

i3 Interactive Inc.
Annual Information Form

**For the Fiscal Year ended December 31, 2020
December 16, 2021**

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ANNUAL INFORMATION FORM

This Annual Information Form is dated as of December 16, 2021 (the “**AIF Date**”), and unless otherwise indicated, the information contained herein is dated as of the last day of the most recently completed financial year of i3 Interactive Inc., ended December 31, 2020 (the “**Fiscal Year-End Date**”).

In this Annual Information Form, unless otherwise indicated or if the context otherwise requires, (i) “**i3**” means i3 Interactive Inc., and where the context so requires, includes its predecessors, and (ii) the “**Company**”, “**we**”, “**us**” and “**our**” means, collectively, i3 Interactive Inc., and its Subsidiaries, together with their respective predecessors (where the context so requires). All financial information and all dollar amounts in this Annual Information Form are prepared in Canadian dollars, unless otherwise indicated, and in accordance with International Financial Reporting Standards (“**IFRS**”) as issued by the International Accounting Standards Board.

MARKET AND INDUSTRY DATA

This Annual Information Form may include market, industry data, and statistical information that has been obtained from third party sources, including industry publications. Market, industry data, and statistical information are subject to variations and cannot be verified with complete certainty due to, among other things, limits on the availability and reliability of raw data at any particular point in time, the voluntary nature of the data gathering process or other limitations and uncertainties inherent in any statistical survey. Further, third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of included information.

Although i3 believes that market and industry data included in this Annual Information Form is accurate and that its estimates and assumptions are reasonable, there can be no assurance as to the accuracy or completeness of such data. Except as may be reasonable in the circumstances, the Company has not taken additional steps to independently verify any of the data from third-party sources referred to in this Annual Information Form or ascertained the underlying economic assumptions relied upon by such sources. Accordingly, readers are cautioned not to place undue reliance on the market and industry data included in this Annual Information Form. Except as required by Applicable Securities Laws, the Company does not intend, and does not assume any obligation, to update or revise any such information or data, whether as a result of new information, future events or otherwise.

CAUTIONARY STATEMENTS

Certain statements contained in this Annual Information Form, and in the documents incorporated by reference in this Annual Information Form, constitute “forward-looking information” and “forward-looking statements” (together, “**forward-looking statements**”) within the meaning of Applicable Securities Laws and are based on assumptions, expectations, estimates and projections as at the AIF Date. Forward-looking statements relate to future events or future performance and reflect Management’s expectations or beliefs regarding future events. In certain cases, forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved” or the negative of these terms or comparable terminology.

Forward-looking statements in this Annual Information Form and in documents incorporated by reference herein include, but are not limited to, statements with respect to:

- the Company’s business objectives and milestones and the anticipated timing of, and costs in connection with, the execution or achievement of such objectives and milestones;
- the Company’s future growth prospects and intentions to pursue one or more viable business opportunities;
- the development of the Company’s business and future activities following the AIF Date;
- expectations relating to market size and anticipated growth in the jurisdictions within which the Company may from time to time operate or contemplate future operations;

- expectations with respect to economic, business, regulatory and/or competitive factors related to the Company or the online and mobile sports gambling and betting industry generally;
- the impact of COVID-19 on the Company's current and future operations;
- the market for the Company's current and proposed product offerings, as well as the Company's ability to capture market share;
- the Company's strategic investments and capital expenditures, and related benefits;
- the distribution methods expected to be used by the Company to deliver its product offerings;
- the competitive landscape within which the Company operates and the Company's market share or reach;
- the performance of the Business and the operations and activities of the Company;
- the Company's ability to generate cash flow from operations and from financing activities;
- the Company's ability to obtain, maintain, and renew or extend, applicable Authorizations, including the timing and impact of the receipt thereof;
- the realization of cost savings, synergies or benefits from the Company's recent and proposed acquisitions (including, without limitation, the proposed acquisition of Smoke Cartel Inc.), and the Company's ability to successfully integrate the operations of any business acquired within the Business;
- the Company's intention to devote resources to the protection of its intellectual property rights, including by seeking and obtaining registered protections and developing and implementing standard operating procedures.

Forward-looking statements are subject to certain risks and uncertainties. Although Management believes that the expectations reflected in these forward-looking statements are reasonable, undue reliance should not be placed on them as actual results may differ materially from the forward-looking statements.

Importantly, forward-looking statements are estimates reflecting Management's current expectations and beliefs, and are based upon certain assumptions that Management believes to be reasonable based on the information currently available to Management, including, but not limited to, the assumptions that: (a) current and future Management will abide by the business objectives and strategies from time to time established by the Company, (b) i3 will retain and supplement its Board and Management, or otherwise engage consultants and advisors, having knowledge of the industries (or segments thereof) within which the Company may from time to time participate, (c) the Company will have sufficient working capital and the ability to obtain the financing required in order to develop the Business and continue operations, (d) the Company will continue to attract, develop, motivate and retain highly qualified and skilled consultants and/or employees, as the case may be, (e) no adverse changes will be made to the regulatory framework governing online and mobile gaming and sports betting, taxes and all other applicable matters in the jurisdictions in which the Company conducts the Business and any other jurisdiction in which the Company may from time to time conduct the Business, (f) the Company will be able to generate cash flow from operations, including, through the sale of online and mobile gaming and sports betting services (g) the Company will be able to execute on its business strategy, as in place from time to time, (h) the Company will be able to meet the requirements necessary to obtain and/or maintain Authorizations required to conduct the Business, (i) general economic, financial market, regulatory and political conditions in the jurisdictions within which the Company operates from time to time will remain the same, (j) the Company will be able to compete in, and remain competitive within, the online and mobile sports gambling and betting space, (k) the Company will be able to effectively manage anticipated and unanticipated costs, (l) the Company will be able to maintain internal controls over financial reporting and disclosure, and procedures in order to ensure compliance with applicable Laws, (m) current and future economic conditions, including the impact

of COVID-19, will not negatively affect the Company and the Business, (n) the Company will be able to conduct its operations in a safe, efficient and effective manner, and (o) general market conditions will be favourable with respect to the Company's future plans and goals.

By their very nature forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Some of the risks that could cause results to differ materially from those expressed in forward-looking statements in this Annual Information Form and in documents incorporated by reference herein include:

- the Company's inability to attract and retain qualified members of Management to grow the Business and its operations;
- unanticipated changes in economic and market conditions (including changes resulting from COVID-19) or in applicable Laws;
- the impact of the publications of inaccurate or unfavourable research by securities analysts or other third parties;
- the Company's failure to complete future acquisitions or enter into strategic business relationships;
- unanticipated changes in the online and mobile sports gambling and betting industry in the jurisdictions within which the Company may from time to time conduct its business and operations, including the Company's inability to respond or adapt to such changes;
- risks relating to projections of the Company's operations; and
- the Company's inability to effectively manage unanticipated costs and expenses, including costs and expenses associated with product recalls and judicial or administrative proceedings against the Company.

Readers are cautioned that the foregoing list of factors are not exhaustive. The Company provides no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements, and, in evaluating these forward-looking statements, readers should specifically consider various factors, including the risks outlined under the heading "*Risk Factors*", which may cause actual results to differ materially from the results, performance or achievements of the Company expressed or implied by any forward-looking statements.

The forward-looking statements contained herein are made as of the AIF Date, and except as required by Applicable Securities Laws, the Company does not intend, and does not assume any obligation, to update these forward-looking statements.

CERTAIN DOCUMENTS INCORPORATED BY REFERENCE

The following documents filed by i3 with the Canadian securities regulatory authorities are specifically incorporated by reference into, and form an integral part of, this Annual Information Form: the 2021 Information Circular; the Collaboration Agreement; and the Amelco Licensing Agreement.

Any statement contained in this Annual Information Form or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded, for purposes of this Annual Information Form, to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so

modified or superseded shall not be deemed in its unmodified or superseded form to constitute part of this Annual Information Form.

Copies of the documents incorporated by reference in this Annual Information Form may be obtained upon request in writing or by telephone from Garfinkle Biderman LLP, legal counsel to the Company, without charge at 1 Adelaide Street East, Suite 801, Toronto, Ontario, M5C 2V9 (Telephone: 416-869-1234) or from the Company by e-mail, without charge, at troy@i3company.com. These documents are also available under the Company's profile on SEDAR at www.sedar.com.

GLOSSARY OF TERMS

The following is a glossary of certain terms used in this Annual Information Form. Words importing the singular, where the context requires, include the plural and vice versa, and words importing any gender include all genders.

“**2021 Information Circular**” means the information circular of the Company dated April 27, 2021 prepared in connection with the annual and special meeting of the shareholders of the Company held on June 1, 2021.

“**AIF Date**” has the meaning ascribed thereto under “*Annual Information Form*”.

“**Amalco 1**” means the corporation resulting from the amalgamation of Numco 1 and Influencers.

“**Amalco 2**” means the corporation resulting from the amalgamation of Numco 2 and Debtco.

“**Amalgamations**” has the meaning ascribed thereto under *General Development of the Business – Significant Acquisitions*.

“**Amelco Licensing Agreement**” has the meaning ascribed thereto under *Description of the Business – Product Offerings*.

“**Annual Information Form**” means this annual information form of the Company for the financial year of the Company ended December 31, 2020, dated December 16, 2021.

“**Applicable Securities Laws**” means, as applicable, the securities legislation, securities regulation and securities rules, and the policies, notices, instruments and blanket orders of each Canadian securities regulator having the force of applicable Law and in force from time to time.

“**Audit Committee**” means the audit committee of the Board, as constituted from time to time.

“**Authorizations**” means, collectively, all consents, licenses, registrations, permits, authorizations, permissions, orders, approvals, clearances, waivers, certificates, and declarations issued, granted, given or otherwise made available by or under the authority of any Government Entity or pursuant to any requirement under applicable Law;

“**BCBCA**” means the *Business Corporations Act* (British Columbia), including any regulations promulgated thereunder, as amended.

“**B.C. India Holding Subsidiary**” has the meaning ascribed thereto under *General Development of the Business - Developments during the Financial Year ended December 31, 2020*.

“**BLITZBET**” has the meaning ascribed thereto under *General Development of the Business - Developments during the Financial Year ended December 31, 2020*.

“**Board**” means the board of directors of the Company, as constituted from time to time.

“**Business**” means the business carried on by the Company and its Subsidiaries as at AIF Date, and where the context so requires, includes the business carried on by the Company and its Subsidiaries prior to the AIF Date.

“**Business Combination Agreement**” has the meaning ascribed thereto under *General Development of the Business – Significant Acquisitions*.

“**C-218**” has the meaning ascribed thereto under *Regulatory Overview – Canada*.

“Collaboration Agreement” has the meaning ascribed thereto under *General Development of the Business - Developments during the Financial Year ended December 31, 2020*.

“Common Shares” means the common shares in the capital of the Company.

“Company”, **“we”**, **“us”** and **“our”** has the meaning ascribed thereto under *“Annual Information Form”*.

“Compensation Committee” means the compensation committee of the Board, as constituted from time to time.

“Corporate Governance and Nominating Committee” means the corporate governance and nominating committee of the Board, as constituted from time to time.

“COVID-19” means the Coronavirus disease 2019, an infectious disease caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2).

“Criminal Code” has the meaning ascribed thereto under *Regulatory Overview – Canada*.

“CSE” means the Canadian Securities Exchange.

“Debtco” has the meaning ascribed thereto under *General Development of the Business – Significant Acquisitions*.

“Debtco Amalgamation” has the meaning ascribed thereto under *General Development of the Business – Significant Acquisitions*.

“Debtco Amalgamation Agreement” has the meaning ascribed thereto under *General Development of the Business – Significant Acquisitions*.

“Deluxe Crown” has the meaning ascribed thereto under *General Development of the Business - Developments during the Financial Year ended December 31, 2020*.

“DTC” has the meaning ascribed thereto under *General Development of the Business - Developments during the Financial Year ended December 31, 2020*.

“Esperanza” has the meaning ascribed thereto under *General Development of the Business - Developments during the Financial Year ended December 31, 2020*.

“February Offering” has the meaning ascribed thereto under *General Development of the Business - Developments subsequent to the Financial Year ended December 31, 2020*.

“February Offering Finder Warrant” has the meaning ascribed thereto under *General Development of the Business - Developments subsequent to the Financial Year ended December 31, 2020*.

