments for Imagination Park to earn its initial interests in these films and look forward to advancing these projects in a timely and professional fashion, in the best interests of all of our shareholders.”

## **About Imagination Park**

Imagination Park is an emerging digital content production company, working with talented filmmakers around the world to bring conventional as well as virtual reality content to life.

For more information or to explore working with Imagination Park, please call 778.892.9695, email [info@imaginationpark.com](mailto:info@imaginationpark.com), or visit [www.imaginationpark.com](http://www.imaginationpark.com).

*ON BEHALF OF THE BOARD,*

Gabriel Napora  
CEO & Director

*The Canadian Securities Exchange has neither approved nor disapproved the contents of this press release. This press release may include ‘forward-looking information’ within the meaning of Canadian securities legislation, concerning the business of the Company. The forward looking information is based on certain key expectations and assumptions made by Imagination Park’s management. Although Imagination Park 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 Imagination Park can give no assurance that it will prove to be correct. These forward-looking statements are made as of the date of this press release, and Imagination Park 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.*

**SCHEDULE "B"**

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## Imagination Park Acquires Net Profits Interest in Documentary Film “Food for Thought”

Vancouver, BC – October 5<sup>th</sup>, 2016 – Imagination Park Entertainment Inc. (CSE: IP) (OTC: IPNFF) (“**Imagination Park**” or the “**Company**”) is pleased to announce that it has acquired a 10% net profits interest in the full length documentary film “Food for Thought,” produced by Robinson Media Corp LLC (“Robinson”)

The Documentary, Directed by Academy Award winning Executive Producer and Imagination Park Director Mr. Tim Marlowe, chronicles the personal journey of Mr. Nathan Robinson, a man who at 6’8” and over 500 pounds is told he has a year to live if he does not confront his morbid obesity. Through lifestyle adjustments, nutritional re-education, spiritual consultation, and other forms of intervention, we join Nathan on his quest to change his life and realize his dreams, all the while exploring the underlying conditions contributing to widespread obesity in North America.

Under the terms of the acquisition, Imagination Park will pay Robinson total consideration equalling CAD \$56,100, payable as 561,000 common shares of the company at a deemed price of \$0.10 per share (in accordance with CSE policies), in exchange for 10% of the net profits generated by the Documentary throughout the world and in perpetuity from the commercial exploitation of the Documentary, including but not limited to, royalty payments and licensing payments. In addition, should the Documentary not be completed for any reason, Robinson agrees to return the 561,000 common shares issued in the transaction to Imagination Park at the request of Imagination Park, in exchange for Imagination Park waiving its rights to receive a 10% net profits interest in the project.

At present, The Food for Thought documentary is fully financed through budgeted completion, and is currently in production.

Colin Wiebe comments, “We welcome the opportunity to invest in and contribute to Nathan’s important journey, shedding light on some of the potential sources and

challenges relating to obesity as well as exploring empowering solutions to help suffering individuals overcome it.”

Tim Marlowe, President and Director of Imagination Park comments, “I am thrilled to welcome Imagination Park as a partner in the Food for Thought documentary project, and look forward to us realizing great success in helping Nathan and others overcome the challenges of obesity, together.”

### **Related Party Transaction**

Robinson Media Group LLC is part owned by Timothy Marlowe, a Director of Imagination Park, therefore, the Profit Sharing Agreement constitutes a related party transaction.

Given that Imagination Park is not required to issue securities or pay a sum of money that would result in the fair market value of the transaction being more than 25% of Imagination Park’s market capitalization, Imagination Park will not be required to obtain shareholder approval of the transaction from the majority of its minority shareholders.

### **About Imagination Park**

Imagination Park is an emerging digital content production company, working with talented filmmakers around the world to bring conventional as well as virtual reality content to life.

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*ON BEHALF OF THE BOARD,*

Gabriel Napora  
CEO & Director

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