

# FANDOM SPORTS MEDIA CORP.

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "Meeting") of the Shareholders of FANDOM SPORTS MEDIA CORP. (hereinafter called the "Company") will be held on Tuesday, **December 8, 2020**, at #830 – 1100 Melville Street, Vancouver, British Columbia V6E 4A6, Canada at 11:00 a.m. (Vancouver time) for the following purposes:

1. To receive and consider the audited financial statements of the Company for the fiscal year ended January 31, 2020, 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 **November 3, 2020** 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 3<sup>rd</sup> day of November, 2020

BY ORDER OF THE BOARD,

"David Vinokurov"

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David Vinokurov  
Chief Executive Officer

FANDOM SPORTS MEDIA CORP.  
MANAGEMENT INFORMATION CIRCULAR  
FOR THE 2020  
ANNUAL GENERAL MEETING OF SHAREHOLDERS

This information is given as of November 3, 2020

**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 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, 8<sup>th</sup> 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 November 3, 2020, 32,816,553 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 November 3, 2020, 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. <sup>(1)</sup>	29,805,922	90.8%

<sup>(1)</sup> 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, 2020, 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:

David Vinokurov is the Company's CEO and President and Philip Chen is the Company's Chairman. During the 2020 fiscal year (12 months ended January 31, 2020,) Henri Holm was CEO and Jonna Birgans was President and Chief of Creative Content. Christopher Hollinger of Blackwell Hollinger and Victor Hugo of Marelli Corporate Services each acted in the capacity of chief financial officer and corporate secretary during the year. 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 (\$) <sup>(5)</sup>	Total Compensation (\$)
Henri Holm, Chief Executive Officer <sup>(1)</sup>	2020	245,717	250,000	Nil	Nil	Nil	495,717
	2019	172,983	250,000	Nil	Nil	Nil	422,983
Jonna Birgans, President <sup>(2)</sup>	2020	160,940 <sup>(4)</sup>	Nil	Nil	Nil	Nil	160,940
	2019	141,954 <sup>(4)</sup>	Nil	Nil	Nil	Nil	141,954
Alexander Helm, Former Chief Financial Officer and Secretary <sup>(3)</sup>	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	72,200	Nil	Nil	Nil	Nil	72,200
Christopher Hollinger, Former Chief Financial Officer and Secretary <sup>(3) (9)</sup>	2020	16,050 <sup>(4)</sup>	Nil	Nil	Nil	Nil	16,050
	2019	8,115 <sup>(4)</sup>	Nil	Nil	Nil	Nil	8,115
Victor Johan Hugo, (Marrelli Corporate Services) Chief Financial Officer and Secretary <sup>(10)</sup>	2020	7,827	Nil	Nil	Nil	Nil	7,827
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Tristan Brett, Director <sup>(6)</sup>	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Scott Keeney, Director <sup>(7)</sup>	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Klaus Kajetski, Director <sup>(8)</sup>	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil

<sup>(1)</sup> Mr. Henri Holm was appointed as CEO and President on July 11, 2017 and resigned as President on August 1, 2018 and resigned as CEO on April 4, 2020. He was appointed Director on October 11, 2018 and

resigned on April 21, 2020.

- (2) Ms Jonna Birgans was appointed as President and Chief of Creative Content on August 1, 2018 and resigned on January 31, 2020. She was Appointed Director on October 11, 2018 and resigned on June 20, 2020.
- (3) Alexander Helmel was appointed CFO and Secretary effective September 4, 2015 and resigned on December 1, 2018, replaced by Mr. Christopher Hollinger.
- (4) Canadian equivalent of fees paid in US dollars
- (5) 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 as at January 31, 2020, 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.
- (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 appointed a director on October 11, 2018.
- (9) Christopher Hollinger resigned as CFO and Corporate Secretary on May 31, 2019 and was replaced by Mr. Victor Hugo.
- (10) Victor Johan Hugo was appointed as CFO and Corporate Secretary on June 1, 2019 and resigned October 3, 2019.