“February Offering Unit” has the meaning ascribed thereto under *General Development of the Business - Developments subsequent to the Financial Year ended December 31, 2020*.

“February Offering Warrant” has the meaning ascribed thereto under *General Development of the Business - Developments subsequent to the Financial Year ended December 31, 2020*.

“First Amalgamation” has the meaning ascribed thereto under *General Development of the Business – Significant Acquisitions*.

“Fiscal Year-End Date” has the meaning ascribed thereto under *“Annual Information Form”*.

“forward-looking statements” has the meaning ascribed thereto under *“Cautionary Statements”*.

“Governmental Entities” means: (a) any international, multi-national, national, federal, provincial, territorial, State, regional, municipal, local or other government, governmental or public department, central bank, court, tribunal, arbitral body, commission, board, bureau, commissioner, minister, cabinet, governor in council, ministry, agency or instrumentality, domestic or foreign (b) any subdivision or authority of any of the foregoing, (c) any quasi-governmental or private body exercising any regulatory, expropriation or taxing authority under or for the account of any of the foregoing, or (d) any stock exchange, including, for greater certainty, the CSE.

“India LOI” has the meaning ascribed thereto under *General Development of the Business - Developments subsequent to the Financial Year ended December 31, 2020*.

“India LOI Funding Commitment” has the meaning ascribed thereto under *General Development of the Business - Developments subsequent to the Financial Year ended December 31, 2020*.

“India Poker Acquisition” has the meaning ascribed thereto under *General Development of the Business - Developments during the Financial Year ended December 31, 2020*.

“Influencers Units” has the meaning ascribed thereto under *General Development of the Business – Significant Acquisitions*.

“IFRS” has the meaning ascribed thereto under *“Annual Information Form”*.

“Jolt” has the meaning ascribed thereto under *General Development of the Business - Developments during the Financial Year ended December 31, 2020*.

“Laws” means, with respect to any Person, any and all applicable law (statutory, common or otherwise), constitution, treaty, convention, ordinance, code, rule, regulation, order, injunction, judgment, decree, ruling or similar requirement, whether domestic or foreign, enacted, adopted, promulgated or applied by a Governmental Entity that is binding upon or applicable to such Person or its business, undertaking, property or securities, and to the extent that they have the force of law, policies, guidelines, notices and protocols of any Governmental Entity, as amended, unless expressly specified otherwise.

“Listed Warrants” has the meaning ascribed thereto under *General Development of the Business - Developments subsequent to the Financial Year ended December 31, 2020*.

“LivePool Acquisition Agreement” has the meaning ascribed thereto under *General Development of the Business - Developments subsequent to the Financial Year ended December 31, 2020*.

“LivePools” has the meaning ascribed thereto under *General Development of the Business - Developments subsequent to the Financial Year ended December 31, 2020*.

“Majority Interest” has the meaning ascribed thereto under *General Development of the Business - Developments during the Financial Year ended December 31, 2020*.

“Management” means the management of the Company, as constituted from time to time.

“Material Adverse Effect” means a material adverse effect on the business, the properties, assets, liabilities (including contingent liabilities), results of operations, financial performance, financial condition, or the market and trading price of the securities, of the Company and its Subsidiaries, taken as a whole.

“May Offering” has the meaning ascribed thereto under *General Development of the Business - Developments subsequent to the Financial Year ended December 31, 2020*.

“May Offering Finder Warrant” has the meaning ascribed thereto under *General Development of the Business - Developments subsequent to the Financial Year ended December 31, 2020*.

“Minority Interest” has the meaning ascribed thereto under *General Development of the Business - Developments during the Financial Year ended December 31, 2020*.

“Moonshine” has the meaning ascribed thereto under *General Development of the Business - Developments subsequent to the Financial Year ended December 31, 2020*.

“Numco 1” has the meaning ascribed thereto under *General Development of the Business – Significant Acquisitions*.

“Numco 2” has the meaning ascribed thereto under *General Development of the Business – Significant Acquisitions*.

“Non-Exhaustive List of Risk Factors” has the meaning ascribed thereto under *“Risk Factors”*.

“Options” means the incentive stock options of the Company granted pursuant to the Stock Option Plan.

“Person” includes any individual, partnership, association, body corporate, organization, trust, estate, trustee, executor, administrator, legal representative or government (including any Governmental Entity), syndicate or other entity, whether or not having legal status.

“PGA” has the meaning ascribed thereto under *Regulatory Overview – India*.

“Red Rush” has the meaning ascribed thereto under *General Development of the Business - Developments subsequent to the Financial Year ended December 31, 2020*.

“State” means a state in the United States.

“Stock Option Plan” means the 10% rolling stock option plan of the Company as amended from time to time.

“Subco” has the meaning ascribed thereto under *General Development of the Business - Developments subsequent to the Financial Year ended December 31, 2020*.

“Subsidiary” means a Person that is controlled directly or indirectly by another Person and includes a subsidiary of that subsidiary.

“Target Shares” has the meaning ascribed thereto under *General Development of the Business - Developments during the Financial Year ended December 31, 2020*.

“United States” or **“U.S.”** means the United States of America and its territories and possessions.

“U.S. Commercial Partner” has the meaning ascribed thereto under *General Development of the Business - Developments subsequent to the Financial Year ended December 31, 2020*.

“U.S. Expansion” has the meaning ascribed thereto under *General Development of the Business - Developments subsequent to the Financial Year ended December 31, 2020*.

“U.S. Expansion Agreement” has the meaning ascribed thereto under *General Development of the Business - Developments subsequent to the Financial Year ended December 31, 2020*.

“Warrants” means the common share purchase warrants of the Company.

CORPORATE STRUCTURE

Name, Address and Incorporation

The Company was formed under the BCBCA on May 25, 2007. The Company was incorporated under the name “Strike Exploration Corp.” and filed a notice of alteration on April 23, 2009 to change its name to “Fairmont Resources Inc.” In connection with the First Amalgamation, the Company filed a notice of alteration of articles on June 11, 2020 to change its name from “Fairmont Resources Inc.” to “i3 Interactive Inc.” On October 2, 2018, the Company completed a consolidation on the basis of ten (10) pre-consolidation Company common shares for each one (1) post-consolidation Company share.

The head and registered office of the Company is located at 789 West Pender Street, Suite 810, Vancouver, BC, V6C 1H2.

The Company is a reporting issuer in the provinces British Columbia, Alberta, Ontario. The Common Shares are listed on the CSE, under the trading symbol “BETS” and on the Frankfurt Stock Exchange, under the trading symbol “F003.” The Listed Warrants are listed on the CSE under the trading symbol “BETS.WT”.

Intercorporate Relationships

As at the AIF Date, the Company has eight direct, wholly-owned Subsidiaries, and one indirect, majority-owned Subsidiary.

As at the AIF Date, the following chart sets out the material intercorporate relationships of the Company, as at the AIF Date:

Name of Subsidiary	Jurisdiction of Incorporation	Ownership
Influencers Amalco 1 Ltd.	British Columbia	100%
Influencers Amalco 2 Ltd.	British Columbia	100%
Deluxe Crown B.V.	Curacao	100%
Nigton Cloud Ltd.	Cyprus	100% by Nigton
BlitzBet Sports Holding Ltd.	Malta	100%
1248134 B.C. Ltd.	Canada	100%
Redrush Online Private Limited	India	90%
Esperanza Gaming Private Limited	India	67.4%
4195906 NS Ltd.	Canada	100%

GENERAL DEVELOPMENT OF THE BUSINESS

The following is a description of the general development of the Business during the last three (3) financial years of the Company ended December 31, 2018, 2019 and 2020.

Developments during the Financial Years ended December 31, 2018 and 2019

There were no significant developments to the Company's operations or business during the financial years ended December 31, 2018 and 2019. During this two year period, Company's predecessor, Fairmont, did not carry on any active, material business operations, and was engaged in identifying and evaluating potential business opportunities.

Developments during the Financial Year ended December 31, 2020

- June 16, 2020: Influencers entered into a collaboration agreement (the "**Collaboration Agreement**") with Jolt Solutions Ltd. ("**Jolt**"). The Collaboration Agreement was assigned to the Company upon completion of the First Amalgamation. Under the terms of the Collaboration Agreement, Jolt functions as an operating partner of the Company by helping facilitate and guide the development and the launch of new product offerings, harnessing its expansive i-Gaming network to source legal gaming opportunities for the Company in various jurisdictions; and sourcing promotional opportunities and partnerships for the Company. The Company pays Jolt a monthly fee of \$33,334. Jolt received 12,729,333 shares of Influencers under the Collaboration Agreement.
- June 18, 2020: The Company, 1250313 B.C. Ltd. ("**Numco 1**") and Influencers entered into a business combination agreement (the "**Business Combination Agreement**"), pursuant to which the parties agreed to complete a business combination by way of a three-cornered amalgamation (the "**First Amalgamation**") under the BCBCA. Concurrently, on June 18, 2020, the Company, 1250310 B.C. Ltd. ("**Numco 2**"), and 1250312 B.C. Ltd. ("**Debtco**") entered into an amalgamation agreement (the "**Debtco Amalgamation Agreement**"), pursuant to which the parties agreed to complete a three-cornered amalgamation on June 29, 2020 (the "**Debtco Amalgamation**, and together with the First Amalgamation, the "**Amalgamations**") under the BCBCA.
- June 29, 2020: The Company completed the Amalgamations. The First Amalgamation resulted in (i) Numco 1 and Influencers amalgamating to form Amalco 1, a new entity which is a wholly-owned subsidiary of the Company (ii) a reverse take-over of the Company by the shareholders of Influencers, and (iii) the Company filing a notice of alteration of articles to change its name to "i3 Interactive Inc." The Debtco Amalgamation resulted in Numco 2 and Debtco amalgamating to form Amalco 2, a new entity which is a wholly owned subsidiary of the Company.

In connection with the Amalgamations, Influencers completed a private placement of 22,899,508 units of Influencers ("**Influencers Units**") at a price of \$0.25 per Influencers Unit for gross proceeds of \$5,724,877 that closed on June 29, 2020 (the "**Offering**"). Each Influencers Unit is comprised of one (1) common share of Influencers and one (1) common share purchase warrant to acquire an additional common share of Influencers at a price of \$0.50 per additional common share of Influencers for a period of two (2) years from the date of issuance of the common share purchase warrant. Following completion of the First Amalgamation (as a result of which each shareholder of Influencers received one (1) Common Share for every one (1) common share of Influencers), and the listing of the Common Shares on the CSE, the Company may in its sole discretion issue a press release and provide a notice to the holder of Influencers Units notifying such holders that the exercise period of the common share purchase warrants of Influencers will be reduced to 30 days if the closing price (or closing bid price on days where there are no trades) of the Common Shares on the CSE is at least \$0.75 for a minimum of 10 consecutive trading days.

Pursuant to the terms of the Business Combination Agreement and the Debtco Amalgamation Agreement, each shareholder of Influencers and Debtco received one (1) Common Share for every one (1) common share of Influencers and one (1) common share of Debtco, respectively. Each holder of an Influencers Unit received one Common Share and one Company Warrant. Each shareholder of a common share in the capital of Numco 1 received one (1) common share in the capital of Amalco 1. Each shareholder of a common share in the

capital of Numco 2 received one (1) common share in the capital of Amalco 2. Company Warrants and Company Options were issued to the holders of common share purchase warrant of Influencers, and common share purchase options of Influencers. respectively, on the basis of 1:1, and such common share purchase warrants and common share purchase options of Influencers were thereby cancelled. As consideration for the issuance of Company Shares to the holders of common shares of Influencers and common shares of Debtco to effect the Amalgamations, Amalco 1 issued to the Company one (1) common share of Amalco 1 for each one (1) Company Share issued, and Amalco 2 issued to the Company one (1) common share of Amalco 2 for each one (1) Company Share issued.

