



**News Release: LOTTOGOPHER HOLDINGS INC.**

## Lottogopher Announces a Significant Transaction Update

VANCOUVER – April 10<sup>th</sup>, 2019 - LottoGopher Holdings Inc. ("LottoGopher" or the "Company") (CSE: LOTO) (OTCQB: LTTGF) (Frankfurt: 2LG) is pleased to advise that the Company's transformative acquisition of Bravio Technologies has reached a significant transaction milestone.

LottoGopher is pleased to announce that a special meeting (the "Meeting") of the holders (the "Shareholders") of common shares (the "Common Shares") of LottoGopher Holdings Inc. (the "Corporation") will be held at:

1 Adelaide St East, Suite 2000, M5C 2V9 Toronto, ON, on April 29, 2019 at 4:00 p.m. (EST), and not 2500-130 King Street West, Toronto, Ontario, M5X 2A2 as previously noted.

As fully disclosed within the LottoGopher management information circular, the purpose of the meeting is to, amongst other contemplation's, seek shareholder approval for the following:

1. To consider and, if thought appropriate, pass, with or without variation, a special resolution, approving the acquisition of Bravio Technologies, all as more particularly described in the Company's management circular (the "Transaction Resolution");
2. To consider, and if thought appropriate, pass, with or without variation, a special resolution authorizing and approving an amendment of the articles of the Corporation to create a new class of preferred shares ("Resulting Issuer Preferred Shares"), as more fully described in the Circular (the "Preferred Shares Resolution");
3. To appoint Zeifmans LLP, as auditors of the Corporation;
4. To set the size of the board of directors and to elect two alternate boards of directors, namely (i) a board set at three (3) directors of the Corporation elected to take office immediately after the Meeting (the "Original Board"), and (ii) a board set at five (5) directors of the resulting issuer (the "Resulting Issuer") elected to replace the Original Board (the "Reconstituted Board") immediately following the completion of the transaction between the Corporation and Bravio Technologies Limited (the "Transaction") if, and only if, the Transaction is completed, as more fully described in the management information circular (the "Circular").

For additional information about LottoGopher the proposed Resulting Issuer, the Bravio transaction and any other shareholder approval contemplations related thereto, please refer to LottoGopher's management information circular dated 03<sup>rd</sup> April 2019, a copy of which is available under LottoGopher's profile on SEDAR at [www.sedar.com](http://www.sedar.com)

**For Investor Information, please visit [LottoGopher.com/investor](http://LottoGopher.com/investor)**

**Summary of the RTO Transaction:**

On September 28, 2018, the Corporation and Bravio entered into the Definitive Agreement setting out the terms of the Arrangement and related transactions comprising the RTO Transaction. If the Transaction is completed as contemplated at the scheduled shareholders meeting on April 29<sup>th</sup> 2019, the Corporation would acquire all of the issued and outstanding shares of Bravio in exchange for Common Shares, which would result in the shareholders of Bravio holding approximately 70% of the issued and outstanding Common Shares, calculated on a non-diluted basis, following the completion of the Transaction.

Completion of the Transaction would result in the operations of the Corporation and Bravio combining to create a newly formed enterprise, named “Bravio Entertainment Corporation”, offering faster and deeper market penetration across all of its merged business verticals.

The purpose of the proposed transaction is to amalgamate Bravio with LOTO Subco by way of the Plan of Arrangement and for the newly formed Resulting Issuer to become a Reporting Issuer, the shares of which will be listed on the Canadian Securities Exchange (the “CSE”).

**Transaction Financings:**

As a condition to the completion of the Transaction, prior to the Effective Date, Bravio will have closed a private placement of Bravio Shares (“Bravio Private Placement Shares”) for aggregate gross proceeds of no less than \$3,000,000, unless otherwise agreed to by the Parties in writing (the “Bravio Private Placement”). Depending on the time of issuance, the holders of Bravio Private Placement Shares issued pursuant to the Bravio Private Placement may not be entitled to receive Resulting Issuer Preferred Shares in connection with the exchange of such securities for Resulting Issuer Securities pursuant to the Exchange Ratio under the Plan of Arrangement.

**About LottoGopher:**

*LottoGopher Holdings owns and operates websites including LottoGopher.com and FreeLotto.com. LottoGopher.com is a lottery messenger service that allows users to easily order and manage their state lottery tickets online using a debit or credit card. By allowing individuals to choose their numbers and safely order tickets for the official lottery drawings in California, LottoGopher makes it simple for users to keep track of their tickets and winnings. LottoGopher Holdings also owns and operates the FreeLotto.com sweepstakes, online marketing and free member acquisition website. FreeLotto.com has attracted over 65 million members to date and has awarded nearly \$100 million in prize money. Since its inception in 1999, FreeLotto members have played over 3.7 billion games. Currently, the FreeLotto website attracts over 7.3 million unique visitors per month and produces over 20,000 small prize winners per month. A global online database company, FreeLotto is a proven direct marketing model that offers free membership and a subscription service for its daily sweepstakes games.*

**On behalf of the Board of LottoGopher Holdings Inc.**

Edward J. Tobin  
Director & Interim CEO

**For Investor Information, please visit [LottoGopher.com/investor](http://LottoGopher.com/investor)**

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### **Forward-Looking Statement**

*This news release contains statements and information that, to the extent that they are not historical fact, constitute "forward-looking information" within the meaning of applicable securities legislation. Forward-looking information may include financial and other projections, statements regarding expansion plans, as well as statements regarding future plans, objectives or economic performance, or the assumption underlying any of the foregoing. Statements in this news release relating to the Company's proposed change of business are forward-looking information. Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect.*

*Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information. In respect of the Company's plans to pursue a change of business, risks would include the ability of the Company to obtain additional financing on acceptable terms. Accordingly, readers should not place undue reliance on any such forward-looking information. Further, any forward-looking statement speaks only as of the date on which such statement is made. New factors emerge from time to time, and it is not possible for the Company's management to predict all of such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. The Company does not undertake any obligation to update any forward-looking information to reflect information, events, results, circumstances or otherwise after the date hereof or to reflect the occurrence of unanticipated events, except as required by law including securities laws.*

***The CSE has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the contents of this news release. Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.***

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