



FANDOM SPORTS MEDIA CORP.

INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS
- QUARTERLY HIGHLIGHTS

FOR THE THREE AND SIX MONTHS ENDED JULY 31, 2019



Introduction

The following interim management discussion and analysis (“Interim MD&A”) of FANDOM SPORTS Media Corp. (the “Company” or “FANDOM SPORTS”) for the three and six months ended July 31, 2019 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management discussion & analysis, being the Management’s Discussion & Analysis (“Annual MD&A”) for the fiscal year ended January 31, 2019. This Interim MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since the date of the Annual MD&A. The address of the Company’s head office and principal place of business is 82 Richmond Street East, Suite 400, Toronto, Ontario, Canada M5C 1P1 and the registered and records office is located at 2200 HSBC Building, 885 West Georgia Street, suite #900, Vancouver, B.C., Canada, V6C 3E8.

This Interim MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Company’s Annual MD&A, audited annual financial statements for the years ended January 31, 2019 and 2018, together with the notes thereto, and unaudited condensed interim financial statements for the three and six months ended July 31, 2019, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company’s unaudited condensed interim financial statements and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of September 27, 2019, unless otherwise indicated.

For the purposes of preparing this Interim MD&A, management, in conjunction with the Board of Directors (the “Board”), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations is available on FANDOM SPORTS website at fandomsports.net or on SEDAR at www.sedar.com.

Forward-Looking Statements

All statements made in this MD&A, other than statements of historical fact, are forward-looking statements. The Company’s actual results may differ significantly from those anticipated in the forward-looking statements and readers are cautioned not to place undue reliance on these forward-looking statements. Except as required by law, the Company undertakes no obligation to release the results of any revisions to forward-looking statements that may be made to reflect events or circumstances after the date of this MD&A or to reflect the occurrence of unanticipated events. Forward-looking statements include, but are not limited to, statements with respect to future price levels, success of technology development, success of marketing and product adoption, development time lines, currency fluctuations, requirements for additional capital, unanticipated expenses, trademark or patent disputes or claims, limitations on insurance coverage and the timing and possible outcome of pending litigation.

In certain cases, forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to the integration of acquisitions; future price levels; accidents, labor disputes and other risks of the technology industry; delays in obtaining approvals or financing.



Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Description of the Business

FANDOM SPORTS is a publicly listed company incorporated in Canada under the British Columbia Corporations Act on May 12, 2006. The Company is listed on the Canadian Securities Exchange under the trading symbol “FDM” and on the OTCBQ under the trading symbol “FDMSF”.

FANDOM SPORTS is a sports entertainment company that aggregates, curates and produces unique fan-focused content. “FANDOM SPORTS exists to allow sports fans to unleash their primal sports passions; to express their adoration for their teams and players, as well as their deep scorn for their opponents. We facilitate uncensored and unfiltered dialogue, rewarding die-hard fans for their vehemence. Together we celebrate the victories of your champions and make fun of the losses of your rivals; always delivering and creating the most provocative and entertaining sports content.”

The Company’s ability to continue as a going concern, to fund its technology developments and acquisitions and to ensure adequate working capital is dependent upon achieving profitable operations or upon obtaining sufficient additional financing. These factors may cast significant doubt on the Company’s ability to continue as a going concern. While the Company is expanding its best efforts in this regard, the outcome of these matters cannot be predicted at this time.

Principle Products

FANDOM SPORTS Platform

FANDOM SPORTS Entertainment Platform is a distributed micro-services architecture using IBM Blockchain Platform Starter Plan to serve as a foundation to build applications for sports and esports fans. It uses The Linux Foundation's Hyperledger Fabric to facilitate the App Economy powered by FANCOIN™. Technically a distributed microservice mesh, the Company leverages Google Cloud and Kubernetes Services that include intelligent scheduling, horizontal scaling, load balancing, automated rollouts and rollbacks, and secret and configuration management. The key idea behind choosing blockchain platform for FANDOM is that it enables frictionless global operations: Hyperledger chain-codes allow for executing transactions in a fraction of a second at a global scale. FANCOIN™ transactions are placed on the distributed ledger, making them immutable and completely transparent to the public, ensuring pay-outs to the correct users interacting with the app ecosystem. Tracking this digital footprint using the distributed ledger also provides extremely valuable metadata generated by users’ very recent behavior and sports passions.