- July 2, 2020: The Common Shares commenced trading publicly on the Canadian Securities Exchange, under the trading symbol, “BETS”.
- July 9, 2020: The Company launches LineMovement.com, a sports content platform, focused on solidifying the Company’s position within the greater online gaming marketplace and leveraging the Company’s social media presence to drive massive traffic to the Company’s affiliates and partners.
- July 28, 2020: The Common Shares commenced trading on the Frankfurt Stock Exchange under the ticker symbol “F003.”
- July 31, 2020: The Company launches “Blitzbet”, its online sports betting and gaming brand (“**BLITZBET**”), in a limited number of jurisdictions on the domain: www.Blitzbet.eu. BlitzBet offers customers a global suite of sports betting products, with a key focus on major North American sports as well as internationally popular sports such as soccer and tennis, as well as a variety of casino games.
- August 24, 2020: The Company’s warrants, which were originally warrants issued by Influencers under the Offering and which were exchanged into Company Warrants upon completion of the First Amalgamation (the “**Listed Warrants**”) commence trading on the CSE under the ticker “BETS.WT”.
- August 28, 2020: The Company completed the acquisition of Deluxe Crown B.V (“**Deluxe Crown**”), a private limited liability corporation governed by the laws of Curacao. Deluxe Crown owns a non-restricted license to operate online gaming issued by the Curacao Gaming control Board. The consideration for the acquisition was satisfied through: (a) a cash payment of €70,000, which was paid at the date of the signing of the definitive agreement governing the acquisition; and (b) a cash payment of €10,000, which was paid upon completion of certain obligations.
- November 19, 2020: The Company secures eligibility by the Depository Trust Company (“**DTC**”) for its Common Shares on the OTC Markets. The Common Shares become tradeable under the symbol “BLITF” on the OTC Markets.
- December 15, 2020: The Company completed the acquisition of 1248134 B.C. Ltd. (“**1248134**”) a company incorporated in British Columbia, Canada. 1248134 is a holding company which owns 90% of Redrush Online Private Ltd. (“**Redrush**”) which in turn owns 67.4% interest in Esperanza Gaming Private Ltd. (“**Esperanza**”). Redrush and Esperanza are both companies incorporated in India. Esperanza owns and operates various Indian poker brands. The acquisition was completed by way of a three-cornered amalgamation under the BCBCA, among the Company, 1248134, and 1260039 B.C. Ltd (“**Subco**”). 1248134 and Subco amalgamated to combine their corporate existence, with the entity resulting from the amalgamation continuing as a wholly-owned subsidiary of the Company, under the name “i3 India Holdings Corp.” (the “**B.C. India Holding Subsidiary**”). Pursuant to the transaction, the Company acquired all the issued and outstanding shares of 1248134 (the “**Target Shares**”), and in exchange, issued, to the former shareholders of 1248134 one (1) Common Share for each Target Share held prior to the amalgamation. An aggregate of 7,859,600 Common Shares were issued to the former shareholders of 1248134, at a deemed value of \$0.20 per Common Share and an aggregate value of \$1,571,920 (the “**India Poker Acquisition**”).

- December 23, 2020: The Company enters into a definitive agreement (“**LivePool Acquisition Agreement**”) to acquire LivePools Private Limited (“**LivePools**”), whereby the Company shall acquire 51% of the shareholdings in LivePools (the “**Majority Interest**”) for an aggregate of USD \$7,500,000 (the “**LivePool Acquisition**”). The Company shall acquire the Majority Interest over the course of four (4) tranches. Under the terms of the LivePools Agreement, the Company has the option to acquire the remaining 49% of shareholdings in LivePools (the “**Minority Interest**”) for USD \$7,500,000. The Company has the right to exercise the option to acquire the Minority Interest on or before February 1, 2022.

Developments subsequent to the Financial Year ended December 31, 2020

- January 25, 2021: The Company, through its subsidiary Redrush, closes the initial tranche of the LivePool Acquisition. Redrush acquires 10,215 shares of LivePools, representing 12.61% of the equity ownership of LivePools, for a cash consideration of \$1,400,000 USD.
- February 5, 2021: The Company completes a non-brokered private placement (the “**November Offering**”) of 6,666,667 units of the Company (the “**November Offering Units**”) at a price of \$0.225 per Unit for aggregate gross proceeds of \$1,500,000 CDN. Each November Offering Unit consists of one (1) Common Shares, and one (1) transferable share purchase warrant (the “**November Offering Warrant**”). Each November Offering Warrant entitles holder thereof to purchase one (1) additional Common Share for a period of two (2) years from the closing date of the November Offering at a price of \$0.40 per Common Share. In connection with the November Offering, the Company paid finder’s fees consisting of \$120,000 cash and 533,333 finder warrants (the “**November Offering Finder Warrants**”) to certain arm’s length finders. Each November Offering Finder Warrant entitles the holder thereof to purchase one (1) Common Share at a price of \$0.40 for a period of two (2) years from the closing date of the November Offering.
- February 11, 2021: The Company completes a non-brokered private placement (the “**February Offering**”) of 6,666,667 units of the Company (the “**February Offering Units**”) at a price of \$0.0225 per Unit for aggregate gross proceeds of \$1,500,000 CDN. Each February Offering Unit consists of one (1) Common Share and one (1) common share purchase warrant (the “**February Offering Warrant**”). Each February Offering Warrant entitles the holder thereof to purchase one (1) additional Common Share at a price of \$0.40 per Common Share for a period of two (2) years. In connection with the February Offering, the Company issued 145,155 finder warrants (the “**February Offering Finder Warrants**”) to certain arm’s length finders. Each February Offering Finder Warrant entitles the holder thereof to purchase one (1) Common Share at a price of \$0.40 per Common Share for a period of two (2) from the date of the closing date of the February Offering.
- March 2, 2021: The Company re-brands LivePools to BLITZPOOLS. The re-brand of the fantasy sports platform is comprised of several developments, including: the expansion of features such as instant same-day money withdrawals; a coin-based loyalty program redeemable for gift vouchers, meet & greet sessions, cashback, and tickets for on-ground matches; and the platform’s availability on iOs and Android apps.
- March 8, 2021: In connection with the re-brand of LivePools to BLITZPOOLS, the Company partners with some India’s well-known cricketers Ishan Kishan, Rahul Chahar, Shreyas Gopal, and Wriddhiman Saha.
- March 16, 2021: The Company announces corporate strategy to enter into United States online gambling market. The Company signed an agreement (the “**U.S. Expansion Agreement**”) to collaborate with a large U.S facing commercial partner (the “**U.S. Commercial Partner**”) to exploit this gap in the market. is confident that there are a number of land-based casino operators who have market access (namely the ability to obtain a license) for online gambling in the U.S. states where gambling has recently been legalized but who currently have limited expertise in building and managing a digital gambling platform and offering (the “**U.S Expansion**”).
- March 29, 2021: The Company announces Chris Neville is no longer the Chief Executive Officer of the Company. The Board appoints Troy Grant, a director of the Company, to serve as interim Chief Executive Officer.

- April 1, 2021: The Company, through its subsidiary Redrush, closes the second tranche of the LivePool Acquisition. Redrush acquires an additional 16,905 shares of LivePools for a cash consideration of \$2,350,000 USD. As a result of the second tranche closing, Redrush holds 27,120 shares of LivePools, representing 30.72% of the equity ownership.
- April 17, 2021: The Company enters into a binding letter of intent to acquire 100% of Moonshine Technologies Private Limited (“**Moonshine**”), an India-based leading online gaming company (the “**India LOI**”). The letter of intent contemplates a proposed business combination whereby the Company would acquire all of the issued and outstanding shares of Moonshine. Under the India LOI, the Company commits to investing USD\$5,000,000 within 10 business days of the signing of the India LOI, which will partially be financed through a non-brokered private placement of Common Shares at \$0.33 per Common Share (the “**India LOI Funding Commitment**”).
- April 20, 2021: In connection with the announcement of the India LOI, the Company’s Common Shares are halted for trading on the CSE.
- May 12, 2021: Chris Neville resigns from the Board.
- May 14, 2021: The Company completes a non-brokered private placement (the “**May Offering**”) of 20,402,362 Common Shares of the Company at a price of \$0.33 per Common Share for aggregate gross proceeds of \$6,732,779.37 CAD. In connection with the May Offering, the Company a finder’s fee of \$15,576 to certain arm’s length finders, and issued an aggregate of 47,200 finder warrants (the “**May Offering Finder Warrants**”). Each May Offering Finder Warrant entitles the holder thereof to purchase one (1) Common Share at a price of \$0.33 for a period of 24 months from the closing of the May Offering.
- May 14, 2021: The Company enters into a share subscription agreement with Moonshine, whereby the Company agrees to purchase USD\$5,000,000 worth of compulsorily convertible cumulative preference shares of Moonshine, fulfilling the India LOI Funding Commitment.
- May 21, 2021: The Company completes a corporate name change to “i3 Interactive Inc.”
- November 19, 2021: The Company terminates the India LOI and the transactions thereunder.

Significant Acquisitions

The Company completed the India Poker Acquisition on December 15, 2020. The Company was not obligated to file a Form 51-102F4 in respect of this acquisition. For more information on the India Poker Acquisition, please refer to page 10 of this AIF, under the sub-heading “Developments during the Financial Year ended December 31, 2020” under Section 3 – *General Development of the Business*.

Subsequent to its fiscal year end, the Company completed two tranches of the LivePool Acquisition. The Company filed a Form 51-102F4 in respect of the first tranche closing of the LivePool Acquisition on April 15, 2021. For more information on LivePool Acquisition, please refer to sub-headings “Developments during the Financial Year ended December 31, 2020” and “Developments subsequent to the Financial Year ended December 31, 2020” under Section 3 – *General Developments of the Business*.

DESCRIPTION OF THE BUSINESS

General

The Company has one reportable operating segment – the development and provision of online and mobile sports betting and gaming products (including games of skill and games of chance). As of the date of this AIF, the Company operates in three (3) geographical jurisdictions: India, Canada, and the United States. The Company operates through the following brands and platforms: (1) Blitzbet; (2) Blitzpoker; and (3) Blitzpools. For more information on the

product offerings of Blitzbet, Blitzpoker, and Blitzpools, please refer to the subheading “Product Offerings” on page 13 of this AIF.

During the financial year of the Company ended December 31, 2020, the Company generated \$364,699 in revenue of which, (i) approximately 84% of the total revenues of the Company were derived from sales relating to Blitzbet, and (ii) approximately 16% of the total revenues were derived from Blitzpoker. The Company generated no revenues for the year ended December 31, 2019 as it was not operational.

For the period ended June 30, 2021, the Company generated \$1,630,118 in revenue, of which, (i) approximately 18.9% of the total revenues of the Company were derived from sales relating to Blitzbet, (ii) approximately 46.21% of the total revenues were derived from Blitzpoker, and (iii) 34.89% of the total revenues were derived from the Company’s U.S Expansion.

The followings sections are intended to provide a summary of the business and operations of the Company material, as at the AIF Date.

Product Offerings

(1) BLITZBET

BLITZBET is an online sportbook and casino brand operated by the Company’s subsidiary, Deluxe Crown, under a master licence granted by Curacao. Deluxe Crown is a company registered and established under the laws of Curacao. BLITZBET is accessible through both mobile and web browser applications to only Canadian users. The sportsbook platform on BLITZBET functions like a “bookmaker” in that it accepts bets from individuals sports bettors on the outcome of events taking place with in a sporting contest. Deluxe Crown makes a margin from bets placed by customers. BLITZBET also offers a suite of casino games, such as blackjack, roulette and slots. The Company has licensed, through a licensing agreement dated February 12, 2019 with Amelco UK Limited (the “**Amelco Licensing Agreement**”) a fully customizable technology platform through which the Company runs BLITZBET.

(2) BLITZPOKER

The Company operates BLITZPOKER through its subsidiaries in India – Redrush and Esperanza. BLITZPOKER is an online poker platform, which provides residents of certain Indian states with free to play poker games, as well as pay to play poker games.

(3) BLITZPOOLS

The Company operates BLITZPOOLS through its subsidiary Livepools. BLITZPOOLS is an online fantasy platform available on Android, iOS, and desktop. It provides users with various sporting statistics and allows them to make selections, predictions, and create their own fantasy teams across multiple sporting platforms such as cricket, football (soccer), and kabaddi. BLITZPOOLS also engages users with quiz games that allow users to win prizes. Users participate in contests by paying pre-designated amounts, which includes a pre-determined platform fee for accessing BLITZPOOLS, and a contribution towards the prize money pool. At the end of a pre-determined match, a participant with the highest aggregate points is eligible to win a pre-designated prize which is disbursed out of the prize money pool.

