



CSE ▶ LOTO

News Release

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LottoGopher Holdings Announces Private Placement

VANCOUVER – December 4, 2017 - LottoGopher Holdings Inc. ("LottoGopher" or the "Company") (CSE: LOTO) (OTCQB: LTTGF) (Frankfurt: 2LG) intends to offer a non-brokered private placement (the "Offering") of up to 23,076,924 units at a price of \$0.13 per unit for proceeds up to CAD\$3,000,000.

Each unit will consist of one common share and one share purchase warrant. Each warrant will entitle the holder to acquire an additional share at a price of \$0.25 cents per share for a period of 5 years from closing.

The net proceeds from the Offering will primarily be used for finalizing the potential customer database acquisition (refer to news release dated November 20, 2017), for customer acquisition, expansion, development of the lottery blockchain, and general working capital. The Offered Shares will be subject to a statutory hold period lasting four months and one day following the Closing Date. Closing of the Offering is expected to occur on or about December 18, 2017 (the "Closing Date").

The Company may pay a cash finder's fee of up to 7% of the gross proceeds and 7% warrants for the private placement.

The Company would also like to announce an over-allotment option (the "Over-Allotment Option"), which may be exercised without obligation, exercisable in whole or in part and in one or more tranches at any time and from time to time prior to the closing of the Offering, to offer up to an additional 25% of the Units sold under the Offering, with the same terms and conditions as the Units.

The Offering is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory and stock exchange approvals, including the approval of the Canadian Securities Exchange, and such further restrictions as may apply under foreign securities laws.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.



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About LottoGopher

LottoGopher 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. With LottoGopher, individuals can either play alone with a single ticket or create and join online public and private groups to pool winnings from California lotteries, including Mega Millions, Powerball and SuperLotto Plus. LottoGopher offers memberships that allow California residents to order multiple tickets from various lotteries. LottoGopher also enables users to stay up to date on the latest drawings, track their tickets and collect winnings. Members have exclusive access to expert player strategies, jackpot alerts, lottery news, lucky number pickers and winners' financial resources.

On behalf of the Board of LottoGopher Holdings Inc.

"James Morel"

President, CEO & Director

For more information, visit LottoGopher.com, like LottoGopher on [Facebook](#) and follow on [Instagram](#), [Twitter](#) and [LinkedIn](#). For Investor Information, please visit LottoGopher.com/investor

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Forward-Looking Statement

This new 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, including statements in respect of the completion of and target closing date for the private placement. 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. This prospectus uses words such as "may", "would", "could", "will", "likely", "except", "anticipate", "believe", "intend", "plan", "forecast", "project", "estimate", "outlook", and other similar expressions to identify 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. 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



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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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