

MATERIAL CHANGE REPORT
FORM 51-102F3

1. **Reporting Issuer**

TransGlobe Internet And Telecom Limited (the “**Company**” or “**TransGlobe**”)
108 West Cordova Street
Vancouver, British Columbia
V6B 0G6

2. **Date of Material Change**

October 22, 2020.

3. **News Release**

Attached as Schedule “A” is a copy of the press release relating to the material change, which was disseminated on October 22, 2020 through the newswire services of Cision and was filed on the System for Electronic Document Analysis and Retrieval (SEDAR).

4. **Summary of Material Change**

The Company entered into a definitive agreement (the “**Definitive Agreement**”) with 1Wondr Gaming Corporation (“**1Wondr**”) to complete a business combination (the “**Proposed Transaction**”) whereby the Company will acquire all of the issued and outstanding shares of 1Wondr pursuant to a three-cornered amalgamation in accordance with Section 174 of the *Business Corporations Act* (Ontario).

Upon completion of the Proposed Transaction, the shareholders of 1Wondr will hold approximately 83% of the shares of the Company (the “**Resulting Issuer**”), and the Resulting Issuer will carry on the business of 1Wondr.

5. **Full Description of Material Change**

The Company has entered into a Definitive Agreement with 1Wondr to complete the Proposed Transaction whereby the Company will acquire all of the issued and outstanding shares of 1Wondr pursuant to a three-cornered amalgamation in accordance with Section 174 of the *Business Corporations Act* (Ontario).

Upon completion of the Proposed Transaction, the shareholders of 1Wondr will hold approximately 83% of the Resulting Issuer, and the Resulting Issuer will carry on the business of 1Wondr. A copy of the Definitive Agreement will be made available on the Company's SEDAR profile at www.sedar.com.

Pursuant to the Definitive Agreement, and upon the satisfaction or waiver of the conditions set out therein, the following, among other things, are required to be prior to consummation of the Proposed Transaction:

- the Company will consolidate its issued and outstanding common shares (the "**Consolidation**") on the basis of one (1) post-Consolidation common share for every 30 outstanding common shares in the capital of the Company;
- the Company will change its name to "1Wondr Gaming Corp." or such other similar name as the parties may agree;
- the Company will use its best efforts to complete a private placement financing of up to 15,000,000 subscription receipts at a minimum price of \$0.20 per subscription receipt to raise minimum gross proceeds of \$3,000,000;
- 2778533 Ontario Inc., a newly incorporated, wholly-owned subsidiary of the Company formed solely for the purpose of facilitating the Proposed Transaction, will amalgamate with 1Wondr, pursuant to which, among other things, all outstanding common shares of 1Wondr (the "**1Wondr Shares**") and all securities convertible into 1Wondr Shares shall be exchanged for replacement securities of the Resulting Issuer, one-for-one on a post-Consolidation basis, exercisable in accordance with their terms.

Resulting Capitalization

After completion of the Proposed Transaction, and assuming no further common shares are issued, an aggregate of 97,571,459 common shares in the capital of Transglobe (the "**Transglobe Shares**") will be issued and outstanding, with former shareholders of 1Wondr holding 80,959,354 Transglobe Shares, representing approximately 83% of the total outstanding Transglobe Shares and the original shareholders of Transglobe holding 16,612,105 Transglobe Shares, representing approximately 17% of the outstanding Transglobe Shares, on an undiluted basis and not including any Transglobe Shares issuable to 1Wondr shareholders pursuant to the Financing or pursuant to a bridge financing that may be completed by 1Wondr pursuant to the terms of the Definitive Agreement.

Management and Organization

Following the closing of the Proposed Transaction, it is anticipated that the Resulting Issuer will be led by Jonathan Dwyer, Chief Executive Officer; Michael Cotton, President & Chief Operating Officer; Stephen Brooks, Chief Financial Officer; Chris Loranger, Chief Strategy Officer and a Corporate Secretary to be nominated by 1Wondr. The Resulting Issuer's board of directors is expected to be comprised of Jonathan Dwyer, Michael Cotton and three independent directors, all of whom will be nominees of 1Wondr.

6. **Reliance on Section 7.1(2) of National Instrument 51-102**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

For additional information with respect to this material change, the following person may be contacted:

Binyomin Posen
Chief Executive Officer, Chief Financial Officer, and Director
Email: bpose@plazacapital.ca

9. **Date of Report**

This report is dated as of the 22nd day of October, 2020.

SCHEDULE "A"

TRANSGLOBE INTERNET AND TELECOM ANNOUNCES DEFINITIVE AGREEMENT FOR AMALGAMATION WITH 1WONDR GAMING CORPORATION

TORONTO, ONTARIO, October 22, 2020 – Transglobe Internet and Telecom Co., Ltd. ("**Transglobe**" or the "**Company**") is pleased to announce that it has entered into a definitive agreement (the "**Definitive Agreement**") with 1Wondr Gaming Corporation ("**1Wondr**") to complete a business combination (the "**Proposed Transaction**") whereby the Company will acquire all of the issued and outstanding shares of 1Wondr pursuant to a three-cornered amalgamation in accordance with Section 174 of the *Business Corporations Act* (Ontario). Upon completion of the Proposed Transaction, the shareholders of 1Wondr will hold approximately 83% of the shares of the Company (the "**Resulting Issuer**"), and the Resulting Issuer will carry on the business of 1Wondr. A copy of the Definitive Agreement will be made available on the Company's SEDAR profile at www.sedar.com.

