

FANDOM SPORTS MEDIA CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the annual and special meeting (the "Meeting") of the Shareholders of FANDOM SPORTS MEDIA CORP. (hereinafter called the "Company") will be held on Monday, November 18, 2019, at the office of DSA Corporate Services, 82 Richmond Street East, Toronto, Ontario M5C 1P1, Canada at 11:00 a.m. (Toronto time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the fiscal year ended January 31, 2019, and the Auditor's Report thereon;
2. To elect Directors for the ensuing year;
3. To appoint Dale, Matheson, Carr-Hilton, Labonte LLP, as the Company's Auditor for the ensuing year and to authorize the Directors to fix their remuneration; and
4. To transact such other business as may properly come before the Meeting.

Accompanying this Notice is an Information Circular and Proxy with notes to Proxy.

The board of directors of the Company has fixed October 21, 2019 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

Shareholders unable to attend the Meeting in person should read the notes accompanying the enclosed Proxy and complete and return the Proxy to the Company's Registrar and Transfer Agent within the time and to the location set out in the said notes to the Proxy.

The enclosed Proxy is solicited by management and you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an "Intermediary"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 21st day of October, 2019

BY ORDER OF THE BOARD,

"Henri Holm"

Henri Holm
Chief Executive Officer

FANDOM SPORTS MEDIA CORP.

MANAGEMENT INFORMATION CIRCULAR
FOR THE 2019
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

This information is given as of October 21st, 2019

I. SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the management of FANDOM SPORTS MEDIA CORP. (the "Company") for use at the annual and special meeting (the "Meeting") of the shareholders of the Company, to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

II. PERSONS OR COMPANIES MAKING THE SOLICITATION

The enclosed instrument of proxy is solicited by management. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute the instrument of proxy. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company. None of the directors of the Company has advised management in writing that he intends to oppose any action intended to be taken by management as set forth in this Information Circular.

III. APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying instrument of proxy are directors or officers of the Company. A shareholder has the right to appoint a person to attend and act for him on his behalf at the Meeting other than the persons named in the enclosed instrument of proxy. To exercise this right, a shareholder shall strike out the names of the persons named in the instrument of proxy and insert the name of his nominee in the blank space provided or complete another instrument of proxy.

The completed instrument of proxy must be dated and signed and the duly completed instrument of proxy must be deposited at the Company's transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, at least 48 hours before the time of the Meeting or any adjournment thereof, excluding Saturdays, Sundays and holidays.

The instrument of proxy must be signed by the shareholder or by his duly authorized attorney. If signed by a duly authorized attorney, the instrument of proxy must be accompanied by the original power of attorney or a notarized certified copy thereof. If the shareholder is a corporation, the instrument of proxy must be signed by a duly authorized attorney, officer, or corporate representative, and must be accompanied by the original power of attorney or document whereby the duly authorized officer or corporate representative derives his power, as the case may be, or a notarized certified copy thereof. The Chairman of the Meeting has discretionary authority to accept proxies which do not strictly conform to the foregoing requirements.

In addition to revocation in any other manner permitted by law, a shareholder may revoke a proxy by (a) signing a proxy bearing a later date and depositing it at the place and within the time aforesaid, (b) signing and dating a written notice of revocation (in the same manner as the instrument of proxy is required to be executed as set out in the notes to the instrument of proxy) and either depositing it at the place and within the time aforesaid or with the Chairman of the Meeting on the day of the Meeting or on the day of any adjournment thereof, or (c) registering with the scrutineer at the Meeting as a shareholder present in person, whereupon such proxy shall be deemed to have been revoked.

IV. VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed instrument of proxy will vote the shares in respect of which they are appointed and, where directions are given by the shareholder in respect of voting for or against any resolution, will do so in accordance with such direction.

In the absence of any direction in the instrument of proxy, it is intended that such shares will be voted in favour of the resolutions placed before the Meeting by management and for the election of the management nominees for directors and auditor, as stated under the headings in this Information Circular. The instrument of proxy enclosed, when properly completed and deposited, confers discretionary authority with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to any other matters which may be properly brought before the Meeting. At the time of printing of this Information Circular, the management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any such amendments, variations or other matters should properly come before the Meeting, the proxies hereby solicited will be voted thereon in accordance with the best judgement of the nominee.