U.S. Expansion

The Company is actively pursuing its expansion into the United States by way of the U.S. Expansion Agreement. Pursuant to the U.S Expansion Agreement, the Company’s subsidiary, 419 Nova Scotia is receiving a fee from the U.S Commercial Partner, in order to locate and retain the interest of a licensed land-based casino operator in the United States, and to subsequently build and manage a digital gambling platform. As of the date of this AIF, the 419 Nova Scotia has received \$568,756 from the U.S. Commercial Partner.

Production and Sales

The Company's product offerings are available through its online and mobile platforms including BLITZBET, BLITZPOKER, and BLITZPOOLS.

Specialized Skill and Knowledge

Several members of the management team of the Company have in-depth knowledge of and experience in the online gaming and sports betting industry.

Competitive Conditions

The online sports-betting and gaming industry is highly competitive, constantly evolving and subject to regulatory and rapid technological change. The Company faces significant competition in all aspects of its business and competes for customers with other online (including mobile) and land-based gaming and interactive entertainment developers and operators based on many factors, including the quality of the customer experience, brand awareness, reputation, security, integrity and access to other distribution channels. Although the Company believes that it competes favorably, its competitors could develop more compelling product offerings, services, or content which could adversely affect the Company's ability to attract and retain customers. As the Company introduces new product offerings, its existing products evolve, or other companies introduce new product offerings or merge with competitors into larger entities, the Company may become subject to additional and/or more intense competition. The Company's competitors, whether known or unknown, may also take advantage of large user and customer bases, networks through social networks, and third- party relationships to grow rapidly.

The Company's ability to compete effectively with its competitors is based on a number of factors, including its ability to:

- (i) maintain its strong reputation among its customers and global brand awareness;
- (ii) maintain appropriate liquidity in real money gaming, and continue to grow its large customer base and customer engagement across existing and new lines of operation;
- (iii) provide comprehensive and varied gaming and entertainment offerings at competitive prices;
- (iv) provide a superior customer experience, including through appropriate responsible gaming policies and related customer support tools, promotions, incentives, features, customer protections, and effective software development and efficient back-office infrastructure, customer service, payment processing, security and integrity, as applicable;
- (v) develop product offerings designed for distribution across multiple channels and to new, large audiences with superior functionality and efficient implementation, including through the use of innovative architecture and technologies that the Company believes will result in a higher degree of customer acceptance and player preference;
- (vi) successfully promote the regulation of online gaming and maintain its existing and obtain new licenses or approvals to operate and offer online gaming in existing and new jurisdictions, as applicable; and
- (vii) maintain a strong culture of environmental, social and corporate responsibility.

Cycles

The Company's business is not expected to be materially cyclical or seasonal.

Intangible Properties

As of the AIF Date, the Company has sub-licensing rights under the Amelco Licensing Agreement. Deluxe Crown owns a master gaming licence granted in Curacao.

Foreign Operations

As at the AIF Date, the Company's operates the Business substantially in foreign jurisdictions, particularly India. For risks associated with its foreign operations, please refer to risk factors set out in Schedule A of this AIF.

Employees

As at the AIF Date, the Company has approximately 13 employees, with approximately 3 employees based in Canada, 9 employees based in Europe, and approximately 1 employee based in other jurisdictions.

REGULATORY OVERVIEW

India

The Company currently operates only games of pure skill in India. Games of pure skill are not considered to be ‘gambling’ under the principal act governing gambling in India – the Public Gambling Act (the “PGA”). Accordingly, management is of the view that the business of the Company is not illegal under Indian law, and is not subject to any regulatory of licensing requirements.

The PGA criminalizes the act of ‘gambling’ in a public forum in India and the keeping of a ‘common gaming house’. However, the PGA makes an important exemption for games of skill from the prohibitive ambit of the PGA.

The PGA distinguishes between betting on a “game of chance” and staking on a “game of skill” by expressly exempting “games of skill” from its penal provisions against gambling. Thus, it can be concluded that Indian laws in general differentiate between games of skill and games of chance and specify a strict prohibition on participation and offer of games of chance for stakes, while taking a more favourable position with games of skill.

The West Bengal Gambling and Prize Competition Act, 1957, further expressly excludes bridge, poker, rummy, and nap from the definition of gaming or gambling.

The question of whether an online fantasy sports game can be considered gambling was decided in the matter of Varun Gumber v. Union Territory of Chandigarh and Others (2017 CriLJ 382) by the High Court of Punjab and Haryana. The Court held that online fantasy sports do not fall within the activity of gambling under the applicable laws in the states. The court stated that the success in fantasy sports depends on the exercise of superior knowledge, judgment, adroitness, training and attention. According to the court a player is required to draft a virtual team, an exercise which amongst other things, requires an assessment of relative worth of each sportsperson i.e., an understanding of the opportunity cost of getting the player on board, study of rules of the fantasy sport and analysis of the relative strengths of all players.

In the above case the court also observed parallels between skills required in betting on horse racing and the skills required in participating in a fantasy sport, declaring that the skills required to play the two sports are same, thus concluding that fantasy sports are a game of skill. In accordance with this view, it stated that the same way in which a player must understand and analyse the rules of horse racing, stamina of the horse, form of the horse and skills of the rider while betting on horse racing, a player must also know rules of fantasy sports, the form of the real-life sportspersons, statistics associated with the real-life sport etc.

This reasoning of the High Court of Punjab and Haryana was also reiterated by the Bombay High Court in the case of Gurpreet Singh Sachar v. Union of India and Others (Order dated 30 April 2019 by the Bombay High Court in Criminal Public Interest Litigation (St) No. 22 of 2019).

Therefore, by placing reliance on exemption of the game of poker from the definition of gambling in West Bengal and decisions of the Supreme Court of India, it can be concluded that playing poker and other similar skill based card games for the legitimate forms of consideration would be permitted due to the overt element of skill involved in these games.

It is important to note that the state legislations of Andhra Pradesh, Tamil Nadu, Sikkim, Telangana, Assam, and Odisha do not permit the playing of ‘games of skill’ for money. BLITZPOOLS and BLITZPOKER do not operate in those states.

Canada

In Canada, gaming regulation exists in a type of shared jurisdiction between the federal government of Canada and the provincial and territorial governments across the country. At the federal level, the Canadian Criminal Code (the “**Criminal Code**”) contains provisions that govern gambling activity. The Criminal Code does not expressly prohibit online gambling operations conducted via a foreign operator.

The Company operates BLITZBET through its subsidiary Deluxe Crown, who owns a master gaming license granted by the country of Curacao. Payment processing of the operations on BLITZBET are conducted through Nigton Cloud Ltd., a wholly owned subsidiary of Deluxe Crown. Management is of the belief that the operations of BLITZBET are not unlawful in Canada. A different interpretation may be adopted by a court of competent jurisdiction, which could have a material adverse effect on the Company’s business, financial condition and operating results.

On August 27, 2021, Bill C-218, *Safe and Regulated Sports Betting Act* (“**C-218**”) came into force. C-218 amended the Criminal Code, legalizing single-event betting, and allowing provinces to determine how to conduct single-event betting. The Company intends to comply with provincial registration requirements, as they become available.

RISK FACTORS

The Company is subject to a number of risks. A non-exhaustive list of certain specific and general risks that Management is aware of and believe to be material to, and could affect, the business, results of operations, prospects and financial condition of the Company (the “**Non-Exhaustive List of Risk Factors**”) is attached as Schedule “A” to this Annual Information Form. When reviewing forward-looking statements and other information contained in this Annual Information Form, readers should carefully consider the Non-Exhaustive List of Risk Factors, as well as other uncertainties, potential events and industry and company-specific factors that may have a Material Adverse Effect on the Company.

The Non-Exhaustive List of Risk Factors are not a definitive list of all risk factors associated with an investment in the Company or in connection with the Business. Additional risks and uncertainties not presently known to Management or that Management does not currently anticipate will be material may impair the Company’s business operations and its operating results, and as a result could materially impact the business, results of operations, prospects and financial condition of the Company. Further, the Company operates in a regulated and rapidly changing environment. New risk factors emerge from time to time and it is not possible for Management to predict all risk factors or the impact of such factors on the Business. Except as required by Applicable Securities Laws, the Company does not intend, and does not assume any obligation, to update or revise the Non-Exhaustive List of Risk Factors attached as Schedule “A” to this Annual Information Form or other information contained in this Annual Information Form.

DIVIDENDS AND DISTRIBUTIONS

To date, the Company has not declared or paid any cash dividends on any of its issued securities. Other than requirements imposed under applicable corporate law, there are no other restrictions on the ability of the Company to pay dividends under the articles and other constating documents of the Company.

As at the AIF Date, the Company does not have any intention of paying dividends in the foreseeable future. Any determination to pay any future dividends in any of the Company’s issued securities will remain at the discretion of the respective board of directors and will be made based an assessment of various factors, including, the Company’s earnings, financial requirements and other conditions deemed relevant by the respective board of directors.

DESCRIPTION OF CAPITAL STRUCTURE

The Company’s authorized share capital consists of an unlimited number of common shares. As at the Fiscal Year-End Date, there were 154,577,854 Common Shares issued and outstanding. As at the AIF Date, there were 222,753,428 Common Shares issued and outstanding.

Common Shares

Holders of Common Shares are entitled to one (1) vote for each Common Share held at all meetings of the shareholders of the Company, to receive dividends if, as and when declared by the Board at its discretion from funds legally available for the payment of dividends, and, upon the liquidation, dissolution or winding up of the Company, to participate rateably in any distribution of the remaining property or assets of the Company, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares of the Company, ranking senior in priority to, or on a *pro rata* basis with, the holders of Common Shares with respect to dividends or liquidation.

The Common Shares do not carry any pre-emptive rights, conversion or exchange rights, or redemption, retraction, repurchase rights, nor do they contain any sinking fund or purchase fund provisions. There are no provisions requiring a holder of Common Shares to contribute additional capital, and there are no restrictions on the issuance of additional Common Shares by the Company.

Stock Options

The Company has in place the Stock Option Plan, which was last approved by the shareholders of the Company on June 1, 2021, The Stock Option Plan provides for the issuance of Options to directors, officers, employees and

consultants of the Company as an incentive to assist the Company in attaining its goal of improved shareholder value. The principal purposes of the Stock Option Plan are (i) to permit the directors, executive officers, employees, consultants and Persons providing investor relation services to participate in the growth and development of the Company through the grant of equity-based awards, and (ii) to allow the Company to reduce the proportion of executive compensation otherwise paid in cash and reallocate those funds to other corporate initiatives.

The following summary of certain terms of the Stock Option Plan is qualified, in its entirety, by the full text of the Stock Option Plan, which is available under the Company’s profile on SEDAR at www.sedar.com:

- (a) The Stock Option Plan is a “rolling” plan pursuant to which the aggregate number of Common Shares reserved for issuance thereunder may not exceed, at the time of grant, in the aggregate 10% of the Company’s issued and outstanding Common Shares from time to time.
- (b) The Stock Option Plan authorizes the Board or a committee of the Board to which the responsibility of approving the grant of Options has been delegated (such committee, referred to herein as the “**Approval Committee**”) to fix the grant date and the expiry date of Options, and the exercise prices at which Options may be exercised to purchase Common Shares.
- (c) The period during which a particular Option may be exercised (the “**Exercise Period**”) may not exceed 10 years from the grant date of such Option. Any Option or part thereof not exercised within the Exercise Period will terminate and become null, void and of no effect as of the expiry date (the “**Stock Option Expiry Date**”). The Stock Option Expiry Date is the earliest of the date fixed by the Board or the Approval Committee, as the case may be, or the 90th day following the date the Person ceases to hold their position other than by reason of death or disability, or sooner as prescribed by the Stock Option Plan.
- (d) The exercise price at which an Option may be used to purchase a Common Share is determined by the Board or the Approval Committee, as the case may be. The exercise price may not be less than the market value for the Common Shares, and is subject to any adjustments required to secure all necessary approvals of any securities regulatory bodies having jurisdiction over the Company, the Stock Option Plan or the Option.
- (e) The number of Common Shares reserved for issuance to any one Person (other than a consultant of the Company) in any 12 month period may not exceed 5% of the outstanding Common Shares at the time of grant.
- (f) The number of Common Shares reserved for issuance to any one consultant or Person providing investor relations services to the Company, in any 12 month period, may not exceed 2% of the outstanding Common Shares at the time of grant.
- (g) The Options issued under the Stock Option Plan are not subject to mandatory vesting provisions, except that that Options granted to Persons providing investor relations services to the Company must vest in stages over not less than 12 months with no more than 25% of such Options vesting in any three month period.
- (h) The Options are non-assignable and not transferable, except under limited circumstances.

