

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

YDX Innovation Corp. (the “Company”)
#2820 - 200 Granville Street
Vancouver, BC V6C 1S4

Item 2 Date of Material Change

June 10 and June 24, 2019

Item 3 News Release

The news releases were disseminated through NewsWire and Stockwatch.

Item 4 Summary of Material Change

On June 10th, 2019, the Company announced that it has closed its non-brokered private placement consisting of 7,376,934 units at a price of \$0.13 per Unit, for gross proceeds of \$959,001. On June 24th, 2019, the Company announced the installation of three new Arkave VR Arenas, launched to the public this past weekend at the Vitoria Shopping Mall in the city of Vitória, in Brazil.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached News Releases.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Daniel Japiassu, CEO and Director, (604) 704-6466

Item 9 Date of Report

June 24, 2019

YDX Innovation Corp.
Suite 2820 – 200 Granville Street
Vancouver B.C. V6C 1S4

TSX.V: YDX
OTC: YDRMF
FSE: A2PB03

YDX Innovation Corp. closes Private Placement

VANCOUVER, B.C. – June 10th 2019 – YDX Innovation Corp (TSX-V: YDX, OTC: YDRMF, FSE: A2PB03) ("YDX" or the "Company") announces today that, further to its news release dated April 17, 2019, it has closed its non-brokered private placement (the "Financing") consisting of 7,376,934 units (each, a "Unit") at a price of \$0.13 per Unit, for gross proceeds of \$959,001. Each Unit consists of one common share (a "Unit Share") and one transferable share purchase warrant (a "Warrant"), each Warrant being exercisable into one common share (a "Warrant Share") at \$0.20 for a period of three years. The Warrants are subject to an acceleration clause in the event the Common Shares trade on the TSX Venture Exchange (the "Exchange") at a price of \$0.50 or more for 30 consecutive trading days at any time after the date of issuance of the Warrants, the Issuer will have the right by providing notice to the warrant holders, to accelerate the expiry date of the Warrants to a date which is 10 business days from the date of notice.

"We appreciate the trust of all of those who participated. This financing will support the development of key content for the growth of Arkave VR, including the new experience being created with Disney that will be deployed during the 3rd Quarter of 2019. It will also allow the Company to have stronger marketing and sales effort to help accelerate sales of Arkave VR and Game On Festival," stated Daniel Japiassu, CEO of YDX Innovation.

In connection with this Financing a finder's fee of \$15,960 in cash and 122,770 Finder's Warrants were issued with the same terms as the Warrants in the Financing.

All securities issued in connection with the Financing are subject to a statutory hold period expiring four months and one day after closing of the Financing.

About YDX Innovation

YDX Innovation Corp. (TSXV- YDX :: www.ydxinnovation.com) is a technology company that develops products and services and is an expert in immersive technologies like Augmented and Virtual Reality, eSports events and Interactive Exhibitions.

Currently three divisions are part of the YDX Family:

Arkave VR Arena – www.arkavevr.com - a gaming platform that brings the most immersive Virtual Reality experience to Location Based venues with a highly scalable business model.

Arkave VR has five Arenas in the United States, a flagship store being built in Canada and is being sold through a network of distributors that will focus on the thousands of Family Entertainment Centre's throughout North America, in constant search for innovative attractions.

YDreams Global – www.ydreamsglobal.com – have developed over 1,300 interactive experiences for clients all over the world such as Disney, NBA, Adidas, Cisco, Nokia, Nike, Mercedes Benz, Coca-Cola, Santander, AmBev, Qualcomm, Unilever, City of Rio and Fiat.

Game On Festival – www.gameonfestival.com – is a new event under development by the Company that combines eSports Tournaments with a large Interactive Exhibition about the videogame industry and its history.

More Information:

Daniel Japiassu

CEO

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Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

This communication contains “forward-looking statements” within the meaning of applicable Canadian securities regulations. All statements other than statements of historical fact herein, including, without limitation, statements regarding our current and future plans and objectives, are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations as well as a list of risk factors that we deem relevant are disclosed in the documents we file from time to time via SEDAR with the Canadian regulatory agencies to whose policies we are bound. Forward-looking statements are based on our current assumptions, estimates and opinions and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are difficult to predict and generally beyond our control. We do not undertake any obligation to update forward-looking statements should our assumptions, estimates or opinions change, other than as required by law and readers are advised not to place undue reliance on forward-looking statements.

Statements included in this announcement, including statements concerning our plans, intentions and expectations, which are not historical in nature are intended to be, and are hereby identified as, “forward-looking statements”. Forward-looking statements may be identified by words including “anticipates”, “believes”, “intends”, “estimates”, “expects” and similar expressions. The Company cautions readers that forward-looking statements, including without limitation those relating to the Company’s future operations and business prospects, are subject to certain risks and uncertainties that could cause actual results to differ materially from those indicated in the forward-looking statements.

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YDX opens three new Arkave VR Arenas

VANCOUVER, B.C. – June 24th, 2019 – YDX Innovation Corp (TSX-V: YDX, OTC: YDRMF, FSE: A2PB03) (“YDX” or the “Company”) is pleased to announce the installation of three new Arkave VR Arenas, launched to the public this past weekend at the Vitoria Shopping Mall in the city of Vitória, in Brazil.

The new arenas mark the beginning of a partnership with a group that specializes in pop-up setups for Shopping Malls. The target is to bring Arkave VR to locations with high foot traffic. According to the Mall [official website](#) the Vitoria Shopping Mall has an average of 1,200,000 visitors per month and over 300 stores.

The agreement includes marketing and advertising support from the mall, which includes online, offline and TV ads, to attract public to play Arkave at the mall.

The months of June and July are school vacations in Brazil so the mall is expected to receive numbers above average. The arenas will stay a minimum of 45 days installed in Vitoria.

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More Information:

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