V. ADVICE TO BENEFICIAL HOLDERS OF COMMON SHARES

Only registered holders of common shares of the Company or the persons they validly appoint as their proxies are permitted to vote at the Meeting. However, in many cases, common shares beneficially owned by a person (a "Non-Registered Holder") are registered either: (i) in the name of an intermediary (an "Intermediary") (including banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans) that the Non-Registered Holder deals with in respect of the shares, or (ii) in the name of a clearing agency (such as the Canadian Depository for Securities Limited) of which the Intermediary is a participant.

Distribution to NOBOs

In accordance with the requirements of the Canadian Securities Administrators and National Instrument 54-101, "Communication with Beneficial Owners of Securities of a Reporting Issuer" ("NI-54-101"), the Company will have caused its agent to distribute copies of the Notice of Meeting and this Circular (collectively, the "meeting materials") as well as a Voting Instruction Form directly to those Non-Registered Holders who have provided instructions to an Intermediary that such Non-Registered Holder does not object to the Intermediary disclosing ownership information about the beneficial owner ("Non-Objecting Beneficial Owner" or "NOBO").

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for Voting Instruction Form enclosed with mailings to NOBOs.

The meeting materials distributed by the Company's agent to NOBOs include a Voting Instruction Form. Please carefully review the instructions on the Voting Instruction Form for completion and deposit.

Distribution to OBOs

In addition, the Company will have caused its agent to deliver copies of the meeting materials to the clearing agencies and Intermediaries for onward distribution to those Non-Registered Shareholders who have provided instructions to an Intermediary that the beneficial owner objects to the Intermediary disclosing ownership information about the beneficial owner ("Objecting Beneficial Owner" or "OBO").

Intermediaries are required to forward the meeting materials to OBOs unless an OBO has waived his or her right to receive them. Intermediaries often use service companies such as Broadridge Proxy Services to forward the meeting materials to OBOs. Generally, those OBOs who have not waived the right to receive meeting materials will either:

- (a) be given a form of proxy which has already been signed by the intermediary (typically by a facsimile stamped signature), which is restricted as to the number of shares beneficially owned by the OBO, but which is otherwise uncompleted. This form of proxy need not be signed by the OBO. In this case, the OBO who wishes to submit a proxy should properly complete the form of proxy and deposit it with Computershare Investor Services Inc. in the manner set out above in this circular, with respect to the common shares beneficially owned by such OBO; OR
- (b) more typically, be given a voting registration form which is not signed by the Intermediary and which, when properly completed and signed by the OBO and returned to the Intermediary or its service company, will constitute authority and instructions (often called a "proxy authorization form") which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code or other information. In order for the form of proxy to validly constitute a proxy authorization form, the OBO must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit the OBO to direct the voting of the shares he or she beneficially owns.

Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the persons named in the form and insert the Non-Registered Holder's name in the blank space provided. In either case, Non-Registered Holders should carefully follow the instructions, including those regarding when and where the proxy or proxy authorization form is to be delivered.

VI. VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

On October 10, 2019, 149,793,336 common shares without par value were issued and outstanding, each share carrying the right to one vote. At a general meeting of the Company, on a show of hands, every shareholder present in person shall have one vote and, on a poll, every shareholder shall have one vote for each share of which he is the holder.

Only shareholders of record at the close of business on October 10, 2019, who either personally attend the Meeting or who complete and deliver an instrument of proxy in the manner and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" will be entitled to have his or her shares voted at the Meeting or any adjournment thereof.

To the knowledge of the directors and executive officers of the Company, only the following beneficially own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company:

Name of Shareholder	Number of Shares	Percentage of Issued and Outstanding
CDS & Co. ⁽¹⁾	136,332,391	91.01%

⁽¹⁾ The beneficial owners of the shares thus shown are not known to management of the Company.

VII. INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere in this Information Circular, none of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

VIII. INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Information Circular, "informed person" means:

- (a) a director or executive officer of the Company;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;
- (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company, or a combination of both, carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, other than voting securities held by the person or company as underwriter in the course of a distribution; and
- (d) the Company if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any of its securities.

Except as disclosed below, elsewhere herein, in the Notes to the Company's financial statements for the financial year ended January 31, 2019, or in the Listing Statement dated August 31, 2015, no informed person, no proposed director of the Company and no associate or affiliate of any such informed person or proposed director, has any material interest, direct or indirect, in any material transaction since the commencement of the Company's last completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries except as disclosed herein.