IBM Blockchain Platform's Starter Plan has opened up multiple opportunities for Company, including in-app economy, maximizing daily revenue with moment-based marketing on daily check-ins using blockchain, and in-app purchases verified on-chain. IBM Blockchain Platform has enabled the Company’s applications to be operated in partnership with leading sports-themed brands, leagues and service providing companies within three verticals – live sports, fantasy, and esports – from around the world by supplying interactive sports entertainment from superfans to fans.

FANDOM SPORTS App

The Company’s FANDOM SPORTS APP is the ultimate mobile only application for unfiltered raw sports talk. We allow passionate sports fans to unleash their primal sports passions, pick fights and earn rewards. We facilitate uncensored and unfiltered dialogues, rewarding die-hard fans for their vehemence. Together we celebrate the victories of your champions and make fun of the losses of your rivals; always delivering and creating the most provocative and entertaining sports content. FANDOM SPORTS operates on an Android and iOS mobile device targeting “superfans” who aspire to show the world they know sports better than the experts - giving them a chance to prove it.



Operational Highlights

- On January 10, 2019, the Company launched their IBM Blockchain powered Platform at Consumer Electronics Show 2019, Las Vegas. Only 24 hours after the launch the first internal release of the global sports app was reviled by the application development company Techracers.
- On January 29, 2019, FANDOM SPORTS Media Corp. initiated arbitration proceedings in Vancouver, B.C. against HHS Technology Group, LLC (“HHS”) pursuant to an arbitration provision in a Service and Delivery Agreement (“SDA”). FANDOM SPORTS alleges that, pursuant to the SDA, all work product developed and created by HHS (“materials”) for the FANDOM SPORTS Blockchain-based sports entertainment platform and applications (i.e., “*fandomplatform*”) is the sole property of FANDOM SPORTS, to which FANDOM SPORTS has intellectual property rights. FANDOM SPORTS further alleges that HHS and HHS Senior Management who provided management oversight for the development of the Materials, refuse to deliver FANDOM SPORTS’ all materials, including but not limited to the full FANDOM SPORTS Platform development history and records starting from Bluemix Deployment 2018-3-26, Deployment of Blockchain (BC) network to test environment, FANDOM SPORTS Platform development, staging, QA testing and production environments. The Company seeks injunctive relief and monetary damages for HHS’ alleged willful misconduct and gross negligence.
- During January 2019 the Company has successfully filed trademarks covering its key copyrighted assets such as FD logo mark, tagline PICK A FIGHT™ and the in-app currency FANCOIN™. Trademarked countries cover a strategic approach between company’s North American home market, Europe and Asia.
- On February 12, 2019, FANDOM SPORTS participated in the IBM Flagship Technology Conference think 2019 as an invited guest aiming to further strengthen the *fandomplatform* with IBM services and technology offerings. A wide range of off-the-shelf options are available to be included into the platform’s Architecture to support the global sports application launch. IBM offers a wide range of suitable services under their Watson portfolio to be considered as part of the business ecosystem. This is a continuation of a very successful relationship with IBM and their service portfolio.
- On February 14, 2019 FANDOM SPORTS OY, the wholly owned subsidiary of FANDOM SPORTS, signed an agreement with platform and application development company Deqode. The India-based blockchain developers will build new features and augment the functionality of the *fandomplatform* to support a monetization model for the FANDOM SPORTS apps. The trademarked FANCOIN™ and FANDOM Wallet in combination with the Blockchain-based *fandomplatform* advertising model enables a player economy where players earn play currency while advertisers build a direct relationship with the consumer. The technology development with Deqode, the new platform will give FANDOM the flexibility to expand into new global markets by tailoring a shell app, based on demand, to that specific market.
- On February 21, 2019, the Company granted 675,000 stock options, 400,000 to an officer and 275,000 to consultants of the Company which are exercisable at \$0.10 per share for a period of 5 years and vested immediately.
- During February has further strengthened its global trademark portfolio to cover the brand and the technology assets of the company. The revolutionary *fandomplatform* is servicing sports super fans under the registered trademark *Pick A Fight*™, which also serves as the Company’s tagline. The FANDOM SPORTS intellectual property is built under one umbrella brand to support global operations and the live sports app scheduled for launch in Q2. FANDOM SPORTS has successfully filed trademarks covering its key copyrighted assets such as logo, tagline *PICK A FIGHT*™ and the in-app currency FANCOIN™. The registered trademarks cover the key global markets of China, Japan, Korea, Taiwan, India, United Kingdom and Germany. United States and Canada trademarks were filed in Q1 2018. Trademarked countries cover a strategic approach between company’s home market North America and Asia.
- On April 17, 2019, the Company announced the company has teamed up with Chicago-based public relations agency, Interdependence Public Relations for the upcoming global launch of the FANDOM SPORTS App, which is slated for release in June of 2019.