As at the AIF Date, the Company has an aggregate of 2,936,667 unexercised Options issued and outstanding. The following table describes the material terms of the issued and outstanding Options.

Date Issued	Number of Underlying Common Shares	Exercise Price	Expiry Date
July 1, 2020	2,936,667	\$0.25	July 1, 2023

Restricted Share Units (“RSU”)

On March 21, 2021, the Board implemented and adopted a restricted share unit plan (the “**2021 RSU Plan**”), reserving for issuance, combined with any equity securities granted under all other compensation arrangements adopted by the

Company, including the 2021 Option Plan, a maximum of 20% of the issued and outstanding Shares at the time of grant.

As at the AIF Date, the Company has an aggregate of 2,500,000 RSU's. The following table describes the material terms of the issued and outstanding RSU:

Date Issued	Number of Underlying Common Shares	Exercise Price	Expiry Date
March 22, 2021	2,500,000	N/A	March 22, 2024

Warrants

As at the AIF Date, the Company has an aggregate of 83,348,402 unexercised Warrants issued and outstanding. The following table describes the material terms of the issued and outstanding Warrants. Of the issued and outstanding Warrants, as at the AIF Date, an aggregate of 21,805,540 Warrants are listed on the CSE under the symbol "BETS.WT"

Date Issued	Number of Underlying Common Shares	Exercise Price	Expiry Date
June 29, 2020	21,805,540	\$0.50	June 29, 2022
June 2, 2020	36,590,000	\$0.25	June 2, 2023
June 1, 2020	840,000	\$0.05	June 29, 2022
June 29, 2020	12,031,498	\$0.25	July 1, 2022
December 18, 2020	2,800,000	\$0.25	December 18, 2022
January 24, 2021	3,614,697	\$0.21	January 24, 2023
February 11, 2021	6,666,667	\$0.40	February 11, 2023

MARKET FOR SECURITIES

Trading Price and Volume

The Common Shares were listed on the CSE effective July 2, 2021, and as at the AIF Date, continue to be listed on the CSE under the trading symbol "BETS". On April 20, 2021, in connection with the announcement of the India LOI, the Company's Common Shares were halted for trading on the CSE. The Common Shares remain halted as at the AIF Date.

The Common Shares are currently also listed and posted for trading on the Frankfurt Stock Exchange, under the symbol "F003."

Effective August 24, 2020, the Listed Warrants commenced trading on the CSE under the ticker "BETS.WT".

The following tables sets forth information relating to the trading of the Common Shares on the CSE for the months indicated:

CSE

Month	High	Low	Trading Volume
December 2020	\$0.26	\$0.18	2,564,043
November 2020	\$0.32	\$0.125	4,855,073
October 2020	\$0.37	\$0.18	1,850,931
September 2020	\$0.45	\$0.305	986,770
August 2020	\$1.01	\$0.30	5,895,088
July 2020	\$0.87	\$0.51	6,023,511

June 2020	N/A	N/A	N/A
May 2020	N/A	N/A	N/A
April, 2020	N/A	N/A	N/A
May 2020	N/A	N/A	N/A
February 2020	N/A	N/A	N/A
January 2020	N/A	N/A	N/A

Prior Sales

During the financial year of the Company ended December 31, 2020, the Company issued the following securities, which are convertible into Common Shares but are not listed or quoted on a marketplace:

Stock Options

Date Issued	Number	Number of Common Shares Issuable Upon Exercise	Exercise Price (per Common Share)
June 1, 2020	7,860,000	7,860,000	\$0.25

Warrants

Date Issued	Number	Number of Common Shares Issuable Upon Exercise	Exercise Price (per Common Share)
June 2, 2020	40,000,000	40,000,000	\$0.25
June 1, 2020	7,000,000	7,000,000	\$0.25
June 1, 2020	7,000,000	7,000,000	\$0.05
June 29, 2020	14,429,598	14,429,598	\$0.25
December 18, 2020	6,000,000	6,000,000	\$0.25

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTIONS ON TRANSFER

The following table sets out the securities of the Company that were, to the knowledge of the Company, subject to escrow or subject to a contractual restriction on transfer as of the end of the Company's most recently completed financial year ended December 31, 2020.

Designation of Class	Number of Securities Held in Escrow	Percentage of Class ⁽¹⁾
Common Shares	28,563,342	18.48%

Notes:

- (1) Based on 154,577,854 Common Shares issued and outstanding as at December 31, 2020.
- (2) Pursuant to the Escrow Agreement, 31,737,047 Common Shares, (the "Escrowed Securities") were deposited into escrow in connection with the listing of the Common Shares on the CSE. Pursuant to the terms of the Escrow Agreement, 10% of the Escrowed Securities were released from escrow on the date the Common Shares were listed on the CSE, with the remaining Escrowed Securities to be released in increments of 15% every 6 months thereafter, subject to acceleration provisions provided for in National Policy 46-201 - *Escrow for Initial Public Offering*.

DIRECTORS AND OFFICERS

Name, Occupation and Security Holding

The following table sets out certain information with respect to the directors and officers of the Company. Each director of the Company is elected to hold office until the next annual meeting of the shareholders of the Company or until their successor is duly elected or appointed.

Name, and Province, and Country of Residence	Position	Principal Occupation(s) for Past Five Years⁽¹⁾	Director or Officer Since
Troy James Grant (Bedford, Nova Scotia)	<i>Director, and Interim Chief Executive Officer, Corporate Secretary</i>	Chief Executive Officer, Elcora Advanced Materials	June 29, 2020
James Henning (Vancouver, British Columbia)	<i>Chief Financial Officer</i>	President and Founder, Corpfinance Advisors Inc; Chief Financial Officer, Resinco Capital Partners; Chief Financial Officer, Global Care Capital Inc.; Consultant, Westcoast Sunset Holdings Corporation; Chief Financial Officer, True Resources Zone Inc.	June 29, 2020
Binyomin Posen ⁽²⁾ (Toronto, Ontario, Canada)	<i>Director</i>	Senior Analyst, Plaza Capital; Director, Sniper Resources Ltd.; Director and Senior Officer, Dixie Brands Inc.; Director and Senior Officer, Hinterland Metals Inc.; Director and Senior Officer, Agau Resources Inc.; Director, Prominex Resource Corp.; Director, Chief Executive Officer and Chief Financial Officer, Jiminex Inc.; Director, Fairmont Resources Inc.; Director, Red Light Holland Corp.; Director, The Hash Corporation; Director and Senior Officer, TransGlobe Internet and Telecom Co Ltd; Director, Enthusiast Gaming Inc.; Director and Senior Officer, Pacific Iron Ore Corporation; Director, High Tide Inc.; Director, Chief Financial Officer and Chief Executive Officer, Shane Resources Inc.; Director, World Class Extractions Inc.	February 8, 2019
Brendan Purdy ⁽²⁾ (Toronto, Ontario, Canada)	<i>Director</i>	Practicing securities lawyer focused on the resource, life sciences, and technology sectors.	March 21, 2021

Notes:

- (1) Information with respect to the principal occupation, business or employment is not within the knowledge of the Company has been furnished by the respective director and/or officer.
- (2) Member of the Audit Committee.

As at the AIF Date, based on the Company's review of insider reports filed with System for Electronic Disclosure by Insiders (SEDI) and from information furnished by each director and officer of the Company, the directors and officers of the Company, as a group, beneficially owned, directly or indirectly, and exercised control or direction over approximately 5,690,000 Common Shares, representing approximately 2.55% of the issued and outstanding Common Shares as at the AIF Date.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Cease Trade Orders

Other than as described below, no director or executive officer of the Company is, as at the AIF Date, or has been within 10 years before the AIF Date, a director, chief executive officer or chief financial officer of any company (including the Company), that:

- (a) was 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 that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to 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 that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that Person was acting in the capacity as director, chief executive officer or chief financial officer.

Brendan Purdy was an independent director of Boomerang Oil, Inc. (“**Boomerang**”) when cease trade orders were issued by the British Columbia Securities Commission (“**BCSC**”) and Alberta Securities Commission (“**ASC**”) in 2015 due to Boomerang failing to file its annual audited financial statements for the fiscal year ended September 30, 2014, and its MD&A relating thereto, as required under Part 5 of National Instrument 51-102. Boomerang continues to be subject to the cease trade orders.

Bankruptcies

No director or executive officer the Company, nor a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

- (a) is, as at the AIF Date, or has been within the 10 years before the AIF Date, a director or executive officer of any company (including the Company) that, while that Person was acting in that capacity, or 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; or
- (b) has, within the 10 years before the AIF Date, 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 director, executive officer or shareholder.

Penalties or Sanctions

No director or executive officer of the Company, nor a shareholder of the Company holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

The Company’s directors and officers may serve as directors or officers, or may be associated with, other reporting companies, or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. The Company’s directors and officers may, from time to time, also be engaged in certain outside

business interests that do not materially or adversely interfere with their duties to the Company. In some cases, the Company's directors and officers may have fiduciary obligations associated with such outside business interests, that could interfere with their ability to devote time to the Company's business and affairs and that could adversely affect the Company's operations. Further, such outside business interests could require significant time and attention of the Company directors and officers.

In addition, the Company may also become involved in other transactions which conflict with the interests of the Company's directors and the officers who may from time to time deal with persons, firms, institutions or companies with which the Company may be dealing, or which may be seeking investments similar to those desired by it. The interests of these persons could conflict with those of the Company. In addition, from time to time, these persons may be competing with the Company for available investment opportunities.

Conflicts of interest, if any, will be subject to the procedures and remedies provided under applicable Laws. In particular, in the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with applicable Laws, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company.

PROMOTERS

Except as disclosed below, no Person has, during the two (2) most recently completed financial years of the Company ended December 31, 2020 and 2019 or during the current financial year of the Company, been a promoter of the Company.

As at the AIF Date, Mr. Troy Grant is the interim Chief Executive Officer and Director, and is responsible for, among other things, identifying new business opportunities for the Company. Accordingly, Mr. Grant may be considered a promoter of the Company within the meaning of Applicable Securities Laws.

As at the AIF Date, Mr. Grant beneficially owns, controls and directs (i) an aggregate of 5,380,000 Common Shares (representing approximately 2.42% of the issued and outstanding Common Shares as at the AIF Date), and (ii) an aggregate of 500,000 Options, with each Option exercisable at an exercise price of \$0.25 and expiring on July 1, 2023.

Chris Neville, the Company's former Chief Executive Officer and Director, was considered a promoter of the Company until he ceased being a director and Chief Executive Officer.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

Except as disclosed below, there are no legal proceedings or material regulatory actions to which the Company is or was a party to, or to which any of its respective property is or was the subject of, during the financial year of the Company ended December 31, 2020, and to the knowledge of the Company, no such proceedings are contemplated. From time to time, however, the Company may become subject to various claims and legal actions arising in the ordinary course of the Business.

On April 16, 2021, Dan Bilzerian commenced an action against the Company, in Canada for breach of contract, and in the United States for trademark infringement. The actions arise from a dispute between the Company and Mr. Bilzerian relating to the lack of services provided by Mr. Bilzerian after he received compensation. Mr. Bilzerian asserted that a rogue employee, who did not have authority, entered into various Bilzerian Agreements (as defined in the Company's Listing Statement dated June 29, 2020, a copy of which and copies of the Bilzerian Agreements are available on SEDAR). Despite initially denying the validity of the Bilzerian Agreements, and refusing to carry out his obligations thereunder, in an about-face, Mr. Bilzerian brought a claim asserting it breached the Bilzerian Agreements. As such, the Company believes the subject matter of these claims to be without merit and intends to defend and counterclaim in Canada and intends to the proceed in a similar fashion in the United States.

On June 23, 2021, Christopher Neville commenced an action against the Company claiming wrongful dismissal and punitive damages. The Company believes the subject matter of the claim to be without merit and has brought a separate Claim against Mr. Neville for misappropriation of Company funds, breach of fiduciary duty and defamation.

Regulatory Actions

There were no penalties or sanctions imposed against the Company by a court relating to securities legislation, or by a securities regulatory authority, during the financial year of the Company ended December 31, 2020, and to the knowledge of the Company, no such penalties or sanctions are contemplated. Further, there are no penalties or sanctions imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor in making an investment decision.