#### 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 as of the year ended January 31, 2020 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 31/2020	Expiry Date
Henri Holm				
CEO and Director	June 5, 2017	\$1.90	180,000	04-Jun-22
	August 21, 2019	\$0.50	100,000	20-Aug-24
Jonna Birgans				
President, CCO and Director	July 6, 2016	\$1.00	50,000	05-Jul-21
	August 1, 2017	\$1.70	50,000	31-Jul-22
	August 21, 2019	\$0.50	100,000	20-Aug-24
Tristan Brett				
Director (Independent, Co-Founder)	November 2, 2015	\$1.00	15,000	01-Nov-20
	August 21, 2019	\$0.50	100,000	20-Aug-24
Scott Keeney				
Director (Independent)	July 6, 2016	\$1.00	25,000	05-Jul-21
	August 21, 2019	\$0.50	100,000	20-Aug-24
Klaus Kajetski				
Director (Independent)	July 26, 2018	\$1.00	50,000	25-Jul-20
	August 21, 2019	\$0.50	100,000	20-Aug-24
Christopher Hollinger				
Ex CFO and Secretary	December 14, 2018	\$1.00	10,000	13-Dec-23

	February 21, 2019	\$1.00	40,000	20-Feb-24
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- (a) Henri Holm, the former CEO and President of the Company, held an aggregate of 280,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share. Of these, 180,000 options are exercisable at a price of \$1.90 per Share until June 4, 2022 and 100,000 options are exercisable at a price of \$0.50 per Share until August 20, 2024.
- (b) Jonna Birgans the former President and CCO of the Company, held an aggregate of 200,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share. Of these, 50,000 options are exercisable at a price of \$1.00 per Share until July 5, 2021; 100,000 options are exercisable at a price of \$0.50 per Share until August 20, 2024 and 50,000 are exercisable at a price of \$1.70 per Share until July 31, 2020.
- (c) Christopher Hollinger, the former Secretary and CFO of the Company, held an aggregate of 50,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share. Of these, 10,000 options are exercisable at a price of \$1.00 per Share until December 13, 2023 and 40,000 options are exercisable at \$1.00 per Share until February 20, 2024. (All options have been cancelled).
- (d) Tristan Brett, an independent director of the Company, held an aggregate of 115,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share. Of these 15,000 are exercisable at a price of \$1.00 per Share until November 1, 2020 and 100,000 are exercisable at a price of \$0.50 per Share until August 20, 2024.
- (e) Scott Keeney, an independent director of the Company, held an aggregate of 125,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share. Of these 25,000 are exercisable at an exercise price of \$1.00 per Share until July 5, 2021 and 100,000 are exercisable at a price of \$0.50 per Share until August 20, 2024.
- (f) Klaus Kajetski, a director of the Company, held an aggregate of 150,000 compensation securities, comprised solely of stock options, each of which is exercisable into one Share. Of these, 50,000 are exercisable at a price of \$1.00 per Share until July 25, 2020 and 100,000 are exercisable at a price of \$0.50 per Share until August 20, 2024.

#### Exercise of Compensation Securities by Directors and NEOs

During the year ended January 31, 2020, no compensation securities, comprised solely of 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's 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.

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 had entered into the following employment, consulting or management agreements with its NEOs during the year ended January 31, 2020.

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); 200,000 bonus shares (issued); \$250,000 within 10 months of the Agreement date (First Bonus) (paid subsequent to the year ended 2018) and \$250,000 within 20 months of the Agreement date (Second Bonus) (paid subsequent to the year ended 2019). 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 500,000 share purchase warrants having an exercise price of Canadian dollars \$1.00 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 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 50,000 stock options (cancelled). Mr. Hollinger resigned his position as of May 31, 2019.

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 to close the Q2 financials and cumulative first half 2019 financials. The Marrelli Support Services Inc. terminated the contract on October 3, 2019 after the Q2 2019 financial reporting.

### **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. Mr. Holm resigned as CEO on April 4, 2020.

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. Ms. Birgans resigned as President on January 31, 2020.

#### **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, 2020, 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, 2020.

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	1,285,500	\$1.00	1,947,846
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	1,285,500	\$1.00	1,947,846

**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, 2020 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, 2020, 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 shareholding.

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

2. Directorships

The following table discloses directors who, as at the year ended January 31, 2020, were directors of other reporting issuers:

Name of Director:	Other Reporting Issuers:
Tristan Brett	None
Scott Keeney	None
Klaus Kajetski	None
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, 2020, the Company’s audit committee was comprised of three directors, Scott Keeney, Tristan Brett and Klaus Kajetski. As defined in NI 52-110, Scott Keeney, Tristan Brett and Klaus Kajetski were “independent”. 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): 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 charged to the Company by its auditor for each of the last two fiscal years, by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees <sup>(1)</sup>	All Other Fees
January 31, 2020	\$22,774.50	Nil	\$2,500	Nil
January 31, 2019	\$20,750.10	Nil	\$1,800	Nil

<sup>(1)</sup> 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 six (6).