- During April the Company received following trademarks. Trademarks registered in Korea were issued by the Korean Trademark Office for FANDOM SPORTS logo mark, *Pick A Fight*TM tagline and technology trademark and FANCOINTM. Trademarks registered in Japan were issued by the Japan's Trademark Office for FANDOM SPORTS logo mark, *Pick A Fight*TM tagline and technology trademark and FANCOINTM.
- On April 23, 2019, the Company voluntarily dissolved its non-operational subsidiary Fandom Media Group Inc. to simplify legal entity structure and direct subsidiary ownership of FANDOM SPORTS Oy by the mother company FANDOM SPORTS Media. The 2018 booked intellectual property and developed assets remains at the balance sheet of the FANDOM SPORTS Media Corp. FANDOM SPORTS Oy continues to develop the new distributed micro-services platform and the related esports business applications as the sole owner of the intellectual property.
- On April 29, 2019, the Company announced that the company will embrace an innovative model for connecting and engaging with sports fans, through blockchain. With the decentralization of sports media through the advent of emerging social and mobile platforms, traditional media companies can no longer rely exclusively on old revenue models. Once a content creator builds a library of content and attracts consumers, they are still forced to rely on traditional media subscriptions to measure engagement and advertising revenue. FANDOM SPORTS is setting the standard for new revenue streams by adopting a proprietary blockchain model.
- On May 3, 2019, the Company was selected to compete in an exclusive esports challenge by Finland's only national betting agency Veikkaus. Veikkaus selected FANDOM SPORTS Oy as one of elite gaming operators to compete in week-long challenge.
- On May 7, 2019, the Company revealed esports character Justice, the Platform's first out of four designed esports charters. In partnership with Piñata, a leading, global animation production house, FANDOM SPORTS Oy created the female graffiti artist, Justice, who has made a reputation for herself for leaving the battlefield looking better than when she entered it. She lives in the moment and does not stress about tomorrow. Together, FANDOM SPORTS Oy and Piñata, designed Justice to stand out to future users of esports service, wearing vibrant colors that match her colorful imagination.
- On May 14, 2019, the Company announced it will create a first-of-its-kind, esports superfan engagement campaign as part of Finland's first mega esports event, Arctic Invitational, which will be held September 14th at the Hartwall Arena, in Helsinki, Finland.
- On May 27, 2019, the Company announced that the company's FANDOM SPORTS App was released for BETA testing today, Monday May 27th, in North America, ahead of scheduled June launch. An exclusive group of sports super fans will get a chance to Pick A Fight, Talk Trash and Get Rewarded in the next two weeks as part of the brute force friendly user testing of the mobile application. During the testing, there will be several updates to the app with optimization, added features and reported bug fixes. The FANDOM SPORTS App is a first-of-its-kind social community for sports aficionados to connect and share their sports FANDOM. The app is active on IBM Blockchain, which enables a mobile in-app economy to be powered by FANCOINTM.
- On June 12, 2019, the Company announced that it has teamed up with, SeatGIANT Inc., a ticket sales and distribution company servicing North America. Through this partnership, FANDOM SPORTS App users will be granted access to purchase discounted tickets to their favorite sports teams' games by entering their exclusive fan code "FDMSF." The code is only valid through the App. This strategic partnership will fuel FANDOM SPORTS' continued growth as a leading entertainment platform for sports fans to connect with other aficionados, "talk trash" about their favorite teams and get rewarded.
- On June 24, 2019, the Company is pleased to announce the company's three-week, private beta session to test its first-of-its-kind entertainment platform for sports fans, the FANDOM SPORTS App, was a resounding success. As a result, in effort to finalize the sport application technology, FANDOM SPORTS is seeking qualified investors to raise CAD \$150,000, which will contribute to the final development of the app. The FANDOM SPORTS app is a social entertainment platform dedicated to sports fans of every vertical that will change the way fans interact. The app will



alter the social sports landscape by pulling sports passions together into a single social umbrella, providing a community for sports fans to engage with each other and earn real-world rewards.