IX. STATEMENT OF EXECUTIVE COMPENSATION

A. General Provisions

For the purposes of this Information Circular:

“compensation securities” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries (if any) for services provided or to be provided, directly or indirectly to the Company or any of its subsidiaries (if any);

“NEO” or “named executive officer” means:

- (a) each individual who served as chief executive officer (“CEO”) of the Company, or who performed functions similar to a CEO, during any part of the most recently completed financial year,
- (b) each individual who served as chief financial officer (“CFO”) of the Company, or who performed functions similar to a CFO, during any part of the most recently completed financial year,
- (c) the most highly compensated executive officer of the Company or any of its subsidiaries (if any) other than individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year, and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries (if any), nor acting in a similar capacity, at the end of that financial year;

“plan” includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons; and

“underlying securities” means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth all direct and indirect compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company thereof to each NEO and each director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Company:

Henri Holm is the Company's CEO and Jonna Birgans is the Company's President and Chief of Creative Content. During the 2018 fiscal year, Alexander Helmelt and Christopher Hollinger were the Company's chief financial officer and corporate secretary. These were the Company's NEOs for the purposes of the following disclosure. The compensation for the NEOs, directly or indirectly, for the Company's two most recently completed financial years was as follows:

Name and Position	Financial Year	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of all other Compensation (\$)	Total Compensation (\$)
Henri Holm, Chief Executive Officer ⁽¹⁾	2018	172,983	250,000	Nil	Nil	Nil	422,983
	2017	72,000	250,000	Nil	Nil	170,629	442,629
Jonna Birgans, President ⁽²⁾	2018	141,954 ⁽⁴⁾	Nil	Nil	Nil	Nil ⁽⁵⁾	141,954
	2017	96,256 ⁽⁴⁾	250,000	Nil	Nil	Nil ⁽⁵⁾	346,256
Alexander Helm, Chief Financial Officer and Secretary ⁽³⁾	2018	72,200	Nil	Nil	Nil	Nil ⁽⁵⁾	72,200
	2017	29,700	Nil	Nil	Nil	Nil ⁽⁵⁾	29,700
Christopher Hollinger, Chief Financial Officer and Secretary ⁽³⁾	2018	8,115	Nil	Nil	Nil	Nil ⁽⁵⁾	8,115
	2017	Nil	Nil	Nil	Nil	Nil ⁽⁵⁾	Nil
Tristan Brett, Director ⁽⁶⁾	2018	◆	Nil	Nil	Nil	◆	◆
	2017	◆	Nil	Nil	Nil	◆	◆
Scott Keeney, Director ⁽⁷⁾	2018	◆	Nil	Nil	Nil	◆	◆
	2017	◆	Nil	Nil	Nil	◆	◆
Klaus Kajetski, Director ⁽⁸⁾	2018	◆	Nil	Nil	Nil	◆	◆
	2017	◆	Nil	Nil	Nil	◆	◆

(1) Mr. Henri Holm was appointed as CEO and President on July 11, 2017 and resigned as President on August 1, 2018. Appointed Director since October 11, 2018.

(2) Ms Jonna Birgans was appointed as President on August 1, 2018. Appointed Director since October 11, 2018.

(3) Alexander Helm was appointed CFO and Secretary effective September 4, 2015 and resigned on December 1, 2018, replaced by Mr. Christopher Hollinger.

(4) Foreign Exchange Estimate used with fixed FX rate of 1 USD = 1.31 CAD.

(5) The figures shown are based on the fair value estimated on October 10, 2019, none of the stock option plans are performing. The details of the grant date calculations and used method at the date of Option Grant (the Black-Scholes pricing model) is disclosed in the Company's financial statements Note, there was no cash compensation actually paid to any of the NEOs disclosed in the above table in connection with the granting of the incentive stock options in respect of which these "option-based awards" were calculated. October 10, 2019 share closing price was \$0.02.

(6) Tristan Brett was appointed a director on August 31, 2015.

(7) Scott Keeney was appointed a director on May 8, 2016.

(8) Klaus Kajetski was a director of the Company from October 11, 2018.

Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each director and NEO by the Company or any subsidiary thereof in the year ended January 31, 2018 for services provided, or to be provided, directly or indirectly, to the Company or any subsidiary thereof:

Name	Date Granted	Exercise Price	Outstanding Options on Jan 1/2019	Expiry Date
Henri Holm				
CEO and Director	June 5, 2017	\$0.190	1,800,000	04-Jun-22
Jonna Birgans				
President & CCO and Director	July 6, 2016	\$0.100	500,000	05-Jul-21
	August 1, 2017	\$0.170	500,000	31-Jul-22
Alexander Helmel				
Ex-CFO (2015 - 2018)	November 2, 2015	\$0.100	400,000	01-Nov-20
	January 22, 2018	\$0.300	500,000	21-Jan-23
	July 5, 2018	\$0.090	500,000	04-Jul-23
Christopher Hollinger				
Ex-CFO (December 1, 2018 – May 31, 2019)	December 14, 2018	\$0.100	100,000	13-Dec-23
Tristan Brett				
Director (Independent, Co-Founder)	November 2, 2015	\$0.100	150,000	01-Nov-20
Scott Keeney				
Director (Independent)	July 6, 2016	\$0.100	250,000	05-Jul-21
Klaus Kajetski				
Director (Independent)	July 26, 2018	\$0.095	500,000	25-Jul-20

- (a) Henri Holm, the CEO and Former President of the Company, held an aggregate of 1,800,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share at an exercise price of \$0.19 per Share until June 4, 2022.
- (b) Jonna Birgans the President of the Company, held an aggregate of 1,000,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share. Of these, 500,000 are exercisable at a price of \$0.10 per Share until July 5, 2021 and 500,000 are exercisable at a price of \$0.17 per Share until July 31, 2022.

- (c) Alexander Helm, the Secretary and CFO of the Company, held an aggregate of 1,400,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share. Of these, 400,000 are exercisable at a price of \$0.10 per Share until November 1, 2020 and 500,000 are exercisable at a price of \$0.30 per Share until January 21, 2022 and 500,000 are exercisable at a price of \$0.09 per Share until July 4, 2024 or 90-days after the contract is finished.
- (d) Christopher Hollinger, the Secretary and CFO of the Company, held an aggregate of 100,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share. Of these, 100,000 are exercisable at a price of \$0.10 per Share until December 13, 2023 or 90-days after the contract is finished.
- (e) Tristan Brett, an independent director of the Company, held an aggregate of 250,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share at an exercise price of \$0.10 per Share until November 1, 2020.
- (f) Scott Keeney, an independent director of the Company, held an aggregate of 250,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share at an exercise price of \$0.10 per Share until July 5, 2021.
- (g) Klaus Kajetski, a director of the Company, held an aggregate of 500,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share at an exercise price of \$0.095 per Share until July 25, 2020.

Exercise of Compensation Securities by Directors and NEOs

During the year ended January 31, 2019, the following stock options were exercised:

Exercise of Compensation Securities by Directors and NEOs							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
N/A	Stock Options	N/A	N/A	N/A	N/A	N/A	N/A

Stock Option Plans and Other Incentive Plans

The Company 2017 Stock Option Plan (the "2017 Plan") is a "rolling" stock option plan, whereby the aggregate number of shares reserved for issuance under the 2017 Plan, together with any other shares reserved for issuance under any other plan or agreement of the Company, shall not exceed twenty (20%) percent of the total number of outstanding common shares of the Company (calculated on a non-diluted basis) (the "Outstanding Shares") as at the date of an applicable option grant, less the aggregate number of common shares of the Company then reserved for issuance pursuant to any other share compensation arrangement of the Company. The purpose of the 2017 Plan is to assist the Company in attracting, retaining and motivating directors, officers, employees and consultants of the Company and to closely align the personal interests of such directors, officers, employees and consultants with the interests of the Company and its shareholders. Options granted under the Plan are non-assignable and may be granted for a term not exceeding ten years. A copy of the 2017 Plan is available for review at the Company's offices.

For additional details regarding the terms of the Plan, see below under the heading "Ratification of Stock Option Plan".

The following information is intended as a brief description of the 2017 Plan and is qualified in its entirety by the full text of the 2017 Plan.