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 <sup>(1)</sup>
Tristan Brett <sup>(2)</sup> Vancouver, BC  Director	Video Game Industry Expert; Principal Artist at Relic Entertainment since 2006	September 4, 2015	358,000 <sup>(3)</sup>

Name of Nominee, Residence and Present Positions Held	Principal Occupation	Director Since	Number of Shares Beneficially Owned or Controlled <sup>(1)</sup>
Scott Keeney <sup>(2)</sup> Los Angeles, CA USA  Director	Principal of SkeeTV	May 8, 2016	50,000 <sup>(4)</sup>
Klaus Kajetski <sup>(2)</sup> Dubai, United Arab Emirates  Director	Founder of YaLLa Esports	October 11, 2018	12,500 <sup>(5)</sup>
Philip Chen, Toronto, ON Canada  Director & Chairman	Managing Partner and Co-Founder of Dynaco Capital Inc., a financial advisory firm based in Toronto and associated with numerous North American and Asian venture capital and private equity funds. Prior to founding Dynaco Capital Inc. in September 2007, Mr. Chen was a senior associate of an international private investment bank, from February 1998 to June 2006.	April 21, 2020	21,667 <sup>(6)</sup>
David Vinokurov, Toronto, ON Canada  Director, President & CEO	President and CEO of the Company since May 6, 2020. Mr. Vinokurov is an accomplished executive with more than 12 years of extensive business and corporate development experience from a variety of industries. Most recently, Mr. Vinokurov served in management consulting roles to a publicly traded social commerce company plus several fintech and blockchain-enabled payment companies. Mr. Vinokurov has directly contributed to the raising of tens of millions of dollars for start-up and small-cap companies.	June 1, 2020	166,666 <sup>(7)</sup>
Jonson Sun, Toronto, ON Canada  Director	Founder of GIC Merchant Bank Corp., Co-Founder of Ilium Capital Corp., a financial holding company that oversees over a billion dollars in client assets and Co-founder of DanQ International Inc., a leading multi-family office platform in China.	June 16, 2020	33,333 <sup>(8)</sup>

The above table sets out the names of the persons to be nominated for election or re-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 each has control or direction.

<sup>(1)</sup> Information has been furnished by the respective nominees individually.

<sup>(2)</sup> Member of the Audit Committee.

<sup>(3)</sup> Does not include an aggregate of 215,000 options held directly, of which 115,000 options are exercisable into one common share at a price of \$0.325 per common share until June 8, 2025 and 100,000 options are exercisable into one common share at a price of \$0.50 per common share until August 20, 2024.

- (4) Does not include an aggregate of 250,000 options held directly, of which 125,000 options are exercisable into one common share at a price of \$0.325 per common share until June 8, 2025; 100,000 options are exercisable into one common share at a price of \$0.50 per common share until August 20, 2024 and 25,000 options are exercisable into one common share at a price of \$1.00 per common share until July 5, 2021 .
- (5) Does not include an aggregate of 250,000 options held directly, of which 150,000 options are exercisable into one common share at a price of \$0.325 per common share until June 8, 2025 and 100,000 options are exercisable into one common share at a price of \$0.50 per common share until August 20, 2024.
- (6) Does not include an aggregate of 676,667 options held directly, 600,000 of which are exercisable into one common share at a price of \$0.32 per common share until May 1, 2025, 16,667 options are exercisable into one common share at a price of \$0.35 per common share until July 30, 2025 and 60,000 options held by Dynaco Capital Inc., a company owned and controlled by the nominee, Mr. Chen, each of which is exercisable into one common share at a price of \$1.30 per common share until December 13, 2023.
- (7) Does not include an aggregate of 566,667 options held directly, 400,000 of which are exercisable into one common share at a price of \$0.32 per common share until May 5, 2025 and 166,667 options are exercisable into one common share at a price of \$0.35 per common share until July 30, 2025.
- (8) Does not include an aggregate of 483,333 options held directly, 450,000 options of which are exercisable into one common share at a price of \$0.325 per common share until June 17, 2025 and 33,333 options held by GIC Merchant Bank, a company owned and controlled by the nominee, Mr. Sun, each of which is exercisable into one common share at a price of \$0.35 per common share until July 30, 2025.

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](http://www.sedar.com) and the Company's website at [www.fandomsports.net](http://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, 2020.

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 830 – 1100 Melville Street, Vancouver, BC, Canada  
Telephone: +1 (604) 256-6990  
Email: [Fandomsportsmedia@gmail.com](mailto:Fandomsportsmedia@gmail.com)

BOARD APPROVAL

The content and sending of this Information Circular have 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 3<sup>rd</sup> day of November, 2020.

ON BEHALF OF THE BOARD

"David Vinokurov"

David Vinokurov  
President & Chief Executive Officer