- During the month of June the Company received Chinese Trademark Office has issued the certificates for FANDOM SPORTS logo mark, **Pick A Fight**TM tagline.
- During the month of June the Company scaled **Pick A Fight**TM platform globally (*excluding China and Korea*), including the Android (iOS version of the Application is under Apple's Review process, both applications are written in React Native is based on React.js language to ensure simultaneous release timing to Google Play Store and Apple App store for their review and publishing process) FANDOM SPORTS App completed by Deqode, the new platform will give FANDOM SPORTS the flexibility to expand into new global markets by tailoring a shell app, based on demand, to that specific market. While the shell app will look and perform the same globally, it will produce new results depending on the user's geographic location. With these features, the FANDOM SPORTS App is the ultimate destination for die-hard sports fans. The app enables users to follow their favorite live-action and fantasy teams and players, as well as test their sports knowledge and track viral sports highlights. During Online and live sporting events, professional athletes, commentators and users can engage and debate. It provides a place for fans to connect and square off in real-time with raw, authentic sports debates. Users are able to log in with their mobile number to create a Blockchain Account, celebrate and commiserate with like-minded fans or debate the enemy.
- On July 24, 2019, the Company announced the appointment of Victor Hugo, Marrelli Group of Companies as Chief Financial Officer to replace Christopher Hollinger from The Blacwell Hollinger Co. whose six-month long contract expired May 31, 2019.
- During the month of July the Company handed over the trademarking tasks for Canada and United States and related trademark applications from law firm Clark Wilson to Hua Ding International Intellectual Property. The Hua Ding International Intellectual Property a company that has successfully secured all requested trademarks for the FANDOM SPORTS as filed. The Oy FANDOM SPORTS Oy continued to develop the distributed micro-services **Pick A Fight**TM platform and the related esports business applications as the sole owner of the intellectual property. FANDOM SPORTS Entertainment Platform is a distributed micro-services architecture using IBM Blockchain as a foundation to build applications.
- During the month of July the Company's own game engine technology development together with Deqode enables players earn play currency while advertisers build a direct relationship with the consumer. The platform technology gives a flexibility to explore a licensing model as the platform assets are duplicatable and as fully owned Intellectual Property of the Company licensable to global partners by tailoring a shell app, based on demand, to that specific market, as the business plans were presented a year earlier during the prestigious Toronto Based Thinking North Investor Conference on October 18, 2018 (<https://youtu.be/k5Yr1kYYYYQo>). The model enables also asset creation with a ready-made business model and assets sales opportunity to the Company not possible previously.
- On August 23, 2019, the Company closed oversubscribed private placement which was oversubscribed by lead investors of India based technology partner and the current management. The technology bridge-funding-focused private placement was aggregated gross proceeds of \$308,040. The private placement consisted of 5,134,000 common shares at a price of \$0.06 and 5,134,000 warrants at \$0.10. Tchracers (Deqode), as the original technology partner of FANDOM SPORTS since August 2017, participated in the private placement offering.
- On August 21, 2019, the Company granted 5,000,000 stock options to remunerate five directors of the Company from previous years' work provided. These stock options are exercisable at \$0.05 per stock option and expire on August 21, 2025.
- On September 24, 2019, the Company announce its the operational strategy for Q4, 2019 onwards. The FANDOM SPORTS technology platform and live sports application will be licensed out to global sports organizations and telecom operators to engage their sports fan base while revving up current revenue for both the sports and telecom organization and FANDOM SPORTS through a revenue share model. The business model monetizes the fan base and the community, while hosting them is key to a successful licensing model for FANDOM SPORTS. Licensing the business models was



part of business plan since the inception. The business model follows well-articulated study by a Delta Partners Group (<https://www.deltapartnersgroup.com/monetising-fan-engagement>). The Completed in-house technology enables additionally asset creation with a ready-made business model and assets sales opportunity to the Company.

Financial Highlights

Revenue:

The Company is in commercial stage to scale the asset creation with a business model, asset sales and the licensing of the business model. Company has not yet generate any meaningful revenues to the date.