1. The 2017 Plan will be administered by the Company's board of directors (the "Board") or, if the Board so designates, a committee of the Board appointed in accordance with the 2017 Plan to administer the 2017 Plan.
2. The aggregate number of common shares that may be reserved for issuance pursuant to options shall not exceed 20% of the Outstanding Shares at the time of the granting of an option, less the aggregate number of common shares then reserved for issuance pursuant to any other share compensation arrangement.
3. Following termination of an optionee's employment, directorship or engagement other than for cause, each option held by such optionee shall terminate upon the earlier of its expiry date and the date that is 90 days following termination of the optionee's employment, directorship or engagement, provided that the Board may, in its discretion, extend the date of such option's termination and the resulting period during which such option remains exercisable to the earlier of its expiry date and the date which is 12 months following termination of the optionee's employment, directorship or engagement, and further provided that the Board may, in its discretion, on a case by case basis and only with the approval of the CSE if required, further extend the date of such option's termination and the resulting period in which such option remains exercisable to a date later than the date which is 12 months following termination of the optionee's employment, directorship or engagement.
4. In the event of the death of an optionee, each option held by such optionee will terminate on the earlier of its expiry date and the date which is six months following the death of the optionee, provided that the Board may, in its discretion, extend the date of such termination and the resulting period in which such option remains exercisable to a date not exceeding the earlier of the option's expiry date and the date which is 12 months following the death of the optionee.
5. The aggregate number of common shares reserved for issuance to insiders under 2017 Plan and any other share compensation arrangement shall not exceed 10% of the Outstanding Shares at the time of the grant.
6. The aggregate number of common shares reserved for issuance to insiders in any 12-month period under 2017 Plan and any other share compensation arrangement shall not exceed 10% of the Outstanding Shares at the time of the grant. The number of common shares reserved for issuance to any one person in any 12-month period under the 2017 Plan and any other share compensation arrangement may not exceed 5% of the Outstanding Shares. The number of common shares reserved for issuance to persons conducting investor relations activities in any 12-month period under the 2017 Plan and any other share compensation arrangement may not exceed, in the aggregate, 2% of the Outstanding Shares.
7. The number of common shares issued to any person within a 12-month period pursuant to the exercise of options granted under the under 2017 Plan and any other share compensation arrangement may not exceed 5% of the Outstanding Shares at the time of exercise.
8. Subject to a minimum exercise price of \$0.05 per common share, the exercise price per common share for an option shall not be less than the greater of (i) the "Discounted Market Price", as calculated pursuant to the policies of the CSE, or such other minimum price as may be required or permitted by the CSE, and (ii) if options are granted within 90 days of a distribution of common shares by the Company by prospectus, the price per common share paid by public investors pursuant to such distribution.

9. Any amendment of the terms of an option shall be subject to any required regulatory and shareholder approvals and the consent of the optionee and the CSE.
10. If the Company undertakes an arrangement or is amalgamated, merged or combined with another entity, the Board shall make such appropriate provision for the protection of the rights of optionees as it may deem advisable.
11. The Board may, subject to required regulatory approvals, suspend or terminate the 2017 Plan or any portion thereof, provided that no such amendment, suspension or termination may alter or impair any outstanding unexercised options or rights without the consent of the relevant optionee.

The 2017 Plan provides that other terms and conditions may be attached to a particular option at the discretion of the Board.

Employment, Consulting and Management Agreements

The Company has entered into the following employment, consulting or management agreements with its NEOs during the year ended January 31, 2019.

In July 11, 2017, the Company entered into an Executive Agreement with its CEO and former President, Mr. Henri Holm at a rate of CAD\$12,000 per month, which included 1,800,000 stock options (granted); 2,000,000 bonus shares (issued); \$250,000 within 10 months of the Agreement date (First Bonus) (paid subsequent to year ended 2018) and \$250,000 within 20 months of the Agreement date (Second Bonus). It is agreed that the First Bonus and the Second Bonus will be applied and credited by the Company to the exercise by the Consultant of his existing 5,000,000 share purchase warrants having an exercise price of Canadian dollars \$0.10 per share (the "Warrants").

In August 1, 2018, the Company entered into a Executive Agreement with its President, Ms Jonna Birgans at a rate of USD\$7,500 per month which was increased in July 2018 to USD \$10,000 per month.

In January 2018, the Company entered into a formal Consulting Agreement with its CFO, Mr. Alexander Helmel at a rate of CAD\$4,000 per month, which included 500,000 stock options (granted).

In December 2018, the Company entered into a formal Consulting Agreement with its CFO, Mr. Christopher Hollinger with a six-month contract at a rate of USD\$3,000 per month, which included 100,000 stock options (granted).

Oversight and Description of Director and NEO Compensation

Change in Control

The Executive Agreement dated July 11, 2017 with Mr. Henri Holm has a provision for a maximum 6-month payout pursuant to a change in control, provided Mr. Holm does not resign as CEO.

The Executive Agreement dated August 1, 2018 with Ms Jonna Birgans has a provision for a maximum 6-month payout pursuant to a change in control, provided Ms Birgans does not resign as President.