The Company did not enter into any settlement agreement before a court relating to securities legislation, or with a securities regulatory authority, during the financial year of the Company ended December 31, 2020.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed in this Annual Information Form, the Company is not aware of any material interest, direct or indirect, of (i) any Person that beneficially owns, or exercises control or direction over, directly or indirectly, more than ten percent (10%) of the voting rights attached to the Common Shares, (ii) any director or officer of the Company, or (iii) any associate or affiliate of any of the foregoing, in any transaction which has been entered into within the three (3) most recently completed financial years of the Company, or during the current financial year, that has materially affected or is reasonably expected to materially affect the Company.

TRANSFER AGENTS AND REGISTRARS

The transfer agent and registrar for the Common Shares is Endeavor Trust Corporation, located at 777 Hornby St #702, Vancouver, BC, V6Z 1S4.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, there were no contracts entered into by the Company during the 12-month period ended December 31, 2020 which are material, or entered into before the 12-month period ended December 31, 2020, but are still in effect and which are required to be filed with Canadian securities regulators in accordance with Section 12.2 of National Instrument 51-102 – *Continuous Disclosure Obligations*, other than the following contracts:

- Amelco Licensing Agreement;
- Collaboration Agreement among the Company and Jolt Solutions Ltd., dated June 16, 2020;
- Escrow Agreement among the Company, TSX Trust Company, and certain shareholders of the Company, dated June 29, 2020; and
- LivePool Acquisition Agreement

Copies of the above-listed material contracts are available for inspection at the offices of the Company's legal counsel, Garfinkle Biderman LLP, 1 Adelaide Street East, Suite 801, Toronto, ON M5C 2V9, at any time during ordinary business hours. Copies of the above-listed material contracts are also available under the Company's profile on SEDAR at www.sedar.com.

INTERESTS OF EXPERTS

The following are the persons or companies who were named as having prepared or certified a statement, report or valuation in this Annual Information Firm, either directly, or in a document incorporated by reference and whose profession or business gives authority to the statement, report or valuation made by the Person:

- Smythe LLP, the Company’s former independent auditors, have prepared an independent audit report dated April 30, 2021 in respect of the Company’s audited consolidated financial statements for the years ended December 31, 2020 and 2019.

The current auditors of the Company, Zeifmans LLP, Chartered Professional Accountants, are independent with respect to the Company, in accordance with the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

AUDIT COMMITTEE

Audit Committee Charter

The Company has adopted a charter for the Audit Committee (the “**Audit Committee Charter**”), which sets out, among other things, the composition of the Audit Committee, as well as its responsibilities, duties, principles and procedures. A copy of the Audit Committee Charter is attached as Schedule “B” to this Annual Information Form.

Composition of the Audit Committee

The Audit Committee is comprised of the following members:

Name	Independence ⁽¹⁾	Financial Literacy ⁽²⁾
Troy Grant	Not Independent	Financially literate
Binyomin Posen	Independent	Financially literate
Brendan Purdy	Independent	Financially literate

Notes:

- (1) Within the meaning of subsection 6.1.1(3) of National Instrument 52-110 *Audit Committees* (“**NI 52-110**”), which requires a majority of the members of an audit committee of a venture issuer not to be executive officers, employees or control persons of the venture issuer or of an affiliate of the venture issuer.
- (2) Within the meaning of subsection 1.6 of NI 52-110.

Relevant Education and Experience

All members of the Audit Committee have the education and/or practical experience required to understand and evaluate financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company’s financial statements.

The following is a summary of the relevant education and experience of the current members of the Audit Committee:

- *Binyomin Posen* - Mr. Posen is a Senior Analyst at Plaza Capital Limited, where he focuses on corporate finance, capital markets and helping companies to go public. After three and a half years of studies overseas, he returned to complete his baccalaureate degree in Toronto. Upon graduating (on the Dean's List) he began his career as an analyst at a Toronto boutique investment bank where his role consisted of raising funds for IPOs and RTOs, business development for portfolio companies and client relations. He is currently director and senior officer at Agau Resources Inc., director and senior officer at Shane Resources Ltd., and director of the Hash Corporation (manufacturer of cannabis products) and director at High Tide Inc.
- *Troy James Grant* - Mr. Grant, a graduate from Saint Francis Xavier University with a Bachelor of Commerce degree, has extensive experience in investment financing, predominantly focusing on raising significant funding across global platforms and management of strategic operations. Prior to this involvement with the Company, Mr. Grant was chief executive officer for eight (8) years at Elcora Advanced Materials. Elcora Advanced Materials was founded in 2011 and has been successfully structured as a vertical integrated graphite company with mining assets in Sri Lanka

and Tanzania. As chief executive officer, in addition to being responsible for the overall strategic operations, including exploration, business development and implementation of the company vision, Mr. Grant worked diligently to raise equity and advance assets.

- *Brendan Purdy* -Mr. Purdy is a practicing securities lawyer focused on the resource, life sciences, and technology sectors. In his private practice, he has developed extensive experience with respect to public companies, capital markets, mergers and acquisitions, and other transactions fundamental to the Canadian junior equity markets. Prior to receiving his J.D. from the University of Ottawa, Mr. Purdy completed a Bachelor of Management and Organizational Studies degree from the University of Western Ontario, majoring in finance and administration. Mr. Purdy was previously CEO of Enforcer Gold Corp. and High Hampton Holdings Corp., and has served as director of several private and public companies

External Auditor Service Fees

The aggregate fees billed by the Company’s external auditors during the financial years of the Company ended December 31, 2020 and 2019 are as follows:

	Fiscal Year ended December 31, 2020	Fiscal year ended December 31, 2019
Audit Fees	\$35,000.00	\$28,000.00
Audit-related Fees ⁽¹⁾	Nil	Nil
Tax Fees ⁽²⁾⁽³⁾	Nil	Nil
All Other Fees ⁽⁴⁾	Nil	Nil
Total	\$35,000.00	\$28,000.00

Notes:

- (1) Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under “Audit Fees”.
- (2) Fees charged for tax compliance, tax advice and tax planning services.
- (3) Tax compliance fees for the financial year ended December 31, 2020 are based on estimated costs.
- (4) Fees for services other than disclosed in any other row, including fees related to the review of the Company’s Management Discussion & Analysis.

ADDITIONAL INFORMATION

Additional information relating to the Company is available under the Company’s profile on SEDAR at www.sedar.com.

Additional information concerning the Company, including the remuneration and indebtedness, of the directors and officers of the Company, the principal holders of the Company’s securities, and the securities authorized for issuance under the Company’s equity compensation plans, is contained in the 2020 Information Circular, which is incorporated by reference herein, and available under the Company’s profile on SEDAR at www.sedar.com.

Additional financial information concerning the Company, including the Company’s audited consolidated financial statements, the notes thereto, the auditor’s report thereon and related management’s discussion and analysis for the financial year of the Company ended December 31, 2020, can be found on the Company’s profile on SEDAR at www.sedar.com.

SCHEDULE “A”
NON-EXHAUSTIVE LIST OF RISK FACTORS

Activities of the Company may be impacted by the spread of the COVID-19

On March 11, 2020, the World Health Organization categorized COVID-19 as a pandemic. The Company cannot accurately predict the impact COVID-19 will have on the Company’s business in the future. Risks posed by COVID-19 include uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. A significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, including that of India, Europe, and North America, where the Company operates its business, resulting in an economic downturn that could affect demand for the Company’s services and likely impact operating results.

Regulation of Gaming Industry

The Company and its officers, directors, major shareholders, key employees, and business partners will be subject to the sports betting and gaming laws and regulations of the jurisdictions in which it will conduct business.

In addition, the Company will be subject to the general laws and regulations that apply to all online, digital and e-commerce businesses, such as those related to privacy and personal information, data security, tax, and consumer protection. The laws and regulations vary in each jurisdiction and future legislative and regulatory action, court decisions, and/or other governmental action, which could be affected by, among other things, political pressures, attitudes and climates, may have a material impact on the Company’s operations and financial outcomes. The jurisdictions where the Company will operate each have their own regulatory framework. More often than not these frameworks will require the Company to receive a licence. Each jurisdiction will normally require the Company to make detailed and extensive disclosures as to its beneficial ownership, source of funds, the probity and integrity of certain persons associated with its business, management competence, structure, and business plans, proposed geographical territories of operation and ability to operate a gaming business in a socially responsible manner in compliance with regulation. Such jurisdictions will also impose ongoing reporting and disclosure obligations, both on a periodic and ad hoc basis in response to material issues affecting the business.

The Company’s gaming-related technology will also be subject to testing and certification by the regulators in the jurisdictions in which it operates or will operate. Such testing and certification is generally designed to confirm matters such as the fairness of the gaming products offered by the business, its ability to accurately generate settlement instructions, and recover from outages. Any gaming licence may be revoked, suspended, or conditioned at any time. The loss of a gaming licence in one jurisdiction could prompt the loss of a gaming licence, or affect the Company’s eligibility for such a licence, in another jurisdiction. At the time of this Listing Statement, the Company has no intentions to apply for licences, and instead intends on partnering with licensed entities in order to operate its i-Gaming business. The potential loss of such entities’ licences would cause the Company to cease offering some or all of its product offerings in the impacted jurisdiction(s). The Company may be unable to obtain or maintain access to the necessary registrations, licences, permits or approvals, which could adversely affect its operations. The delay or failure to obtain access to gaming licences in any jurisdiction may prevent the Company from offering its products in such jurisdiction, increasing its customer base and/or generating revenues.

In the event the Company fails to obtain access to the necessary gaming licence through partnership or joint venture agreements in a given jurisdiction, the Company would likely be prohibited from operating in that particular jurisdiction altogether. If a licensed entity with whom the Company depends on to conduct its business fails to seek, does not receive, or receives a suspension or revocation of a licence in a particular jurisdiction for its product offerings (including any related technology and software), then the Company may not be able to operate in that jurisdiction if the Company does not find an alternative licensed entity to collaborate with. The Company may not be able to secure access to licensed entities for all necessary gaming licences in a timely manner, or at all. These delays in regulatory approvals or failure to obtain such approvals may also serve as a barrier to entry to the market for its product offerings. The Company’s operations and future prospects will be affected if it is unable to overcome these barriers to entry.

To the extent new sports betting jurisdictions are established or expanded, the Company cannot guarantee it will be successful in penetrating such new jurisdictions. As the Company directly or indirectly enters into new markets, it may encounter legal, regulatory, and political challenges that are difficult or impossible to foresee and which could result in an unforeseen adverse impact on planned revenues or costs associated with the new market opportunity. In the event the Company is unable to effectively develop and operate directly or indirectly within these new markets or if its competitors are able to successfully penetrate geographic markets that it cannot access or where it faces other restrictions, then the Company's business, operating results, and financial condition could be impaired. The Company's failure to obtain or maintain the necessary regulatory approvals in jurisdictions, whether individually or collectively, would have a material adverse effect on its business, results of operations, financial condition and prospects. The Company may need to be licensed, obtain approvals of its products and/or seek licensure of its officers, directors, major shareholders, key employees or business partners to expand into new jurisdictions. This is a costly and time-consuming process.

Any delays in obtaining or difficulty in maintaining regulatory approvals needed for expansion within existing markets or into new jurisdictions can negatively affect the Company's opportunities for growth. Future legislative and regulatory action, and court decisions or other governmental action, may have a material impact on the Company's operations and financial results. There can be no assurance that legally enforceable and prohibiting legislation will not be proposed and passed in jurisdictions relevant or potentially relevant to the Company's business to prohibit, legislate, or regulate various aspects of the Internet, e-commerce, payment processing, or the online and mobile wagering and interactive entertainment industries (or that existing laws in those jurisdictions will not be interpreted negatively). Moreover, legislation may require the Company to pay certain fees in order to operate a sports betting-related business. Such fees may include integrity fees paid to sports leagues and/or fees required to obtain official sports-wagering related data. Compliance with any such legislation may have a material adverse effect on the Company's business, results of operations, financial condition and prospects. The success of online and mobile sports betting and product offerings may be also be affected by future regulatory and marketplace developments related to mobile platforms and application storefronts, social networks, advertising networks, payment processing and banking, data and information privacy, cloud and other infrastructure hosting, and other regulatory and marketplace developments that the Company may be unable to predict and is beyond its control. As a result, the Company's future operating results relating to the Company's sports betting products are difficult to anticipate, and the Company cannot provide assurance that its product offerings will grow as expected or with success in the long term. Adverse developments in these areas may have a material adverse effect on the Company's business, results of operations, financial condition and prospects.

