TIIDAL GAMING GROUP CORP.
(FORMERLY GTA FINANCECORP INC.)
MANAGEMENT DISCUSSION & ANALYSIS
For the three and nine months ended July 31, 2023 and 2022
(Expressed in Canadian Dollars - Unaudited)

This Management's Discussion and Analysis ("MD&A") is a review of the operations and current financial position for Tiidal Gaming Group Corp. (formerly GTA Financecorp Inc.) (the "Company" or "Tiidal"). This MD&A should be read in conjunction with the Company's condensed consolidated interim financial statements and notes for the three and nine months ended July 31, 2023 and 2022.

The Company's condensed consolidated interim financial statements and notes thereto have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC") and are reported in Canadian dollars unless otherwise noted.

Tiidal is classified as a "venture issuer" for the purposes of National Instrument 51-102. This MD&A was approved by the directors of the Company on September 28, 2023.

Caution Regarding Forward Looking Statements

Certain statements in this report are forward-looking statements which reflect management's expectations regarding future growth, results of operations, performance, business prospects and opportunities, the Company's ability to meet financial commitments and its ability to raise funds when required. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations, or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance, or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as at the date of this report. These assumptions, which include management's current expectations, the global economic environment, and the Company's ability to manage its operating costs, may prove to be incorrect. Several risks and uncertainties could cause actual results to differ materially from those expressed or implied by the forward-looking statements.

There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Actual performance, achievement or other realities could differ materially from those expressed in, or implied by, any forward-looking statements or information in this MD&A and, accordingly, investors should not place undue reliance on any such forward-looking statements or information. Further, any forward-looking statement or information speaks only as at the date on which such statement is made, and the Company does not undertake any obligation to update any forward-looking statements or information to reflect information, events, results, circumstances, realities or otherwise after the date on which such statement is made or to reflect the occurrence of unanticipated events, except as required by law, including securities laws. All forward-looking statements and information contained in this MD&A and other documents of the Company are qualified by such cautionary statements. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual realities to differ materially from those contained in any forward-looking statements.

In addition, forward-looking statements, and information herein, including financial information, is based on certain assumptions relating to the business and operations of the Company. Although the Company has attempted to identify important factors that could cause actual actions, events, or results to differ materially from those described in forward-looking statements and forward-looking information in this MD&A, and the documents incorporated by reference herein, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There is no assurance that such statements and information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information contained in this MD&A.

Business History

The table below lists the Company's wholly owned subsidiaries as at July 31, 2023:

Name of subsidiary	Jurisdiction Incorporated	Functional Currency	Accounting Method
Tiidal Gaming Holdings Inc. (formerly Tiidal Gaming Group Inc.)	Canada	Canadian dollars	Consolidation
Lazarus Esports Inc.	Canada	Canadian dollars	Consolidation
Tiidal Gaming Canada Inc.	Canada	Canadian dollars	Consolidation
Space Esports Inc.	USA	U.S. dollars	Consolidation
Tiidal Gaming NZ Limited	New Zealand	New Zealand dollars	Consolidation

Tiidal Gaming Group Corp. (formerly GTA Financecorp Inc.) (the "Company" or "Tiidal") was incorporated pursuant to the provisions of the Business Corporations Act (Ontario) on August 9, 2006. On November 9, 2021, the Company changed its name from GTA Financecorp Inc. to Tiidal Gaming Group Corp. The address of the Company's head, principal, and registered office is located at 365 Bay Street, Suite 800, Toronto, Ontario M5H 2V1. The Company's shares were listed on the TSX Venture Exchange until February 8, 2019, at which time the shares were delisted at the request of the Company. On November 17, 2021, the Company commenced trading of its common shares on the Canadian Securities Exchange (the "CSE") under the symbol TIDL.

The Company's principal business activities were owning and operating synergistic businesses across the esports ecosystem, including its wholly-owned subsidiaries Tiidal NZ incorporated on November 23, 2020 under the Companies Act 1993 in New Zealand and doing business as Sportsflare, which has developed a robust odds feed and advanced betting solutions for sportsbooks and online betting companies, Lazarus Esports Inc. ("Lazarus Esports"), a Canadian leader and globally recognized competitive esports organization, incorporated under the Business Corporations Act of Ontario on May 19, 2019, and Tiidal Gaming Holdings Inc., incorporated under the Business Corporations Act of Ontario on October 22, 2018. TGHI amalgamated with 2852773 Ontario Inc. ("GTA Subco") prior to completion of the GTA RTO transaction on November 9, 2021.