Details of the Proposed Transaction

Pursuant to the Definitive Agreement, and upon the satisfaction or waiver of the conditions set out therein, the following, among other things, are required to be prior to consummation of the Proposed Transaction:

- the Company will consolidate its issued and outstanding common shares (the "**Consolidation**") on the basis of one (1) post-Consolidation common share for every 30 outstanding common shares in the capital of the Company;
- the Company will change its name to "1Wondr Gaming Corp." or such other similar name as the parties may agree (the "**Name Change**");
- the Company will use its best efforts to complete a private placement financing (the "**1Wondr Financing**") of up to 15,000,000 subscription receipts at a minimum price of \$0.20 per subscription receipt to raise minimum gross proceeds of \$3,000,000;
- 2778533 Ontario Inc., a newly incorporated, wholly-owned subsidiary of the Company formed solely for the purpose of facilitating the Proposed Transaction, will amalgamate with 1Wondr, pursuant to which, among other things, all outstanding common shares of 1Wondr (the "**1Wondr Shares**") and all securities convertible into 1Wondr Shares shall be exchanged for replacement securities of the Resulting Issuer, one-for-one on a post-Consolidation basis, exercisable in accordance with their terms; and
- the board of directors and management of the Resulting Issuer will be replaced with nominees of 1Wondr as detailed below.

The Proposed Transaction is subject to the conditions set out in the Definitive Agreement, including but not limited to obtaining the requisite approval of the Company's and 1Wondr's securityholders, completion by the Company of the Financing, Consolidation and Name Change.

Resulting Capitalization

After completion of the Proposed Transaction, and assuming no further common shares are issued, an aggregate of 97,571,459 common shares in the capital of Transglobe (the "**Transglobe Shares**") will be issued and outstanding, with former shareholders of 1Wondr holding 80,959,354 Transglobe Shares, representing approximately 83% of the total outstanding Transglobe Shares and the original shareholders of Transglobe holding 16,612,105 Transglobe Shares, representing approximately 17% of the outstanding Transglobe Shares, on an undiluted basis and not including any Transglobe Shares issuable to 1Wondr

shareholders pursuant to the Financing or pursuant to a bridge financing that may be completed by 1Wondr pursuant to the terms of the Definitive Agreement.

Management and Organization

Following the closing of the Proposed Transaction, it is anticipated that the Resulting Issuer will be led by Jonathan Dwyer, Chief Executive Officer; Michael Cotton, President & Chief Operating Officer; Stephen Brooks, Chief Financial Officer; Chris Loranger, Chief Strategy Officer and a Corporate Secretary to be nominated by 1Wondr. The Resulting Issuer's board of directors (the "**Board**") is expected to be comprised of Jonathan Dwyer, Michael Cotton and three independent directors, all of whom will be nominees of 1Wondr.

Listing Statement and Caution

Further details about the Proposed Transaction and the Resulting Issuer will be provided in a listing statement of the Company to be prepared and filed in respect of the Proposed Transaction. Investors are cautioned that, except as disclosed in the listing statement, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon.

About Transglobe

Transglobe is a reporting issuer in the Provinces of British Columbia and Alberta. It has ceased to carry on an active business and is presently engaged in identifying and evaluating potential business opportunities.

About 1Wondr Gaming Corporation

1Wondr is involved in the business of developing and acquiring businesses in the loyalty & rewards, artificial intelligence, influence advocacy, and tournament platform silos of the global esports industry.

About the Resulting Issuer

Upon completion of the Proposed Transaction, the Resulting Issuer will continue to carry on the business of 1Wondr.

For more information, please contact:

TransGlobe Internet and Telecom Co., Ltd.

Binyomin Posen
Chief Executive Officer, Chief Financial Officer, and Director
Email: bposen@plazacapital.ca

1Wondr

Jonathan Dwyer
Chief Executive Officer
Email: jon@wondrgaming.com

Forward Looking Information

This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. These statements relate to future events or future performance. All statements other than statements of historical fact may be forward-looking statements or information. More particularly and without limitation, this news release contains forward-looking statements and information relating to the closing of the Proposed Transaction, the conditions to completing the Proposed Transaction, completion and terms of the Financing, timing and receipt of regulatory and exchange approvals, and other matters. The forward-looking statements and information are based on certain key expectations and assumptions made by management of the Company. As a result, there can be no assurance that the Proposed Transaction will be completed as proposed or at all. Although management of the Company believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information since no assurance can be given that they will prove to be correct.

Forward-looking statements and information are provided for the purpose of providing information about the current expectations and plans of management of the Company relating to the future. Readers are cautioned that reliance on such statements and information may not be appropriate for other purposes, such as making investment decisions. The forward-looking statements in this press release include the Company's intentions regarding the completion of the Proposed Transaction. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to, the Company's ability to continue operations if the Proposed Transaction is not completed, the Company's ability to raise further capital, the Company's ability to complete the Financing, the Company's ability to obtain regulatory and exchange approvals, and the Company's ability to complete the Proposed Transaction. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release. Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-looking statements and information contained in this news release are made as of the date hereof and no undertaking is given to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws. The forward-looking statements or information contained in this news release are expressly qualified by this cautionary statement.