Additionally, the Company's ability to successfully pursue its sports betting strategy depends on the laws and regulations relating to wagering through interactive channels. There is considerable debate and opposition to online and interactive real money gaming. There can be no assurance that this opposition will not succeed in preventing the legalization of online and mobile sports betting in jurisdictions where it is presently prohibited, prohibiting, or limiting the expansion of such activities where it is currently permitted or causing the repeal of legalized online or mobile sports betting in any jurisdiction. Any successful effort to limit the expansion of, or prohibit legalized online or mobile sports betting could have an adverse effect on the Company's results of operations, cash flows and financial condition. Combatting such efforts to curtail expansion of, or limit or prohibit, legalized online and mobile sports betting can again be time-consuming and can be extremely costly.

The Company directly and indirectly participates in the constantly evolving online gaming industry through its online (including mobile) and social products. The Company intends to take advantage of the liberalization of online gaming within the United States however, expansion of online gaming involves significant risks and uncertainties, including legal, business and financial risks. The success of online gaming and the Company's product offerings may be affected by future developments in social networks, mobile platforms, regulatory developments, payment processing laws, data and information privacy laws and other factors that the Company is unable to predict and are beyond its control. Consequently, the Company's future operating results relating to its online gaming products are difficult to predict, and it cannot provide assurance that its product offerings will grow at expected rates or be successful in the long term.

Additionally, the Company's ability to successfully pursue its online gaming business depends on the laws and regulations relating to wagering through interactive channels. Notwithstanding that the Company's online gaming business operations will at all times be in full compliance with all laws and regulations, it is relevant to note that there is considerable debate over, and opposition to, online and interactive real money gaming. There can be no assurance that this opposition will not succeed in preventing the legalization of online gaming in jurisdictions where it is

presently prohibited, prohibiting or limiting the expansion of online gaming where it is currently permitted or causing the repeal of legalized online gaming in any jurisdiction. Any successful effort to curtail the expansion of, or limit or prohibit, legalized online gaming could have an adverse effect on the Company's results of operations, cash flows and financial condition. Combatting such efforts to curtail expansion of, or limit or prohibit, legalized online gaming can be time-consuming and can be extremely costly.

If the Company fails to comply with any existing or future laws, rules, regulations, approvals, registrations, permits, licences or other requirements, regulators may take action against it. Such action may include fines, the conditioning, suspension or revocation of approvals, registrations, permits or licences, and other disciplinary action. If the Company fails to adequately adjust to any such potential changes, its business, results of operations or financial condition could also be harmed.

Risks Related to Regulation

The online gaming industry is heavily regulated and the Company's failure to obtain or maintain applicable licensure or approvals, or otherwise comply with applicable requirements, could be disruptive to its business and could adversely affect its operations.

The Company and its officers, directors, major shareholders, key employees and business partners are generally subject to the laws and regulations relating to online gaming of the jurisdictions in which the Company conducts 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.

Management is of the view that the business of the Company is not illegal under Canadian criminal law and does not require any particular licence to operate. If the Company is incorrect in this regard, the Company could be subject to criminal charges or to other regulatory action that could result in the inability to carry on its business and this would result in the loss of an investor's entire investment.

If the Company is unable to maintain or increase its customer base or engagement, or effectively monetize its customer base's use of its product offerings, its revenue and financial results may be adversely affected. Any decrease in customer retention, growth or engagement could render the Company's products less attractive to customers. If the Company's active customer growth rate slows, it becomes increasingly dependent on its ability to maintain or increase levels of customer engagement and monetization in order to drive revenue growth, particularly with respect to high-value customers.

The online gaming and interactive entertainment industries are intensely competitive and the Company's potential inability to compete successfully could have a significant adverse impact.

There is intense competition among online gaming and interactive entertainment providers, and the online gaming and interactive entertainment industries are characterized by dynamic customer demand and technological advances. A number of established, well-financed companies producing online gaming and/or interactive entertainment products and services compete with the Company's product offerings. Such competitors may spend more money and time on developing and testing products and services, undertake more extensive marketing campaigns, adopt more aggressive pricing or promotional policies or otherwise develop more commercially successful products or services than the Company, which could negatively impact its business. Furthermore, new competitors, whether licensed or not, may enter the Company's key product and/or geographic markets. There has also been considerable consolidation among the Company's competitors in the gaming industry. Such consolidation and future consolidation could result in the

formation of larger competitors with increased financial resources and altered cost structures, which may enable them to offer more competitive products, gain a larger market share, expand product offerings and broaden their geographic scope of operations.

As a result of the foregoing, among other factors, the Company must continually introduce and successfully market new and innovative technologies, product offerings and product enhancements to remain competitive and effectively stimulate customer demand, acceptance and engagement. The process of developing new product offerings and systems is inherently complex and uncertain, and new product offerings may not be well received by customers, even if well-reviewed and of high quality.

In an effort to remain competitive, the Company has established a business strategy, which it continuously reviews and updates as appropriate based on developments in, among other things, the industries in which it operates, technology and cybersecurity and the Company's business and operations. This strategy is based on estimates, projections and assumptions of the Company and certain third parties. The validity of its and their assumptions, including, among others, those regarding the size and availability of current and future potential markets, economic conditions, customer preferences, timeliness of product development, pricing, growth rates and availability of capital, could affect the Company's strategy and strategic decisions. There can be no assurances that the Company's strategy is appropriate or that it will succeed in implementing its strategy, and, even if successful, there is no guarantee that the revenue and cash flow generated as a result of its strategy will be greater than the revenue and cash flow that the Company would have generated if it had pursued a different strategy.

The Company's mobile and online offerings are part of new and evolving industries, which presents significant uncertainty and business risks.

The online and mobile gaming and interactive entertainment industries are relatively new and continue to evolve. Whether these industries grow and whether the Company's online business will ultimately succeed, will be affected by, among other things, developments in social networks, mobile platforms, legal and regulatory developments (such as passing new laws or regulations or extending existing laws or regulations to online gaming and related activities), taxation of gaming activities, data and information privacy and payment processing laws and regulations, and other factors that it is unable to predict and which are beyond its control. Given the dynamic evolution of these industries, it can be difficult to plan strategically, including as it relates to product launches in new or existing jurisdictions which may be delayed or denied, and it is possible that competitors will be more successful than the Company at adapting to change and pursuing business opportunities. Additionally, as the online gaming industry advances, including with respect to regulation in new and existing jurisdictions, Royal Wins may become subject to additional compliance related costs, including as it relates to licensing and taxes. Consequently, the Company cannot provide assurance that its online, mobile and interactive offerings will grow at the rates expected or be successful in the long term. If the Company's product offerings do not obtain popularity or maintain popularity, or if they fail to grow in a manner that meets its expectations, or if it cannot offer its product offerings in particular jurisdictions that may be material to its business, the Company's business, results of operations and financial condition could be harmed.

The Company may make acquisitions if opportunities arise in the future. Investigating, completing, implementing and integrating acquisitions involve risks that could negatively affect the Company's business, results of operations, cash flows or liquidity.

As part of its business strategy, the Company has made and may make acquisitions if opportunities arise in the future to add specialized employees and new or complementary businesses, products, brands or technologies. In some cases, the costs of such acquisitions may be substantial, including as a result of professional fees and due diligence efforts. There is no assurance that the time and resources expended on pursuing a particular acquisition will result in a completed transaction, or that any completed transaction will ultimately be successful.

The Company's business is vulnerable to changing economic conditions and to other factors that adversely affect the industries in which it operates.

The Company believes that demand for entertainment and leisure activities, including gaming, can be highly sensitive to changes in consumers' disposable income, and thus can be affected by changes in the economy and consumer tastes, both of which are difficult to predict and beyond its control. Unfavorable changes in general economic conditions,

including recessions, economic slowdowns, sustained high levels of unemployment, and increasing fuel or transportation costs or the perception by customers of weak or weakening economic conditions, may reduce customers' disposable income or result in fewer individuals engaging in entertainment and leisure activities, such as online gaming. As a result, the Company cannot ensure that demand for its product offerings will remain constant. Adverse developments affecting economies throughout the world, including a general tightening of availability of credit, decreased liquidity in certain financial markets, increased interest rates, foreign exchange fluctuations, increased energy costs, acts of war or terrorism, transportation disruptions, natural disasters, declining consumer confidence, sustained high levels of unemployment or significant declines in stock markets, as well as concerns regarding epidemics and the spread of contagious diseases, could lead to a further reduction in discretionary spending on leisure activities, such as gaming. Any significant or prolonged decrease in consumer spending on entertainment or leisure activities could adversely affect the demand for the Company's product offerings, reducing its cash flows and revenues. If the Company experiences a significant unexpected decrease in demand for its product offerings, its business may be harmed.

The Company currently depends on the ongoing support of payment processors, the quality and cost of which may be variable in certain jurisdictions.

The Company currently relies on payment and multi-currency processing providers to facilitate the movement of funds between the Company and its customer base. Anything that could interfere with or otherwise harm its relationships with payment service providers could have a material adverse effect on its businesses. Any introduction of legislation or regulations restricting financial transactions with online gambling operators or prohibiting the use of credit cards and other banking instruments for online gambling transactions, or any other increase in the stringency of regulation of financial transactions, whether in general or in relation to the online gambling industry in particular, may restrict the ability of the Company to accept payment from its customers or facilitate withdrawals by them. Certain governments may seek to impede the online gambling industry by introducing legislation or through enforcement measures designed to prevent customers or financial institutions based in their jurisdictions from transferring money to online gambling operations. They may seek to impose embargoes on currency use, wherever transactions are taking place. This may result in the providers of payment systems for a particular market deciding to cease providing their services for such market. This in turn would lead to an increased risk of payments due to the Company being misappropriated, frozen or diverted by banks and credit card companies.

Losses with Respect to Individual Events or Betting Outcomes

Sports betting involves betting where winnings are paid on the basis of the stake placed and the odds quoted. Odds are determined with the objective of providing an average return to the bookmaker over a large number of events and therefore, over the long term. In contrast, there can be significant variation in gross win percentage event-by-event and day-by-day. The Company has systems and controls intended to reduce the risk of daily losses occurring on a gross-win basis, but there can be no assurance that these will be effective in reducing its exposure. As a result, in the short term, there is less certainty of generating a positive gross win, and the Company may experience significant losses with regard to individual events or betting outcomes, specifically if large, individual bets are placed on an event or betting outcome or series of events or betting outcomes. Odds compilers and risk managers are capable of human error, thus, even noting that a number of betting products are subject to capped pay-outs, significant volatility can occur. Any significant losses on a gross-win basis could have a material adverse effect on the Company's business, results of operations, financial condition and prospects.

Regulatory Investigations

The Company has, and may in future, receive formal and informal inquiries from government authorities and regulators from time to time, including securities authorities, tax authorities, privacy commissions and gaming regulators, regarding its compliance with laws and other matters. The Company expects to continue to be the subject of investigations and audits in the future as it continues to grow and expand its gaming operations. Violation of existing or future regulatory orders or consent decrees could subject the Company to substantial monetary fines and other penalties providing a negative effect on its financial condition and results of operations. In addition, there is a possibility that future orders issued by, or inquiries or enforcement actions initiated by, government or regulatory authorities may cause the Company to incur substantial costs, expose it to unanticipated civil and criminal liability or penalties, or require it to change its business practices that may have materially adverse effects on its business.

Shareholders Subject to Extensive Governmental Regulation

A number of jurisdictions' gaming laws may require any of the Company's shareholders to file an application, be investigated, and qualify or have their suitability determined by gaming authorities. Gaming authorities have very broad discretion when ruling on whether an applicant should be deemed suitable or not. Subject to certain administrative proceeding requirements, the gaming regulators have the authority to deny any application or limit, condition, revoke or suspend any gaming licence, or fine any person licensed, registered or found suitable or approved, for any cause deemed reasonable by the gaming authorities. Any person found unsuitable by a gaming authority may not hold directly or indirectly ownership of any voting security or the beneficial or record ownership of any non-voting security or any debt security of any company that is licensed with the relevant gaming authority beyond the time prescribed by the relevant gaming authority. A finding of unsuitability by a particular gaming authority impacts that person's ability to associate or affiliate with gaming licences in that specific jurisdiction and could impact the person's ability to associate or affiliate with gaming licence holders in other jurisdictions.