On December 14, 2020, Tiidal Gaming NZ Limited ("Tiidal NZ"), a wholly owned subsidiary of the Company, entered into and completed an asset purchase agreement with Sportsflare NZ Limited ("Sportsflare NZ") to acquire the assets of Sportsflare NZ. It continues to operate under the Sportsflare brand.

On November 9, 2021, the Company completed a transaction that resulted in a reverse takeover ("GTA RTO") of the Company by the shareholders TGHI. The Company changed its name to "Tiidal

Gaming Group Corp." and effect a consolidation of the common shares on the basis of 11.2678 pre-consolidation common shares into one new post-consolidation common shares.

The GTA RTO was completed pursuant to the terms of a business combination agreement dated July 12, 2021 (the "Definitive Agreement"), among the Company, TGHI, and 2852773 Ontario Inc. (GTA Subco).

Immediately prior to the amalgamation, TGHI's shares underwent a 1:1.2738 share split and all outstanding TGHI restricted share units ("RSUs") automatically vested. Upon effect of the split, authorized capital remains unchanged. This MD&A gives retroactive effect to such stock split named above and all share and per share amounts have been adjusted accordingly, unless otherwise noted.

On November 9, 2021, the Definitive Agreement closed, resulting in the formation of Tiidal Gaming Holdings Inc., a subsidiary of Tiidal Gaming Group Corp. Tiidal Gaming Group Corp. is the resulting issuer with shares trading on the Canadian Securities Exchange under the symbol "TIDL".

The Company completed the sale of the assets of Lazarus Esports to The Gaming Stadium on November 7, 2022. The financials results for Lazarus Esports from period from November 1 -7, 2022 are reflected in discontinued operations.

On June 9, 2023, the Company completed the sale of Tiidal NZ to Entain Holdings (UK) Limited, for consideration of $13.25 million in cash. The purchase price will be retained by the Company in a holding account for 180 days following the closing, during which period the Company may access the funds to satisfy any working capital adjustment or claims brought by Entain and may access up to 20% of the funds to pay reasonable costs related to the transaction.

Sale of Tiidal NZ

On June 9, 2023, the Company announced the completion of the sale of its wholly-owned subsidiary, Tiidal Gaming NZ Limited to Entain Holdings (UK) Limited ("Entain"), for gross proceeds of C$13,250,000. Pursuant to the transaction, the purchase price will be retained by Tiidal in a holding account for 180 days (the "Holding Period"). During the Holding Period, Tiidal may access the funds to satisfy any working capital adjustment or claims brought by Entain and may access up to 20% of the funds to pay reasonable costs related to the transaction. In connection with closing of the transaction, the Company granted 2,500,000 restricted share units to the Company's CEO pursuant to the terms of his employment agreement dated effective January 3, 2022 which were immediately vested into 2,500,000 common shares of the Company in accordance with his employment agreement and issued 1,910,700 common shares to Sportsflare personnel in satisfaction of the earn out entitlements achieved pursuant to the asset purchase agreement dated December 14, 2020, as amended September 24, 2021 (collectively, the "Share Issuances"). All securities issued pursuant to the Share Issuances are subject to a statutory four month plus a day hold period from their date of issuance. Following the Share Issuances, the Company has 87,603,908 common shares issued and outstanding. In addition, in connection with the closing of the Transaction, all stock options held by the Company's CEO vested pursuant to the terms of his employment agreement.

Overall Performance

Going Public Transactions

The Company completed the process of going public through the completion of the GTA RTO on November 17, 2021.

On July 12, 2021, the Company officially entered into the Definitive Agreement and on November 9, 2021, the GTA RTO transaction closed. The resulting issuer's shares trade on the Canadian Securities Exchange under the symbol "TIDL".