Compensation of Directors

The Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as a consultant or expert during the financial year ended January 31, 2019, or subsequently, up to and including the date of this Information Circular.

Indebtedness of Directors and NEO's

At no time during the Company's financial year ended January 31, 2019, was any director, executive officer, employee, proposed management nominee for election as a director of the Company nor any associate of any such director, executive officer, or proposed management nominee of the Company or any former director, executive officer or employee of the Company or any of its subsidiaries, indebted to the Company or any of its subsidiaries or indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, other than routine indebtedness.

X. SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Company's compensation plans under which equity securities of the Company are authorized for issuance at the end of the Company's financial year ended January 31, 2019.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by Securityholders	11,680,000	\$0.14	16,728,667
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	11,680,000	\$0.14	16,728,667

XI. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No executive officer, director, employee, former executive officer, former director, former employee, proposed nominee for election as a director, or associate of any such person has been indebted to the Company or its subsidiaries at any time since the commencement of the Company's last completed financial year. No guarantee, support agreement, letter of credit or other similar arrangement or understanding has been provided by the Company or its subsidiaries at any time since the beginning of the most recently completed financial year with respect to any indebtedness of any such person.

XII. MANAGEMENT CONTRACTS

During the Company's most recently completed financial year ended January 31, 2019 there were no management functions of the Company, which were to any substantial degree performed by a person other than a director or senior officer of the Company.

XIII. CORPORATE GOVERNANCE

Pursuant to National Policy 58-101 Disclosure of Corporate Governance Practices the Company is required to and hereby discloses its corporate governance practices as follows.

1. Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

For the year ended January 31, 2019, Tristan Brett, Scott Keeney and Klaus Kajetski, directors of the Company, were "independent" in that they were independent and free from any interest and any business or other relationship which could or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Company, other than the interests and relationships arising from shareholdings.

Henri Holm and Jonna Birgans were not independent as they also held the position of Chief Executive Officer (“CEO”) and The President respectively.

2. Directorships

The following table discloses directors who, as at the year ended January 31, 2019, were directors of other reporting issuers:

Name of Director:	Other Reporting Issuers:
Tristan Brett	None
Scott Keeney	None
Klaus Kajetski	YaLLa Esports
Jonna Birgans	None
Henri Holm	None

3. Orientation and Continuing Education

The Board briefs all new directors with the policies of the Board, and other relevant corporate and business information.

4. Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the corporation. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

5. Nomination of Directors

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, shown support for the Company's mission and strategic objectives, and a willingness to serve.

6. Compensation

The Board is responsible for setting compensation paid to directors and executive officers, establishing and reviewing incentive plans for directors, officers and management, and providing guidance to the Company on corporate governance matters. The process for determining compensation includes comparison with compensation in entities comparable to the Company. The Board meets at least annually to fulfill this mandate.

7. Other Board Committees

The Board has no other committees other than the Audit Committee.

8. Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the board and committees.

XIV. AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 of the Canadian Securities Administrators ("NI 52-110") requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following.

The Company's audit committee is governed by an audit committee charter, the text of which is attached as Schedule B to this Information Circular.

For the year ended January 31, 2019, the Company's audit committee was comprised of three directors, Scott Keeney, Tristan Brett and Adrian Crook. As defined in NI 52-110, Scott Keeney, Tristan Brett and Adrian Crook were "independent". Mr. Crook resigned as a Director of the Company on June 1, 2018. Also as defined in NI 52-110, all of the audit committee members are "financially literate". The Company will appoint new audit committee members after the Meeting.

(Independent Director): Mr. Scott Keeney has gained financial literacy through the founding and operation of multiple enterprises in the United States. Mr. Keeney sits on the Audit Committee of only the Company. Born in New York City and living in every corner of the country as a child, DJ SKEE (Scott Keeney) started his broadcast career on the radio at the age of 16 in Minneapolis, MN. After a chance encounter with music industry veteran and then Loud/Sony Records CEO Steve Rifkind, SKEE graduated high school a year early to move to Los Angeles and work directly under Rifkind, eventually becoming an executive in the SRC umbrella and helping discover and break artists and products ranging from Akon to the T-Mobile Sidekick. Currently residing in Hollywood and building his company Skeematic to pioneer the future model of the music and entertainment industries with its SKEE.TV, SKEE 24/7 Radio, SKEE Music, and various other ventures, SKEE is on the path to become the king of entertainment for this generation. Recognized as one of the most influential figures in today's entertainment business by both Forbes & Billboard magazine, DJ SKEE (Scott Keeney) is carving a new definition for what a DJ is. With a thriving/blossoming career as an entertainer and multiple ventures under his umbrella, DJ SKEE is at the forefront of popular culture. In raw numbers, DJ SKEE has generated over one billion media impressions in under a decade, and has a network of over 500,000 social network followers. On the screen, SKEE has built the single largest lifestyle channel in the world, [SKEE.TV](#). With over 250 million YouTube views and growing, to distribution deals inside restaurants and on mobile phones worldwide, [SKEE.TV](#) serves its audience any and everywhere they look. On the production side, [SKEE.TV](#)'s credits include no less than eleven number one charting music videos under SKEE's watch. SKEE is also frequently seen on broadcast television ranging from not only the biggest music based shows, but in marquee series' including "60 Minutes" on CBS and MTV's "Fantasy Factory."

