

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

May 8, 2020

Item 3 News Release

The news release was disseminated through AccessWire and Stockwatch.

Item 4 Summary of Material Change

On May 8th, 2020, the Company announced it had acquired all of the issued and outstanding shares in the capital of BEAT Gaming Corp.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached News Release.

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

May 15, 2020

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

YDX Innovation Completes Acquisition of BEAT Gaming Corp.

VANCOUVER, B.C., May 8, 2020 -- **YDX Innovation Corp.** (TSX-V: **YDX**, OTC: **YDRMF**, FSE: **A2PB03**) (“**YDX**” or the “**Company**”), is pleased to announce that, further to its news release of April 22, 2020, the Company has acquired all of the issued and outstanding shares in the capital of BEAT Gaming Corp. (“**BEAT**”).

“We are very pleased to welcome the BEAT team on board,” said Daniel Japiassu, CEO of YDX Innovation. “BEAT strongly complements our ambitious esports initiatives and the combination of our network with the experience of BEAT will help expand our business opportunities in esports, both for online and live events like our Game On Festival.”

In consideration for the acquisition of BEAT, the Company will pay an aggregate purchase price of \$640,000, consisting of: (i) stock consideration of \$240,000 which amount was paid on closing by the issuance of 4,000,000 shares in the capital of YDX (the “**Payment Shares**”); and (ii) cash consideration of \$400,000 which amount is payable on the date which is thirteen (13) months from the date of closing (the “**Cash Payment**”).

25% of the Payment Shares issued in the transaction were released on closing without a voluntary hold period and the remaining 75% of the Payment Shares are subject to voluntary hold periods as follows: 25% are subject to a voluntary hold period of two months from the date of closing, 25% which are subject to a voluntary hold period of four months from the date of closing, and the remaining 25% which are subject to a voluntary hold period of six months from the date of closing.

In connection with the acquisition, the Company issued 400,000 shares in the capital of YDX at closing to an arm’s length finder, The Sarwal Group Enterprise Inc. (the “**Finder**”), and will issue an additional 525,000 shares in the capital of the Company to the Finder on the date of the Cash Payment. All shares issued to the Finder are subject to a restricted period of four months and one day from the date of issuance.

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 under the following three divisions:

Arkave VR Arena – <https://sales.arkavevr.com/> – a gaming platform that brings the most immersive Virtual Reality experience to Location Based venues with a highly scalable business model. Developed as an all-in-one gamers haven featuring state-of-the-art free room tech right down to the most nostalgic gaming systems.

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 an interactive entertainment event that celebrates the video game universe. Designed for gamers, families and fans of all ages, this Festival is a fusion of culture, entertainment and fun through Interactive Exhibits, Game Arenas, eSports Tournaments, high impact collective experiences, among other fun activities, all brought together in one large exhibition style event.

More Information:

Daniel Japiassu

Director and CEO

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This news release may contain “forward-looking statements” within the meaning of applicable Canadian securities laws, including, without limitation: the belief that the acquisition will position YDX to implement and expand its esports initiatives and business opportunities online and in live events. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management, are inherently subject to significant business, economic and competitive uncertainties, and contingencies. These statements generally can be identified by the use of forward-looking words such as “may”, “should”, “will”, “could”, “intend”, “estimate”, “plan”, “anticipate”, “expect”, “believe” or “continue”, or the negative thereof or similar variations. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause future results, performance or achievements to be materially different from the estimated future results, performance or achievements expressed or implied by those forward-looking statements and the forward-looking statements are not guarantees of future performance. The Company’s statements expressed or implied by these forward-looking statements are subject to a number of risks, uncertainties, and conditions, many of which are outside of the Company's control, and undue reliance should not be placed on such statements. Forward-looking statements are qualified in their entirety by the inherent risks and uncertainties surrounding the Transaction, including: that the Company’s assumptions in making forward-looking statements may prove to be incorrect; that adverse market conditions, including the impact of the COVID-19 pandemic, may negatively affect the business; that future results may vary from historical results; and that market competition may negatively affect the outcome and operations of the business. Except as required by securities law, the Company does not assume any obligation to update or revise any forward-looking statements, whether as a result of new information, events or otherwise.

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