The Company increased its cash position in connection with going public through an RTO. On July 13, 2021, the Company closed a non-brokered financing of 3,576,364 subscription receipts at a price of $0.50 per subscription receipt for gross proceeds of $1,788,182 and a brokered financing of 2,971,000 subscription receipts at a price of $0.50 per subscription receipt for gross proceeds of $1,485,500. As part of the GTA RTO, Tiidal split its common shares on the basis of one pre-share split Tiidal common share for 1.2738 post-share split Tiidal common share. Each subscription receipt was, upon satisfaction of the escrow release conditions, automatically converted into one unit of Tiidal, with each unit being comprised of one post-share split common share and one-half of one post-share split warrant. Each warrant will entitle the holder to purchase one post-share split common share for a period of 24 months following the conversion date at a price of $0.75.

On July 13, 2021, $3,108,921 from the subscription receipt financing was transferred to TSX Trust Company to be released upon the satisfaction of escrow conditions, including the GTA RTO transaction.

On October 7, 2021, the Company closed a second tranche of a non-brokered financing of 296,970 subscription receipts at a price of $0.50 per subscription receipt for gross proceeds of $148,485. The subscription receipts have the same terms and escrow conditions as the first tranche which closed on July 13, 2021, as noted above. $148,485 in gross proceeds from the second tranche of the subscription financing were transferred to TSX Trust.

On November 9, 2021, upon satisfaction of the escrow release conditions, the proceeds from the subscription receipts were transferred to the Company's unrestricted bank account.

The Company issued 346,890 subscription receipts to the agents in connection with the financing and issued 457,970 compensation options to the agents upon satisfaction of the escrow conditions. Each compensation option will be exercisable for one post-share split common share or one Resulting Issuer Share (subject to any necessary adjustments), as applicable, $0.50 for a period of 24 months following the satisfaction of the escrow release conditions.

As at October 31, 2021, $136,159 in finance fees and $28,600 in HST were paid directly from the gross proceeds to agents in the private placement and $173,445 in financing charges were paid through 346,890 subscriptions in lieu of cash.

During the three months ended January 31, 2022, the Company recognized the remaining $12,966 in financing charges for the 457,970 compensation stock options issued during the year ended October 31, 2021. The Company recognized an aggregate of $481,043 from deferred financing charges upon completion of the GTA RTO and paid an additional aggregate of $14,134 in share issuance costs.

<u>Net and Comprehensive Income (Loss)</u>

The Company's net income for the nine months ended July 31, 2023 was $9,058,656 (2022 – loss of $6,360,394), which is comprised of $10,370,224 (2022 – loss $4,335,720) from continuing operations and losses of $1,311,568 (2022 – $1,877,722) from discontinued operations.

The Company's net income for the three months ended July 31, 2023 was $11,045,537 (2022 – loss of $1,085,175) which is comprised of income of $11,200,829 (2022 – loss of $465,753) from continuing operations and losses of $155,292 (2022 – $619,422) from discontinued operations.

The Company's comprehensive income for the three months ended July 31, 2023 was $11,149,870 (2022 – loss of $1,294,744).

The Company's comprehensive income for the nine months ended July 31, 2023 was $9,260,266 (2022 – loss of $6,113,442).

The income for the three and nine months ended July 31, 2023 was due to the gain on the sale of Tiidal NZ.

Going Concern

These condensed consolidated interim financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. Although the Company has generated revenue to date, it is currently unable to self-finance any future operations. The Company's ability to continue as a going concern and to realize assets at their carrying values is dependent upon its ability to obtain financing and generate profits and positive cash flows from operations in order to cover its operating costs.

The Company recognized income of $9,058,656 for the nine months ended July 31, 2023 (loss of $6,113,442 for the nine months ended July 31, 2022), and as at that date the Company's accumulated deficit was $6,742,649. These factors comprise a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. These condensed consolidated interim financial statements do not give effect to any adjustments required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying condensed consolidated interim financial statements. These adjustments could be material.

On June 9, 2023 the Company completed the sale of Tiidal NZ to Entain Holdings (UK) Limited, for consideration of $13.25 million in cash. The sale of Tiidal NZ constituted the sale of substantially all of the assets and operating activities of the Company.

