

**MINUTES OF THE ANNUAL AND SPECIAL GENERAL MEETING OF  
SHAREHOLDERS OF  
HATCH INTERACTIVE TECHNOLOGIES CORP.**

Held at #1710 - 1177 West Hastings Street, in the City of  
Vancouver, Province of British Columbia on  
Thursday, July 21, 2016, at the hour of  
11:00 o'clock in the forenoon

1. Mr. Lee S. Tupper, the Company's solicitor, acted as Chairman and Secretary and called the Meeting to order. The Chairman stated that the Meeting had been convened for the purposes stated in the Notice of Meeting, dated June 16, 2016.

2. SCRUTINEER

The Chairman appointed Deanna Guilfoyle, of Computershare Investor Services Inc., to act as Scrutineer for the Meeting.

The Chairman then tabled the Affidavit of Lucy D'Aloia, of Computershare Trust Company of Canada, confirming that the Form of Proxy; Voting Instruction Form ("NOBO"), combined Circular/Notice and return envelope had been mailed to registered shareholders and non-objecting beneficial owners ("NOBOs") on June 23, 2016.

3. QUORUM

The Scrutineer reported that a quorum was present and that there were twenty-five (25) shareholders represented by proxy or in person representing 18,995,565 shares at the meeting. The Scrutineer advised that all shares represented by proxy had voted in favour of all matters to be put to the meeting except as follows:

- (a) 18 shares withheld voting for the election of Blair Naughty as a director.
- (b) 18 shares withheld voting for the election of William McGraw as a director.
- (c) 18 shares withheld voting for the election of Tristan Brett as a director.
- (d) 18 shares withheld voting for the election of Adrian Crook as a director.
- (e) 18 shares withheld voting for the election of Scott Keeney as a director.
- (f) 18 shares withheld voting for the appointment of the auditors.
- (g) 18 shares voted against the resolution to approve the Company's name change.

- (h) 18 shares voted against the resolution to approve the alteration of the Company's Articles.
- (i) 18 shares voted against the resolution to renew the Company's stock option plan.
- (f) 18 shares voted against the resolution authorizing other business.

The Chairman declared that a quorum was present and that the meeting had been regularly called and was properly constituted for the transaction of business.

#### 4. CONDUCTING A VOTE BY A SHOW OF HANDS

The Chairman stated that to facilitate the progress of the Meeting, voting would be conducted by a show of hands unless a poll was demanded.

#### 5. FINANCIAL STATEMENTS

The Chairman stated that the first item of business was to receive and consider the Financial Statements of the Company and the Auditors' Report thereon. The Chairman asked if there were any questions by shareholders with respect to the Statements. There were none, and the Chairman indicated that the Audited Financial Statements of the Company and the Auditors' Report thereon would be considered to have been received by the Meeting.

#### 6. FIXING NUMBER OF DIRECTORS

The Chairman then stated that the next item of business was to approve a motion to fix the number of Directors for the ensuing year at five (5). It was duly moved that the number of Directors for the ensuing year be fixed at five (5). THE MOTION CARRIED.

#### 7. ELECTION OF BOARD OF DIRECTORS

The Chairman stated that the next item of business was to elect directors for the ensuing year. The Chairman referred to the Information Circular, which contained the names of the nominees for the Board of Directors, as proposed by management of the Company. The Chairman then asked whether there were any further nominations. There being no further nominations, the Chairman declared nominations to be closed. The Chairman advised that the shareholders would be voting to elect as directors the five nominees of management, being Blair Naughty, William McGraw, Tristan Brett, Adrian Crook and Scott Keeney.

It was then moved that the Directors named in the Information Circular, being Blair Naughty, William McGraw, Tristan Brett, Adrian Crook and Scott Keeney be the duly elected Directors of the Company for the ensuing year. THE MOTION CARRIED.

## 8. APPOINTMENT OF AUDITORS

The Chairman stated that the next item of business was to appoint Dale, Matheson, Carr-Hilton, Labonte LLP, Chartered Accountants as the auditors for the Company. It was duly resolved that Dale, Matheson, Carr-Hilton, Labonte LLP, Chartered Accountants, of Vancouver, British Columbia, be appointed Auditors of the Company for the ensuing year at a remuneration to be determined by the Directors. THE MOTION CARRIED.