Three Months Ended July 31, 2019 compared with Three Months Ended July 31, 2018

FANDOM SPORTS net loss totaled \$240,651 for the three months ended July 31, 2019, with basic and diluted loss per share of \$0.00. This compares with a net loss of \$858,155 with basic and diluted loss per share of \$0.01 for the three months ended July 31, 2018. The difference of \$617,504 was principally because:

- During the three months ended July 31, 2019, consulting and management fees decreased by \$174,595 compared to the three months ended July 31, 2018. The higher consulting and management fees in the 2018 period resulted from a bonus granted and the need for more consulting services in 2018.
- The decrease in share-based payments of \$219,800 for the three months ended July 31, 2019, compared to the three months ended July 31, 2018, was due to nil stock options issued in the current period while 3,630,000 options were issued in the comparative period. Share-based payments will vary from period to period depending upon the number of options granted and vested during a period and the fair value of the options calculated as at the grant date.
- During the three months ended July 31, 2019, legal and audit fees decreased by \$105,576 compared to the three months ended July 31, 2018 due to the reduced need for legal services during the current period.
- During the three months ended July 31, 2019, marketing and promotion decreased by \$119,337 compared to the three months ended July 31, 2018 due reduced marketing efforts in the current period.
- All other expenses related to general working capital purposes.

Six Months Ended July 31, 2019 compared with Six Months Ended July 31, 2018

FANDOM SPORTS net loss totaled \$788,249 for the six months ended July 31, 2019, with basic and diluted loss per share of \$0.01. This compares with a net loss of \$1,282,264 with basic and diluted loss per share of \$0.01 for the six months ended July 31, 2018. The difference of \$494,015 was principally because:

- During the six months ended July 31, 2019, consulting and management fees decreased by \$136,280 compared to the six months ended July 31, 2018. The higher consulting and management fees in the 2018 period resulted from the need for more consulting services in 2018.
- The decrease in share-based payments of \$179,400 for the six months ended July 31, 2019, compared to the six months ended July 31, 2018, was due to nil stock options issued in the current period while 3,630,000 options were issued in the comparative period. Share-based payments will vary from period to period depending upon the number of options granted and vested during a period and the fair value of the options calculated as at the grant date.
- During the six months ended July 31, 2019, travel decreased by \$70,364 compared to the six months ended July 31, 2018 due to the reduced travel during the current period.
- During the six months ended July 31, 2019, marketing and promotion decreased by \$149,214 compared to the six months ended July 31, 2018 due reduced marketing efforts in the current period.



- All other expenses related to general working capital purposes.

Cash Flow

At July 31, 2019, the Company had cash of \$38,883 compared to \$1,080,993 at January 31, 2019. The decrease in cash of \$1,042,110 from the January 31, 2019 was as a result of cash outflow in operating activities of \$600,574.

Operating activities were affected by adjustments for share-based payments of \$60,400, amortization of \$2,434, bonus payment in form of equity of \$250,000 and net change in non-cash working capital balances of \$125,159 because of an increase in commodity tax recoverable of \$2,517, a decrease in prepaid expenses of \$54,407, a decrease in accounts payable and accrued liabilities of \$177,049.

For the six months ended July 31, 2019, the Company spent \$541,580 on application development costs.

For the six months ended July 31, 2019, the Company received proceeds of \$100,044 for shares to be issued.

Liquidity

At July 31, 2019, the Company had a working capital of \$996 compared to working capital of \$917,947 as at January 31, 2019. Accounts payable and accrued liabilities decreased 63% to \$105,147 (January 31, 2019: \$282,196).

The Company has financed its operations to date primarily through the issuance of common shares and debt. The Company does not have sufficient working capital for its short-term corporate obligations and generation of additional capital will be required for future operations until further funding or sufficient revenue can be generated from the Company's PLATFORM and mobile applications. As the Company cannot predict the time at which revenue will exceed expenses, the Company continues to seek capital through various means including the issuance of equity and/or debt. (See "Corporate Highlight" above).

In management's view, given the nature of the Company's operations, which consist of the development of the PLATFORM and the mobile applications, the most relevant financial information relates primarily to current liquidity, solvency and planned development expenditures. The Company's financial success will be dependent upon the extent to which it can complete development of its current core products and the user absorption the products receive. Such development may take longer than expected and the amount of resulting revenue, if any, is difficult to determine. The value of the core products is largely dependent upon many factors beyond the Company's control, including live sports and esports entertainment and media trends and marketing trends.