Selected Period Information for the Three and Nine Months Ended July 31, 2023 and 2022

	Three months ended July 31,		Nine months ended July 31,	
	2023	**2022**	**2023**	**2022**
Revenues	-	-	-	-
Cost of sales	-	-	-	-
Expenses	$741,188	%468,171	$1,563,301	$2,993,774
Income (loss) from Continuing operations	11,200,829	(465,753)	10,370,224	(4,235,720)
Loss - Discontinued operations	(155,292)	(619,422)	(1,311,568)	(1,877,722)
Basic and diluted income (loss) per share	0.13	(0.02)	0.11	(0.09)
Total assets	$11,344,890	$2,378,399		
Total liabilities	309,427	1,010,777		

Results of Operations for The Three and Six Months Ended July 31, 2023 and 2022

Continuing operations

The Company's continuing operations reflect the corporate holding companies costs to operate. Expenses are mainly related to the salary of the CEO and other management, legal expenses and share based expenses.

Discontinued operations

The Company completed the sale of the assets of Lazarus Esports to The Gaming Stadium on November 7, 2022. The financials results for Lazarus Esports from the period from November 1 - 7, 2022 are reflected in discontinued operations.

On June 9, 2023, the Company completed the sale of Tiidal NZ to Entain Holdings (UK) Limited, for consideration of $13.25 million in cash. The financials results for Tiidal NZ for the nine months ended July 31 are reflected in discontinued operations.

General and administrative expenses

	Three months ended July 31,		Nine months ended July 31,	
	2023	**2022**	**2023**	**2022**
Office & miscellaneous	$ 8,264	$ 33,544	$ 43,878	$ 101,694
Salaries and benefits	155,260	90,427	291,173	262,654
Professional fees	90,401	20,755	403,233	141,835
Insurance and bank	6,328	(11,993)	44,467	8,707
	$ 260,253	$ 132,743	$ 782,751	$ 514,890

For the three and nine months ended July 31, 2023, the Company's general and administrative expenses increased by $127,510 and $267,861. Most of that increase relates to legal expenses related to the sale of Tiidal NZ.

Summary of Quarterly Results

The following financial data for continuing operations was derived from the eight most recently completed financial quarters:

	July 31, 2023	April 30, 2023	January 31, 2023	October 31, 2022
Revenues	$ -	$ -	$ -	$ -
Net income (loss)	11,045,537	(952,171)	(936,894)	(1,308,489)
Income (Loss) per share - basic and diluted	$0.13	($0.01)	($0.01)	($0.01)
Weighted average number of shares outstanding	85,713,748	83,193,208	82,216,755	72,799,126

	July 31, 2022	April 30, 2022	January 31, 2022	October 31, 2021
Revenues	$ -	$ -	$ -	$ -
Net loss	(1,085,175)	(1,180,865)	(3,884,785)	(879,817)
Loss per share - basic and diluted	($0.02)	(0.01)	(0.05)	(0.02)
Weighted average number of shares outstanding	72,605,792	72,043,327	71,783,735	55,876,028

Liquidity and Capital Resources

As at July 31, 2023, the Company had working capital of $11,035,463 (October 31, 2022 – working capital deficiency of $325,998), consisting primarily of cash, trade and other receivables, and prepaid expenses and deposits, offset by accounts payable.

The Company anticipates that it will have sufficient resources to meet the working capital requirements of the Company for at least the next 12 months and be able to fund operations and working capital requirements in order to settle its obligations as they come due. On June 9, 2023, the Company completed the sale of Tiidal NZ to Entain Holdings (UK) Limited, for consideration of $13.25 million in cash.

Cash Flows

On June 9, 2023 the Company completed the sale of the Tiidal NZ to Entain Holdings (UK) Limited, for consideration of $13.25 million in cash.

A summary of cash flows for the nine months ended July 31, 2023 and 2022 is as follows:

	2023	2022	Change
Operating activities	$10,839,888	(1,499,803)	12,339,691
Investing activities	(10,600,000)	(3,948)	(10,596,052)
Financing activities	153,776	3,373,253	(3,219,477)
Discontinued operations	(581)	(1,721,411)	1,720,830
Effect of fx on cash	11,340	(24,138)	35,478
Change in cash	404,423	123,953	280,470

Operating Activities

For the nine months ended July 31, 2023, operating activities created $10,839,888 in cash and discontinued operations used $1,365,850 in cash. The increase in cash was mainly attributable to the sale of Tiidal NZ.

Investing Activities

For the nine months ended July 31, 2023, investing activities included the purchase of 180-day GIC's for $10.6 million.

