

## FORM 51-102F3

### MATERIAL CHANGE REPORT

#### Item 1: Name and Address of Company

Global Daily Fantasy Sports Inc. (the "Company")  
Suite 1305, 1090 West Georgia Street  
Vancouver, British Columbia V6E 3V7

#### Item 2: Date of Material Change

September 28, 2018

#### Item 3: News Release

The news release was disseminated on October 10, 2018 through Stockwatch and filed on SEDAR.

#### Item 4: Summary of Material Change

The Company announced that it closed the second tranche of the private placement financing (the "Second Tranche Private Placement") announced in the Company's news release dated June 21, 2018.

#### Item 5: Full Description of Material Change

The Company announced that it closed the second tranche of the Private Placement announced in the Company's news release dated June 21, 2018. In the second tranche, 3,717,205 units (the "Units") were issued at a price of \$0.15 per Unit for gross proceeds of approximately \$557,580.75. Each Unit is composed of one common share of the Company and one-half of one transferable common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder thereof to purchase one additional common share of the Company at an exercise price of \$0.40 until September 28, 2021 (the "Expiry Date"). Notwithstanding the foregoing, the Expiry Date of the Warrants may be accelerated by the Company, at its sole option, by giving notice to the holders of the Warrants thereof, if over a period of 15 consecutive trading days commencing at any time after September 28, 2019, the volume-weighted average trading price of the common shares of the Company on the TSX Venture Exchange (the "Exchange") or such other stock exchange where the majority of the trading volume occurs, exceeds \$0.60.

A director/officer of the Company participated in the Second Tranche Private Placement and purchased 1,050,525 common shares for gross proceeds to the Company of \$157,578.75. Due to the director/officer's participation, the Private Placement is a related party transaction pursuant to Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company is exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with the participation of the aforementioned insider in the Private Placement in reliance of the exemptions contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101. The Private Placement was unanimously approved by the disinterested members of the board of directors of the Company.

The securities issued pursuant to the Private Placement are subject to a hold period under applicable Canadian securities laws, expiring on January 29, 2019.

The Company paid a commission of \$18,000 to Leede Jones Gable in connection with the Second Tranche Private Placement.

#### Item 6: Reliance on subsection 7.2 of National Instrument 51-102

N/A.

**Item 7: Omitted Information**

N/A.

**Item 8: Executive Officer**

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Darcy Krogh  
President and CEO  
604.685.9316

**Item 9: Date of Report**

December 7, 2018