## 9. NAME CHANGE

The Chairman stated that the next item of business was to consider for approval a special resolution authorizing a change of name for the Company. It was then moved as a special resolution that:

- “(1) The Company change its name to “**FANDOM SPORTS MEDIA CORP.**”, or such other name that is approved by the directors of the Company; (or to such other name as may be acceptable to Management, the Registrar of Companies for the Province of British Columbia and the Canadian Securities Exchange);
- (2). the Company be authorized to file all requisite documentation with the Registrar of Companies for the Province of British Columbia, including a Notice of Articles, in order to effect the change of name; and
- (3). the Board of Directors of the Company be authorized, in its absolute discretion, to elect not to proceed with the name change or to revoke this special resolution at any time without further shareholder approval.” THE MOTION CARRIED.

## 10. ALTERATION OF THE COMPANY’S ARTICLES

The Chairman stated that the next item of business was to consider for approval a special resolution authorizing the alteration of the Company’s Articles. It was then moved as a special resolution that:

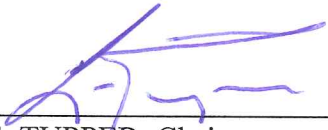
- “(1) the existing articles of the Corporation be altered by deleting Parts 9.1 – Alterations of Authorized Share Structure, 9.2 - Special Rights and Restrictions, 9.3 - Change of Name, and 9.4 –Other Alterations and substituting Part 9.1, 9.2, 9.3, and 9.4 of the Articles, respectively, in the forms attached hereto to the Information Circular as Schedule "A";
- (2) the alterations made to the Corporation's Articles will take effect upon deposit of this resolution at the Corporation's records office; and
- (3) notwithstanding that these resolutions have been duly passed by the shareholders, the directors of the Corporation are authorized, in their discretion, to determine, at any time, to delay or abandon the implementation of these resolutions without further approval of the shareholders of the Corporation." THE MOTION CARRIED.

## 11. STOCK OPTION PLAN - RENEWAL

The Chairman stated that the next item of business was to approve an ordinary resolution to renew the Company's Stock Option Plan. It was duly moved that the Company renew the Stock Option Plan previously adopted. THE MOTION CARRIED.

12. TERMINATION

The Chairman asked if there was any other business which any person wished to bring to the attention of the Meeting. There being no further business, the meeting adjourned.



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LEE S. TUPPER, Chairman

**SCHEDULE "A"**

**HATCH INTERACTIVE TECHNOLOGIES CORP.  
(Formerly Tosca Resources Corp.)  
(the "Company")**

**AMENDED AND RESTATED PART 9 OF THE ARTICLES OF THE COMPANY**

**9. ALTERATIONS**

(1) 9.1 Alteration of Authorized Share Structure

Subject to Article 9.2 and the *Business Corporations Act*, the Company may:

- (1) by directors' resolution or by ordinary resolution, in each case as determined by the directors:
  - (a) create one or more classes or series of shares or, if none of the shares of a class or series of shares are allotted or issued, eliminate that class or series of shares;
  - (b) increase, reduce or eliminate the maximum number of shares that the Company is authorized to issue of any class or series of shares or establish a maximum number of shares that the Company is authorized to issue out of any class or series of shares for which no maximum is established;
  - (c) subdivide or consolidate all or any of its unissued, or fully paid issued, shares;
  - (d) if the Company is authorized to issue shares of a class of shares with par value:
    - (i) decrease the par value of those shares; or
    - (ii) if none of the shares of that class of shares are allotted or issued, increase the par value of those shares;
  - (e) change all or any of its unissued shares with par value into shares without par value or any of its unissued shares without par value into shares with par value or change all or any of its fully paid issued shares with par value into shares without par value; or
  - (f) alter the identifying name of any of its shares; and
- (2) by ordinary resolution otherwise alter its shares or authorized share structure.

(2) 9.2 Special Rights and Restrictions

Subject to the *Business Corporations Act*, the Company may:

- (1) by directors' resolution or by ordinary resolution, in each case as determined by the directors, create special rights or restrictions for, and attach those special rights or

restrictions to, the shares of any class or series of shares if none of those shares have been issued; or vary or delete any special rights or restrictions attached to the shares of any class or series of shares if none of those shares have been issued; and

- (2) by special resolution of the shareholders of the class or series affected, do any of the acts in (1) above if any of the shares of the class or series of shares have been issued.
- (3) 9.3 Change of Name

The Company may by resolution of its directors authorize an alteration of its Notice of Articles in order to change its name.

- (4) 9.4 Other Alterations

The Company, save as otherwise provided by these Articles and subject to the *Business Corporations Act*, may:

- (1) by directors' resolution or by ordinary resolution, in each case as determined by the directors, authorize alterations to the Articles that are procedural or administrative in nature or are matters that pursuant to these Articles are solely within the directors' powers, control or authority; and
- (2) if the *Business Corporations Act* does not specify the type of resolution and these Articles do not specify another type of resolution, by ordinary resolution alter these Articles.