Financing Activities

For the nine months ended July 31, 2023 financing activities from continuing operations related to a private placement completed in December 2022, and from discontinued operations was a loan received from Entain related to the operations of Tiidal NZ.

For the six months ended July 31, 2022, financing activities consisted of $3,257,408 in proceeds released from escrow upon completion of GTA RTO and $11,376 of share issuance costs refunded. This was offset by $31,360 of lease payments, $38,000 for repayment of promissory notes payable, $30,000 paid for repurchase of shares, and $25,510 of share issuance costs paid.

Off-Balance Sheet Arrangements

The Company did not enter into any off-balance sheet arrangements as at July 31, 2023 or as at the date of this report.

Related Party Transactions

Key management consists of the officers and directors who have authority and are responsible for overseeing, planning, directing and controlling the activities of the Company.

For the nine months ended July 31, 2023 and July 31, 2022 the Company incurred charges with officers and directors recorded at their exchange amounts as agreed upon by transacting parties as follows:

	Nine months ended July 31, 2023	Nine months ended July 31, 2022
Management fees	$ 143,433	$ 133,400
Salaries	374,593	467,650
Share-based payments	404,052	1,133,845
	$ 933,078	**$ 1,734,895**

Share-based payments are the fair value of stock options granted to key management personnel as at the grant date.

For the nine months ended July 31, 2023 and 2022, key management personnel were not paid any post-employment benefits, termination payments, or any other long-term benefits.

Due to/from Related Parties

As at July 31, 2023, included in trade and other receivables is $nil (October 31, 2022 - $2,552) owing to the Company from an officer of the Company.

As at July 31, 2023, included in accounts payable and other liabilities is $6,188 (October 31, 2022 – $92,718) in amounts payable to directors and officers of the Company. The amount is unsecured, non-interest bearing and due on demand.

Proposed Transactions

As at the date of this MD&A, the Company has no proposed transactions.

Commitments

As at July 31, 2023, and the date of this MD&A, the Company did not have any commitments.

Accounting Standards, Amendments and Interpretations not yet Effective

Accounting standards issued but not yet effective

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective.

Management anticipates that all the pronouncements will be adopted in the Company's accounting policies for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Company's financial statements is provided below. Certain other new standards and interpretations have been issued but are not expected to have an impact on the Company's condensed consolidated interim financial statements.

Financial and Other Instruments

Fair values

Hierarchical levels, defined by IFRS 7 and directly related to the amount of subjectivity associated with inputs to fair valuation of these financial assets and liabilities are as follows:

Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);

Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices) (Level 2); and

Inputs for the assets or liability that are not based on observable market data (unobservable inputs) (Level 3).

The fair values of the cash, restricted cash, trade and other receivables, and accounts payable and other liabilities approximate their carrying values due to the relatively short-term nature of these financial instruments.

The following table sets for the Company's financial assets and liabilities measured at fair value on a recurring basis by level within the fair value hierarchy:

		Level 1		Level 2		Level 3
Cash	$	415,505	$	-	$	-
Short-term investments		10,600,000				
Trade and other receivables		-		299,594		-
Accounts payable and other liabilities		-		(271,283)		-
Government loan payable		-		(38,144)		-
Total	**$**	**11,015,505**	**$**	**(9,833)**	**$**	**-**

Cash is comprised of:

		July 31, 2023		October 31, 2022
Cash held in bank account	$	415,505	$	11,082

Cash includes demand deposits with financial institutions and cash equivalents consist of short-term, highly liquid investments purchased with original maturities of three months or less. As at July 31, 2023 and October 31, 2022, the Company had no cash equivalents.

Risk Management

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company's maximum exposure to credit risk for its trade receivables is equal to the carrying amount of those items.

100% (October 31, 2021 – 100%) of the Company's cash is held with a major Canadian financial institution and thus the exposure to credit risk on cash is considered insignificant. Management actively monitors the Company's exposure to credit risk under its financial instruments, including with respect to trade and other receivables.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support its normal operating requirements. The Company coordinates this planning and budgeting process with its financing activities through its capital management process.