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

Off Balance Sheet Arrangements

At July 31, 2019, the Company had no material off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

There are no trends, commitments, events or uncertainties presently known to management that are reasonably expected to have a material effect on the Company's business, financial condition or results of operation other than uncertainty as to the speculative nature of the business, the uncertainty of social media and marketing trends, and the uncertainty of fundraising activities.



Transactions with Related Parties

Key Management Compensation

During the three and six months ended July 31, 2019, the Company has incurred charges from directors and senior management, or companies controlled by them, for management fees and consulting fees as outlined in the table below:

Name	Role	Three Months Ended July 31, 2019 \$	Three Months Ended July 31, 2018 \$
Henri Holm (i)	Chief Executive Officer (“CEO”)	43,200	36,000
Jonna Birgans (ii)	President and Chief Content Officer (“CCO”)	28,523	30,312
Christopher Hollinger (iii)	Former CFO	4,032	nil
Marrelli Support Services Inc. (iv)	CFO	4,189	nil
Allen Ezer	Former Chief Operating Officer (“COO”) and director	nil	50,000
Alexander Helmél	Former Chief Financial Officer (“CFO”)	nil	12,000
Total		79,944	128,312

Name	Role	Six Months Ended July 31, 2019 \$	Six Months Ended July 31, 2018 \$
Henri Holm (i)	Chief Executive Officer (“CEO”)	159,317	72,000
Jonna Birgans (ii)	President and Chief Content Officer (“CCO”)	68,564	59,720
Christopher Hollinger (iii)	Former CFO	16,050	nil
Marrelli Support Services Inc. (iv)	CFO	4,189	nil
Allen Ezer	Former Chief Operating Officer (“COO”) and director	nil	80,000
Alexander Helmél	Former Chief Financial Officer (“CFO”)	nil	24,000
Total		248,120	235,720

- (i) On July 11, 2017, the Company and Mr. Holm entered into an Executive Agreement for Mr. Holm’s services in the capacity of President and Chief Executive Officer at a monthly rate of \$12,000 which increased to \$14,400 per month as of August 1st, 2018. Termination of Mr. Holm’s contract would require six-month’s notice by the Company or three-month’s notice by Mr. Holm, and termination pay will be no less than \$72,000. During the six months ended July 31, 2019, the Company paid \$250,000 to the Mr. Holm representing the second bonus payment pursuant to the contract. The payment was immediately reinvested in the Company as per exercise of warrants.
- (ii) The Company entered into an agreement with Jonna Birgans for the services of the Company’s Chief Content Officer (CCO and President). Ms. Birgans was paid USD\$7,500 monthly for her services which increased to USD\$10,000 per month as of August 1st, 2018. Termination of Ms. Birgans’ contract would require six-month’s notice by the Company or three-month’s notice by Ms. Birgans, and termination pay will be no less than USD\$45,000.



- (iii) The Company entered into an agreement with Christopher Hollinger to serve as the Company's Chief Financial Officer. The Company has engaged Mr. Hollinger's firm, Blackwell Hollinger LLC, based in New York City, for an initial term of six months, renewable by mutual consent for CFO and related advisory services. Pursuant to the engagement agreement, the Company has also granted Blackwell Hollinger LLC 400,000 incentive share purchase options exercisable at \$0.10 per share. Share based compensation of \$23,491 was expensed during the six months ended July 31, 2019 in relation to these stock options. Mr. Hollinger resigned on July 24, 2019.
- (iv) On July 24, 2019, the Company entered into an agreement with Marrelli Support Services Inc. to engage Victor Hugo to serve as the Company's CFO.

As at July 31, 2019, \$19,133 (January 31, 2019 - \$177,083) due to directors and senior management or companies controlled by directors and senior management, was included in accounts payable.

Proposed Transactions

There are no proposed transactions that will materially affect the performance of the Company.

Risks and Uncertainties

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Other Risks" in the Company's Annual MD&A for the fiscal year ended January 31, 2019, available on SEDAR at www.sedar.com.



Disclosure of Internal Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the unaudited condensed interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited condensed interim financial statements; and (ii) the unaudited condensed interim financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate filed by the Company does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing such certificate are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of unaudited condensed interim financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS).

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in such certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.