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 26 and May 28, 2020

Item 3 News Release

The news releases were disseminated through AccessWire and Stockwatch.

Item 4 Summary of Material Change

On May 26th, 2020, the Company it had closed the first tranche of a non-brokered private placement financing of unsecured convertible debentures pursuant to which the Company issued Debentures in the aggregate principal amount of $181,000 to five subscribers. On May 28th, 2020, the Company entered into a definitive arm's length share purchase agreement dated May 27th, 2020 with Purple Mage Advisors Ltd. ("PMA") and the shareholders of PMA (collectively, the "Vendors"), pursuant to which YDX has agreed to acquire all of the issued and outstanding shares PMA from the Vendors.

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

May 28, 2020

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

YDX Innovation Closes First Tranche of Convertible Debenture Private Placement

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VANCOUVER, B.C., May 26, 2020 -- **YDX Innovation Corp. (TSX-V: YDX, OTC: YDRMF, FSE: A2PB03)** ("**YDX**" or the "**Company**"), is pleased to announce that further to its press release dated April 16, 2020, the Company has closed the first tranche of a non-brokered private placement financing (the "**Financing**") of unsecured convertible debentures (each, a "**Debenture**") pursuant to which the Company issued Debentures in the aggregate principal amount of $181,000 (the "**Principal Amount**") to five subscribers. The Company intends to use the gross proceeds of $181,000 from the Financing for general working capital purposes.

The terms of the Debentures include:

- a maturity date of two years from the date of issuance (the "**Maturity Date**");
- repayment of the Principal Amount on the Maturity Date, unless earlier converted into common shares of the Company at the option of the holder at a conversion price of $0.085 per share;
- payment of interest (the "**Interest**") to the holder at the rate of 10% per annum, which Interest is payable quarterly only in cash; and
- the Company may prepay, without bonus or penalty, the outstanding Principal Amount, plus accrued but unpaid Interest, on at least sixty (60) business days' written notice to the holder.

All securities issued in the first tranche of the Financing are subject to a statutory hold period expiring four months and one day from the closing date.

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.

BEAT Gaming – www.beat.gl – Founded in 2011, BEAT Gaming is an experienced Canadian esports company that has organized internationally recognized events such as the Dota 2, Overwatch and PUBG BEAT Invitational. Since its creation, BEAT has organized over 30 professional and semi-pro esports events, which have reached over 40 million views globally.

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
dj@ydx.rocks
(604) 704-6466

contact@ydxinnovation.com | www.ydxinnovation.com | www.youtube.com/ydreamsglobal

This news release contains forward-looking information that involves various risks and uncertainties regarding future events. Such forward-looking information can include without limitation statements based on current expectations involving a number of risks and uncertainties and are not guarantees of future performance of the Company, such as statements that the Company expects to close the Financing in subsequent tranches and regarding the use of proceeds of the Financing. There are numerous risks and uncertainties that could cause actual results and the Company's plans and objectives to differ materially from those expressed in the forward-looking information, including: (i) adverse market conditions, including conditions arising as a result of the COVID-19 pandemic or otherwise; or (ii) the inability of the Company to close a second tranche of the Financing in a timely manner at all or on the terms announced. Actual results and future events could differ materially from those anticipated in such information. These and all subsequent written and oral forward-looking information are based on estimates and opinions of management on the dates they are made and are expressly qualified in their entirety by this notice. The Company disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.

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.

YDX Innovation Signs Purchase Agreement to Acquire Gaming Analytics Company – Purple Mage Advisors.

VANCOUVER, B.C., May 28th 2020 -- **YDX Innovation Corp. (TSX-V: YDX, OTC: YDRMF, FSE: A2PB03)** ("**YDX**" or the "**Company**"), is pleased to announce that it has entered into a definitive arm's length share purchase agreement dated May 27th, 2020 (the "**Agreement**") with Purple Mage Advisors Ltd. ("**PMA**") and the shareholders of PMA (collectively, the "**Vendors**"), pursuant to which YDX has agreed to acquire all of the issued and outstanding shares PMA from the Vendors (the "**Transaction**").

About the acquisition, Daniel Japiassu, CEO of YDX Innovation stated: "We continue to be very excited about our esports initiatives and are looking forward to having the PMA team on board. Data mining and analysis are key sectors to be explored that connect different aspects of what we do. As YDX explore bringing more companies to our group, we anticipate having their expertise in the future to gather, interpret and use data in our advantage and as a possible new revenue stream and support to other divisions, like Arkave Studios and Beat Gaming."

About Purple Mage Advisors

PMA is a research and data analysis firm that specializes in player recruitment and development within the gaming industry. PMA helps esports and gaming companies with industry reports, player recruitment, player training, data analysis and relevant statistical reporting. PMA uses regression analysis methods to sort through large amounts of information to find statistically significant data points.

The Company is interested in the use of these data points to formulate reports that help organizations succeed in the gaming industry. PMA's experts in industry research can help find the best esports players and develop the appropriate training programs needed to construct a successful esports team.

"The PMA team is excited about this opportunity to join forces with YDX and its group of companies," says Arnoldas Dogelis, President of PMA. "We look forward to providing additional insights into YDX's internal operations and endeavors, while refining our applications and growing our collective businesses."

Transaction Terms

The terms of the Agreement include payment of consideration by YDX to the Vendors in the amount of $440,000, which amount is payable by the issuance of 4,000,000 shares in the capital of YDX on closing of the Transaction at a deemed price of $0.11 per share. Closing of the Transaction is subject to a number of conditions common to similar share purchase transactions, including YDX's completion of a satisfactory due diligence review of PMA and approval from the TSX Venture Exchange (the "**TSXV**").

The Company anticipates that the Transaction will constitute an Expedited Transaction in accordance with the policies of the TSXV.

Japiassu further comments that: “Our believe that it’s possible to accelerate the growth of the YDX Group by strategic acquisitions, such as Beat Gaming and Purple Mage Advisors. This way, we can bring new areas of expertise to the company, increase the potential for internal collaboration and diversify of our revenues streams. Esports is a rapidly growing industry and, as such, timely opportunities for investment might appear; we see data mining as one of these. A growing number of young players start to compete in different games and will need to measure and improve their gaming skills. As esports can leads to different career opportunities and university scholarships, analytics might play an important role. We anticipate that the potential of the acquisition of this young company, with incredible potential, could be an opportunity to expand our resources to further develop our position in the immersive experiences market.”

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This news release may contain "forward-looking statements" within the meaning of applicable Canadian securities laws, including, without limitation: the closing of the Transaction; and the Company obtaining all consents and TSXV approvals in order to close. 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; adverse market conditions; the inability of YDX to complete the Transaction on the terms announced or at all; the inability of YDX to finance any necessary costs associated with the Transaction; risks relating to the satisfaction of the conditions to closing the Transaction; that future results may vary from historical results; and that market conditions or competition may affect the outcome of the Transaction and 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.