Maturity analysis of liabilities which are due in next twelve months can be summarized as follows:

	July 31, 2023	October 31, 2022
Accounts payable and accrued liabilities	$ 271,283	$ 649,712
Liabilities classified as held for sale	-	478,238
Government loan payable	38,144	35,044
	$ 309,427	**$ 1,162,994**

Foreign currency risk

Foreign currency risk is the risk that the fair values or future cash flows of the Company's financial instruments will fluctuate because of changes in foreign currency exchange rates. The Company's currency risk primarily arises from financial instruments denominated in US dollars that are held in entities with a Canadian dollar functional currency. Conversely for the Tiidal NZ subsidiary who has a NZ dollar functional currency, currency risk primarily arises from financial instruments denominated in Canadian dollars that are held in Tiidal NZ.

The Company is exposed to foreign currency risk on fluctuations related to cash, accounts receivable, and accounts payable and accrued liabilities that are denominated in US dollars. Therefore, a 10% appreciation or depreciation of the U.S. dollar against the Canadian dollar would have resulted in an approximate $3,000 respectively, in net income (loss).

Interest rate risk

The Company does not have any significant exposure as at July 31, 2023 and October 31, 2022 to interest rate risk through its financial instruments.

Other MD&A Requirements

Outstanding Share Data

The following table summarizes the number of common shares outstanding and reserved for issuance, as at the current MD&A date and as at July 31, 2023:

	July 31, 2023	**Sept 28, 2023**
Common shares outstanding		
Opening balance – Oct 31, 2022	80,231,301	
Private placement – Dec 1, 2022	2,961,907	
Sportsflare milestone – Jun 9, 2023	1,910,700	
RSU conversion – Jun 9, 2023	2,500,000	
Outstanding common shares of the Resulting Issuer	87,603,908	
Stock options exercised	-	
Outstanding common shares	87,603,908	87,603,908
Additional common shares reserved for potential future issue re:		
Share purchase warrants	13,864,917	13,864,917
Stock options	12,175,558	12,175,558
Fully diluted total	113,644,383	113,644,383

As at July 31, 2023, the following stock options were outstanding, entitling the holders thereof the right to purchase one common share for each option held as follows:

Number Outstanding	Exercise Price	Expiry Date	Number Exercisable
457,971	$0.50	November 9, 2023	457,971
127,380	$0.39	May 29, 2025	127,380
244,057	$0.28	June 8, 2025	244,057
127,380	$0.39	July 2, 2025	127,380
955,350	$0.39	November 9, 2025	676,706
1,462,500	$0.30	November 17, 2025	690,627
2,900,000	$0.30	January 4, 2027	1,896,000
127,380	$0.16	January 8, 2029	127,380
127,380	$0.16	January 24, 2029	127,380
2,356,530	$0.16	February 1, 2029	2,356,530
31,845	$0.16	March 21, 2029	31,845
159,225	$0.16	March 29, 2029	159,225
764,280	$0.16	April 1, 2029	764,280
764,280	$0.16	April 2, 2029	764,280
1,470,000	$0.10	December 31, 2023	1,470,000
100,000	$0.10	October 1, 2026	100,000
12,175,558			12,175,558

As at the date of this report, the following stock options were outstanding, entitling the holders thereof the right to purchase one common share for each option held as follows:

Number Outstanding	Exercise Price	Expiry Date	Number Exercisable
457,971	$0.50	November 9, 2023	457,971
127,380	$0.39	May 29, 2025	127,380
244,057	$0.28	June 8, 2025	244,057
127,380	$0.39	July 2, 2025	127,380
955,350	$0.39	November 9, 2025	676,706
1,462,500	$0.30	November 17, 2025	690,627
2,900,000	$0.30	January 4, 2027	1,896,000
127,380	$0.16	January 8, 2029	127,380
127,380	$0.16	January 24, 2029	127,380
2,356,530	$0.16	February 1, 2029	2,356,530
31,845	$0.16	March 21, 2029	31,845
159,225	$0.16	March 29, 2029	159,225
764,280	$0.16	April 1, 2029	764,280
764,280	$0.16	April 2, 2029	764,280
1,470,000	$0.10	December 31, 2023	1,470,000
100,000	$0.10	October 1, 2026	100,000
12,175,558			12,175,558

At July 31, 2023 the following warrants were outstanding, entitling the holders thereof the right to purchase one common share for each warrant held as follows:

Number	Exercise Price	Expiry Date	Number Vested
3,939,409	$0.75	Nov 9, 2023	3,939,409
5,597,051	$0.15	Sept 20, 2025	5,597,051
1,366,550	$0.15	Oct 12, 2025	1,366,550
2,961,907	$0.15	Nov 30, 2025	2,961,907
13,864,917			13,864,917