(Independent Director): Born in 1971, Tristan Brett, is an honors graduate from the Industrial Design program at Emily Carr University of Art and Design with a bachelor's degree in 1995. Tristan has 20 years of creative development experience in the video game industry. In his ten years at Electronic Arts (1995-2005), His roles included Lead Artist, Designer, Technical Artist and Concept Artist. Tristan has been employed at Relic

Entertainment since 2006-present as a Principal Artist. Tristan's portfolio of AAA titles and franchises ranges from racing titles like "Need for Speed" and "Sled Storm" to strategy titles "Battle for Middle earth" and "Command and conquer" to Shooters "Medal of honour", "Frontlines" and "SpaceMarine". He has worked on several other projects and portfolio pieces in his spare time ranging from graphic, web and industrial design to casual game concepts.

(Independent Director): Klaus Kajetski is the MENA esports trailblazer and the Founder of YaLLa Esports, one of the leading organizations in the Middle East and North Africa (MENA), and has been heavily involved in building the regional esports ecosystem. With 20 years of esports and gaming experience, the Finnish born and now Dubai-based Klaus has grown YaLLa Esports to a globally recognized team with players and staff from multiple nationalities like the United Arab Emirates, Kingdom of Saudi Arabia, Egypt and Tunisia.

Each member has significant understanding of the Mobile App and Technology business which the Company engages in and has an appreciation for the relevant accounting principles for that business.

Since the commencement of the Company's most recently completed financial year, the Board has not failed to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

Since the effective date of NI 52-110, the Company has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

The audit committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board, and where applicable the audit committee, on a case-by-case basis.

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Company to its auditor in each of the last two fiscal years, by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees ⁽¹⁾	All Other Fees
January 31, 2019	\$21,787.61	Nil	\$1,800	Nil
January 31, 2018	\$25,000	Nil	\$1,800	Nil

⁽¹⁾ Fees related to the preparation of the Company's T-2 corporate income tax return and the General Index of Financial Information required by CCRA.

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

XV. PARTICULARS OF MATTERS TO BE ACTED UPON

A. Election of Directors

Management intends to propose for adoption an ordinary resolution that the number of directors of the Company be fixed at three.

Each director of the Company is elected annually and holds office until the next annual general meeting of the shareholders unless that person ceases to be a director before then. In the absence of instructions to the contrary, the shares represented by proxy will, on a poll, be voted for the nominees herein listed. Management does not contemplate that any of the nominees will be unable to serve as a director.

Name of Nominee, Residence and Present Positions Held	Principal Occupation	Director Since	Number of Shares Beneficially Owned or Controlled ⁽¹⁾
Tristan Brett ⁽²⁾ Vancouver, BC Director	Video Game Industry Expert; Principal Artist at Relic Entertainment since 2006	September 4, 2015	4,000,000 ⁽³⁾
Scott Keeney ⁽²⁾ Los Angeles, CA USA Director	Principal of SkeeTV	May 8, 2016	500,000 ⁽⁴⁾
Klaus Kajetski Dubai, United Arab Emirates Director	Founder of YaLLa Esports	October 11, 2018	125,000 ⁽⁷⁾

