

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

Item 1 Name and Address of Reporting Issuer:

Wondr Gaming Corp. (the "**Company**")
120 Carlton Street, Suite 405
Toronto, Ontario M5A 4K2

Item 2 Date of Material Change:

May 27, 2021 and June 4, 2021

Item 3 News Release:

News releases were issued by the Company on May 27, 2021 regarding the appointment of Paul Coffey to the Company's Board of Directors, and on June 7, 2021 regarding completion of the Transaction (as defined below), and such news releases were filed on the Company's issuer profile on SEDAR.

Item 4 Summary of Material Changes:

On May 27, 2021, the Company announced the appointment of Mr. Paul Coffey to the Company's Board of Directors, replacing outgoing director, Mr. Roland Gossage.

On June 7, 2021, the Company announced it completed the previously announced acquisition (the "**Transaction**") of all of the issued and outstanding common shares of Hot Dot Media Inc. ("**HDM**").

Item 5 Full Description of Material Change:

On May 27, 2021, the Company announced the appointment of Mr. Paul Coffey to the Company's Board of Directors, replacing outgoing director, Mr. Roland Gossage. Mr. Gossage has resigned but will continue on with the Company as an advisor.

On June 7, 2021, the Company announced it completed the Transaction, pursuant to which the Company acquired all of the issued and outstanding common shares of HDM in exchange for 8,000,000 common shares of the Company, as further detailed below.

The Transaction

The Transaction was carried out in accordance with the terms and conditions of a share purchase agreement (the "**Definitive Agreement**") dated May 25, 2021 between the Company, HDM and the shareholders of HDM. As consideration for the Transaction, the Company issued an aggregate of 8,000,000 common shares of the Company (each a "**Common Share**") at a deemed price of \$0.25 per Common Share, to the shareholders of HDM on a pro rata basis.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102:

Item 7 **Omitted Information:**

Item 8 **Executive Officer**

Item 9 **Date of Report:**

Forward-Looking Information

This material change report 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 material change report contains forward-looking statements and information relating to the future business of the Company, and potential and other matters. The forward-looking statements and information are based on certain key expectations and assumptions made by management of the Company. 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. 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. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this material change report. Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-looking statements and information contained in this material change report 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 material change report are expressly qualified by this cautionary statement.