At the date of this report the following warrants were outstanding, entitling the holders thereof the right to purchase one common share for each warrant held as follows:

Number	Exercise Price	Expiry Date	Number Vested
3,939,409	$0.75	Nov 9, 2023	3,939,409
5,647,051	$0.15	Sept 20, 2025	5,647,051
1,366,550	$0.15	Oct 12, 2025	1,366,550
2,961,907	$0.15	Nov 30, 2025	2,961,907
13,914,917			13,914,917

Risks and Uncertainties

The Company believes that the following risks and uncertainties may materially affect its success:

Limited Operating History

The Company is relatively new with limited operating history and operates in the emerging industry of Esports. The business has been operating since 2010 and has yet to generate consistent profits from its activities. The Company is subject to all of the business risks and uncertainties associated with any new business enterprise.

Substantial Capital Requirements and Liquidity

Substantial additional funds to maintain business operations and for the acquisition of new business or assets will be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities. To meet such funding requirements, the Company will be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all.

Competition and Changes in Technology

The Company must compete with other esports organizations, in varying respects and degrees. For example, the Company will be in competition with other esports teams streamers, and other forms of digital entertainment as well as established and start-up B2B data companies. As a result of the large number of options available and global nature of the online gaming industry, the Company faces strong competition for esports competitors and fans. Given the nature of esports, there can be no assurance that the Company will be able to compete effectively, including with companies that may have greater resources than the Company has and as a consequence, the Company's business and results of operations may be materially, negatively affected.

Current and potential competitors have established or may establish cooperative relationships amongst themselves or with third parties to compete more effectively. Existing and potential competitors may also develop enhancements to, or future generations of, competitive products and services that will have better performance features than the Company's products and services. As a result of the early stage of the industry in which the Company operates, it expects to face additional competition from new entrants. To remain competitive, the Company will require a continued high level of investment in research and development, marketing, sales and client support. The Company may not have sufficient resources to maintain research and development, marketing, sales and client support efforts on a competitive basis which could materially and adversely affect the business, financial condition and results of operations of the Company.

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon on the performance of the directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers, or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

The online gaming industry is heavily regulated

While the Company does not presently require licenses for its technology offerings in the betting sector based on current operations as a business-to-business data offering that does not directly interact with end-customers, the regulation around betting is evolving rapidly and that may change in the future. The Company and its officers, directors, major shareholders, key employees and business partners will generally be subject to the laws and regulations relating to online gaming of the jurisdictions in which the Company may conduct business, as well as the general laws and regulations that apply to all e-commerce businesses, such as those related to privacy and personal information, tax and consumer protection. These laws and regulations vary from one jurisdiction to another and future legislative and regulatory action, court decisions or other governmental action, which may be affected by, among other things, political pressures, attitudes and climates, as well as personal biases, may have a material impact on the Company's operations and financial results. In particular, some jurisdictions have introduced regulations attempting to restrict or prohibit online gaming, while others have taken the position that online gaming should be licensed and regulated and have adopted or are in the process of considering legislation to enable that to happen. Even where a jurisdiction purports to license and regulate online gaming, the licensing and regulatory regimes can vary considerably in terms of their business-friendliness and at times may be intended to provide incumbent operators with advantages over new licensees. As such, some "liberalized" regulatory regimes are considerably more commercially attractive than others.

Regulatory regimes imposed upon gaming providers vary by jurisdiction. Typically, however, most regulatory regimes include the following elements:

- a requirement for gaming license applicants to make detailed and extensive disclosures as to their beneficial ownership, their source of funds, the probity and integrity of certain persons associated with the applicant, the applicant's management competence and structure and business plans, the applicant's proposed geographical territories of operation and the applicant's ability to operate a gaming business in a socially responsible manner in compliance with regulation;

- Interviews and assessments by the relevant gaming authority intended to inform a regulatory determination of the suitability of applicants for gaming licenses;

- Ongoing reporting and disclosure obligations, both on a periodic and ad hoc basis in response to material issues affecting the business;

- The testing and certification of software and systems, generally designed to confirm such things as the fairness of the gaming products offered by the business, their genuine randomness and ability accurately to generate settlement instructions and recover from outages;

- The need to account for applicable gaming duties and other taxes and levies, such as fees or contributions to bodies that organize the sports on which bets are offered, as well as contributions to the prevention and treatment of problem gaming; and

- Social responsibility obligations.