Name of Nominee, Residence and Present Positions Held	Principal Occupation	Director Since	Number of Shares Beneficially Owned or Controlled ⁽¹⁾
<p>Henri Holm Prathumthani, Thailand</p> <p>CEO</p>	<p>Mr. Henri Holm, CEO of FANDOM SPORTS Media Corp., has an extensive track record of business success, bringing over 20 years of international hands-on strategy execution experience. A Harvard Business School alumni, Henri's career accomplishments include scaling-up functions of multinational firms and expertise in various leadership roles, including covering digital content and implementing as well as enhancing gamification, brand management, licensing, mobile technology, manufacturing, distribution and retail operations processes and functionality.</p> <p>With key focus on consumer and partner value, Henri's most recent executive position covered leading video products, billing and sports content services within the Middle-East region. Additionally, Mr. Holm was Senior Vice President at Rovio Entertainment, where he oversaw the development and growth of the highly successful Angry Birds franchise across Asia. Prior to these roles, Henri held progressive titles ranging from Chief Financial Officer, Head of Business Operations, Global Category Marketing Manager, Key Account Manager and Product Manager at various divisions of Nokia from 1995 to 2011.</p>	<p>October 11, 2018</p>	<p>8,319,945 ⁽⁵⁾</p>
<p>Jonna Birgans New York, NY USA</p> <p>President and Chief Content Officer</p>	<p>Ms. Jonna Birgans, President and Chief Content Officer of FANDOM SPORTS Media Corp., is a 25-year veteran of the entertainment industry, Ms. Birgans has had an influential career across all entertainment mediums; Television, Film, Radio and digital media. Ms. Birgans has worked extensively with global brands like Billboard Magazine, Viacom Networks and Lexus, producing content for their marketing campaigns as well as for their on-air shows. For the last decade, Mrs. Birgans has been active in the world of out-of-home and digital media landscapes performing in Executive roles creating Content Strategy, developing business plans, executing brand partnerships and managing teams of creative and sales professionals.</p>	<p>October 11, 2018</p>	<p>516,000 ⁽⁶⁾</p>

The following table sets out the names of the persons to be nominated for election as directors, the positions and offices which they presently hold with the Company, their respective principal occupations and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is

- (1) Information has been furnished by the respective nominees individually.
- (2) Member of the Audit Committee.
- (3) Does not include an aggregate of 250,000 options held directly, each of which is exercisable into one common share at a price of \$0.10 per common share until November 1, 2020.
- (4) Does not include an aggregate of 250,000 options held directly, each of which is exercisable into one common share at a price of \$0.10 per common share until November 1, 2020.
- (5) Does not include an aggregate of 1,800,000 options held directly, each of which is exercisable into one common share at a price of \$0.19 per common share until June 4, 2022.
- (6) Does not include an aggregate of 1,000,000 options held directly, 500,000 of which is each exercisable into one common share at a price of \$0.17 per common share until July 31, 2022 and 500,000 of which is each exercisable into one common share at a price of \$0.10 per common share until July 5, 2021.
- (7) Does not include an aggregate of 500,000 options held directly, each of which is exercisable into one common share at a price of \$0.095 per common share until July 25, 2020.

The terms of office of those nominees who are presently Directors will expire as of the date of the Meeting. All of the Directors who are elected at the Meeting will have their term of office expire at the next annual general meeting of the Company.

No proposed director of the Company is, or within the 10 years before the date of this Information Circular has been, a director or executive officer of any company that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets.

No proposed director of the Company has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

The above information was provided by management of the Company.

B. Appointment of Auditor

Management proposes that Dale, Matheson, Carr-Hilton, Labonte LLP, of 1500 – 1140 West Pender Street, Vancouver, B.C., V6E 4G1 be appointed auditor of the Company for the ensuing year at a remuneration to be negotiated between the auditor and the directors.

OTHER MATTERS TO BE ACTED UPON

The Company will consider and transact such other business as may properly come before the Meeting or any adjournment thereof. The Management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the proxy solicited hereby will be voted on such matter in accordance with the best judgment of the persons voting by proxy.

ADDITIONAL INFORMATION

Additional Information concerning the Company is available on SEDAR at www.sedar.com and the Company's website at www.fandomsports.net. Financial Information concerning the Company is provided in the Company's comparative financial statements and related management's discussion and analysis ("MD&A") for the financial year ended January 31, 2019.

Shareholders wishing to obtain a copy of the Company's financial statements and MD&A may contact the Company as follows:

FANDOM SPORTS MEDIA CORP.
Suite #118, 694 Main St,
New York, NY 10044
Telephone: +1 347 266 0992
Email: info@fandomsports.net

BOARD APPROVAL

The content and sending of this Information Circular has been approved by the Board. The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

DATED at Vancouver, British Columbia, the 21st day of October, 2019.

ON BEHALF OF THE BOARD

"Henri Holm"

Henri Holm
Chief Executive Officer