Any gaming license may be revoked, suspended or conditioned at any time, and the industry has recently experienced significantly more enforcement actions, particularly in Great Britain, where the Gambling Commission has issued fines against numerous operators for regulatory failings. The loss of a gaming license in one jurisdiction could trigger the loss of a gaming license or affect the Company's eligibility for such a license in another jurisdiction, and any of such losses, or potential for such loss, could cause the Company to cease offering some or all of its product offerings in the impacted jurisdictions. The Company may be unable to obtain or maintain all necessary registrations, licenses, permits or approvals, and could incur fines or experience delays related to the licensing process, which could adversely affect its operations. The determination of suitability process may be expensive and time-consuming. The Company's delay or failure to obtain gaming licenses in any jurisdiction may prevent it from distributing its product offerings, increasing its customer base and/or generating revenues in that jurisdiction. A gaming regulatory body may refuse to issue or renew a gaming license if the Company, or one of its directors, officers, employees, major shareholders or business partners: (i) are considered to be a detriment to the integrity or lawful conduct or management of gaming, (ii) no longer meet a licensing or registration requirement, (iii) have breached or are in breach of a condition of licensure or registration or an operational agreement with a regulatory authority, (iv) have made a material misrepresentation, omission or misstatement in an application for licensure or registration or in reply to an inquiry by a person conducting an audit, investigation or inspection for a gaming regulatory authority, (v) have been refused a similar gaming license in another jurisdiction, (vi) have held a similar gaming license in that province, state or another jurisdiction which has been suspended, revoked or cancelled, or (vii) has been convicted of an offence, inside or outside of a particular jurisdiction that calls into question the honesty or integrity of the Company or any of its directors, officers, employees or associates.

Cybersecurity risks

The Company's operations involve the storage and transmission of customer data, including personally identifiable information, and security incidents could result in unauthorized access to, the loss of, or unauthorized disclosure of such information. To mitigate cybersecurity risks, the Company has built a technical team headed by Christopher Herrmann, which has designed and maintains the Company's technology platform from a security perspective. The Company does not currently have cybersecurity insurance. Although the Company has security systems in place and what it deems sufficient security around its system to prevent unauthorized access, it must ensure that it continually enhances security and fraud protection within its platform, and if the Company is unable to do so it may become subject to liability for privacy breaches or consequences that result from any unanticipated incident. As a result of advances in computer capabilities, new discoveries in the field of cryptography or other developments, a compromise or breach of the Company's security precautions may occur. The techniques used to obtain unauthorized, improper or illegal access to the Company's systems, data or customers' data and to sabotage its system are constantly evolving and may be difficult to detect quickly. An information breach in the Company's system and loss of confidential information such as credit card numbers and related information, or interruption in the operation of the Company's applications, could have a longer and more significant impact on the Company's business operations than any hardware failure. A compromise in the Company's security system could severely harm its business by the loss of its customers' confidence in it and thus the loss of their business. The Company may be required to spend significant funds and other resources to protect against the threat of security breaches or to alleviate problems caused by these breaches. However, protection may not be available at a reasonable price, or at all. Any failure to adequately comply with necessary protective measures could result in fees, penalties and/or litigation. Concerns regarding the security of e-commerce and the privacy of customers may also inhibit the growth of the Internet as a means of conducting commercial transactions, which may result in a reduction in revenues and increase operating expenses preventing the Company from achieving profitability.

Conflicts of Interest

Certain directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, because of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The British Columbia Business Corporations Act ("BCBCA") provides that if a director has a material interest in a contract or proposed contract or agreement that is material to the Company, the director must disclose his interest in such contract or agreement and refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

Litigation

In the ordinary course of business, the Company and its subsidiaries may become involved in various legal and regulatory actions. The Company establishes legal provisions when it becomes probable that the Company will incur a loss and the amount can be reliably estimated. Although it is possible that liabilities may be incurred in instances for which no accruals have been made, the Company has no reason to believe that the ultimate outcome of these matters would have a material impact on its consolidated financial position.