Many jurisdictions also require any person who obtains a beneficial ownership of more than a certain percentage, typically 5%, of voting securities of a publicly-traded gaming company or parent company thereof and, in some jurisdictions, non-voting securities to report the acquisition to gaming authorities. Gaming authorities may require such holders to apply for qualification or a finding of suitability, subject to limited exceptions in certain jurisdictions for "institutional investors" that hold a company's voting securities for investment purposes only. Other jurisdictions may also limit the number of gaming licences with which a person may be associated.

Social Responsibility Concerns

Public opinion can meaningfully affect sports betting regulation. A negative shift in the perception of sports betting by the public, by politicians, or by others could impact future legislation or regulation in different jurisdictions. Moreover, such a shift could cause jurisdictions to abandon proposals to legalize sports betting, thereby limiting the number of new jurisdictions into which we could expand. Negative public perception can also lead to new, harsher restrictions on sports betting, including restrictions on marketing, betting product offerings, other restrictions on the Company's gaming operations and increased compliance costs. Such changes could have a material adverse effect on the Company's business, results of operations, financial condition and prospects.

Digital Sports Media Industry Reliant on Mobile Advertising

The digital sports media industry is a relatively new and rapidly evolving industry and as such it is difficult to predict the prospects for growth. There is no assurance that advertisers will continue to increase their purchases of online and mobile advertising, that the supply of advertising inventory will not exceed demand or that smartphone penetration in the United States will continue to grow. If the industry grows more slowly than anticipated or the Company's products and services fail to achieve market acceptance, the Company may be unable to achieve its strategic objectives, which could have a material adverse effect on its prospects, business, financial condition or results of operations.

User Data

The Company may require the registration of its users prior to accessing its products or services or certain features of its products or services and the Company may be subject to increased legislation and regulations on the collection, storage, retention, transmission and use of user-data that is collected. The Company's efforts to protect the personal information of its users may be unsuccessful due to the actions of third parties, software bugs or technical malfunctions, employee error or malfeasance, or other factors. In addition, third parties may attempt to fraudulently induce employees or users to disclose information in order to gain access to the Company's data or the Company's users' data. If any of these events occur, users' information could be accessed or disclosed improperly. Any incidents involving the unauthorized access to or improper use of the information of users or incidents involving violation of the Company's terms of service or policies could damage its reputation and brand and diminish its competitive position. In addition, the affected users or governmental authorities could initiate legal or regulatory action against the Company in connection with such incidents, including in respect of new mandatory breach reporting and record-keeping obligations in certain states in the United States which will soon become effective, which could cause the Company to incur significant expense and liability or result in orders or consent decrees forcing the Company to

modify its business practices and remediate the effects of any such incidents of unauthorized access or use. Any of these events could have a material adverse effect on its prospects, business, financial condition or results of operations. The Company will transmit and store a large volume of data in the course of supporting its website and mobile sports applications. The interpretation of privacy and data protection laws and their application to the Internet is unclear and subject to rapid change in numerous jurisdictions. There is a risk that these laws may be interpreted and applied in a manner that is not consistent with the Company's data protection practices and results in additional compliance or changes in its business practices, or both, and liability or sanction under these laws. In addition, because the Company's website and mobile sports applications is accessible in many jurisdictions, certain foreign jurisdictions may claim that the Company is required to comply with local laws, even where the Company has no local operating entity, employees, infrastructure or other physical presence in those jurisdictions. Furthermore, the Company may face conflicting obligations arising from the potential concurrent application of laws of multiple jurisdictions. In the event that the Company is not able to reconcile such obligations, it may be required to change business practices or face liability or sanction.

The Company's dependence on third parties, including users and third-party licensors

The Company is reliant to an extent on third parties. There can be no assurance that these business relationships will continue to be maintained or that new ones will be successfully formed. A breach or disruption in these relationships could be detrimental to the future business, operating results and/or profitability of Influencers. Moreover, the Company's financial performance will be significantly determined by its success in adding, retaining, and engaging active users of its services. If users do not perceive the Company's services as interesting, unique and useful, the Company may not be able to attract or retain additional users, which could adversely affect the business.

Reliance on Management

The success of the Company is dependent upon the ability, expertise, judgment, discretion and good faith of its senior management. While consulting agreements are customarily used as a primary method of retaining the services of key management members, these agreements cannot assure the continued services of such management members. Any loss of the services of such individuals could have a material adverse effect on Influencer's business, operating results or financial condition.

Factors which may Prevent Realization of Growth Targets

The Company is currently in the early development stage. There is a risk that these additional resources will not be achieved on time, on budget, or at all, as they can be adversely affected by a variety of factors, including some that are discussed elsewhere in these risk factors and the following:

- Competitive conditions in the industry, including new products, product announcements and special pricing offered by competitors;
- Market acceptance of product offering;
- Ability to hire, train and retain sufficient qualified sales and professional services staff;
- Ability to complete service obligations related to subscriptions in a timely manner;
- Varying size, timing and contractual terms of marketing campaigns, which may delay the recognition of revenue;
- Ability to maintain existing relationships and to create new relationships to assist with sales and marketing efforts;
- The discretionary nature of advertising purchase and budget cycles and changes in their budgets for, and timing of, content production and related services;
- The length and variability of the sales cycles;
- Strategic decisions by the Company or competitors, such as acquisitions, divestitures, spin-offs, joint ventures, strategic investments or changes in business strategy;
- General weakening of the economy resulting in a decrease in the overall demand for online and mobile gambling platforms;
- Changes in the Company's pricing policies and the pricing policies of the Company's competitors;
- Timing of product development and new product initiatives;

- Changes in the mix of revenue attributable to substantially lower-margin service revenue as opposed to higher margin managed service revenues; and
- Cancellation of recurring monthly software contracts.

As a result, there is a risk that the Company may not have product or sufficient product to meet the anticipated demand or to meet future demand when it arises.

Additional Financing

In order to execute the anticipated growth strategy, the Company will require some additional equity and/or debt financing to support on-going operations, to undertake capital expenditures or to undertake acquisitions or other business combination transactions. There can be no assurance that additional financing will be available to the Company when needed or on terms, which are acceptable. The Company's inability to raise financing to support on-going operations or to fund capital expenditures or acquisitions could limit the Company's growth and may have a material adverse effect upon future profitability. The Company may require additional financing to fund its operations to the point where it is generating positive cash flows. If additional funds are raised through further issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of holders of Common Shares. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions.

If the Company does not compete effectively with these competitors, its revenue may not grow. The Company is likely to experience competition from a great number of online and mobile gambling and betting services. The Company's competitors may announce new products, services or enhancements that better meet the needs of customers or changing industry standards. Increased competition may cause price reductions, reduced gross margins and reduced growth in sales, any of which could have a material adverse effect on the business, results of operations and financial condition of the Resulting Issuer. The Company faces substantial competition from established competitors, many of which may have greater financial, marketing, technical and monetary resources than it does. Many of these companies also have an installed base of users, longer operating histories and greater name recognition than the Company does. There can be no assurance that the Company will successfully differentiate its proposed products from the products of its competitors, or that the marketplace will consider the products of the Company to be superior to competing products.

Because of the early stage of the industry in which the Company operates, the Company expects to face additional competition from new entrants. To maintain the Company's competitive position, it is believed that the Company will be required to continue a high level of investment in research and development, marketing and customer service and support. There can be no assurance that the Company will have sufficient resources to continue to make these investments, that it will be able to make the technological advances necessary to maintain its competitive position, or that its products will receive market acceptance. The Company's competitors may be able to respond more quickly to changes in customer requirements and devote greater resources to the enhancement, promotion and sale of their products. The Company may not be able to compete successfully in the future, and increased competition may result in price reductions, reduced profit margins, loss of market share and an inability to generate cash flows that are sufficient to maintain or expand its development of new products.

Reliance on New Product and Service Offerings

The success of the business of the Company is dependent upon its ability to develop new products and enhance existing services. To keep pace with technological developments, satisfy increasingly sophisticated customer requirements and achieve market acceptance, the Company must continuously enhance and improve its products offerings, as well as continue to introduce new products and services. If the Company is unable to successfully develop its products or it fails to position and/or price its products to meet market demand, the business and operating results of the Company will be adversely affected. Any new products could require long development and testing periods and may not be introduced in a timely manner or may not achieve the broad market acceptance necessary to generate significant revenue.

Difficulty to Forecast

The Company must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of the Company.

Variable Revenues / Earnings

The revenues and earnings of the Company may fluctuate from quarter to quarter, which could affect the market price of the Common Shares. Revenues and earnings may vary quarter to quarter as a result of a number of factors, including the activities of the Company's competitors, cyclical fluctuations related to the evolution of online and mobile gambling technologies.

The Market Price of the Common Shares may be subject to Wide Price Fluctuations

The market price of the Common Shares may be subject to wide fluctuations in response to many factors, including variations in the operating results of the Company and its subsidiaries, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, changes in the business prospects for the Company and its subsidiaries, general economic conditions, legislative changes, and other events and factors outside of the Company's control. In addition, stock markets have from time-to-time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for the Common Shares.

Technological Errors

Errors in the Company's products could result in significant costs to the Company and could impair its ability to sell its products. The Company's products are complex and, accordingly, they may contain errors, or "bugs", that could be detected at any point in their product life cycle. The reputation of the Company could be materially and adversely affected by errors in the products. These errors could result in significant costs to the Company, delay planned release dates and impair the ability to sell products in the future. The costs incurred in correcting any product errors may be substantial and could adversely affect operating margins. While the Company plans to continually test its products for errors and work with customers through maintenance support services to identify and correct bugs, errors in the products may be found in the future.

Third Party Licences

The Company licences software from third parties, including Amelco. The loss of rights to use this software could increase operating expenses and could adversely affect the Company's ability to operate. The termination of any of these licences, or the failure of the licensors to adequately maintain or update their products, could delay the Company's ability to provide its products, as the Company may need to seek to implement alternative technology offered by other sources. This may require unplanned investments by the Resulting Issuer. In addition, alternative technology may not be available on commercially reasonable terms. In the future, it may be necessary or desirable to obtain other third-party technology licences relating to one or more products or relating to current or future technologies to enhance the Company's product offerings. There is a risk that the Company will not be able to obtain licensing rights to the needed technology on commercially reasonable terms, if at all.

Management of Growth

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Litigation

The Company may become party to litigation from time to time in the ordinary course of business, which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company such a decision could adversely affect the Company's ability to continue operating and the market price for the Company Shares and could use significant resources. Even if the Company is involved in litigation and wins, litigation can redirect significant company resources.

Common Share Market Price Volatility

The market price of the Common Shares may be subject to wide fluctuations in response to many factors, including variations in the operating results of the Company and its subsidiaries, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, changes in the business prospects for the Company and its subsidiaries, general economic conditions, legislative changes, and other events and factors outside of the Company's control. In addition, stock markets have from time to time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for the Common Shares.

Intellectual Property

The Company does not hold any patents and intends to rely substantially on trade secrets, copyright legislation, common law trademark protection and trademark applications and registrations, nondisclosure and other contractual agreements. The Company may consider filing patent applications in the future if strategically and commercially reasonable. The Company cannot assure that steps taken to protect its intellectual property will be adequate, that competitors will not independently develop or patent substantially equivalent or superior technologies or be able to design around any future patents that the Company may receive. Despite the Company's best efforts, filing patent applications may not result in enforceable patent rights in all jurisdictions that the Company does, or may, operate in. Further, any issued patents or third-party patents to which the Company has licensed rights, may be of a restricted scope that does not cover possible foundational technologies and/or technologies practiced by others. Unauthorized parties may attempt to copy aspects of our products or to obtain information we regard as proprietary. Policing unauthorized use of proprietary technology, if required, may be difficult, time-consuming and costly. If a third-party misappropriates the Company's intellectual property, the Company may be unable to enforce its rights. If it is unable to protect its intellectual property against unauthorized use by others, it could have an adverse effect on the Company's competitive position. The Company may be challenged by allegations of its infringement of the intellectual property of others. There is no assurance the Company will be successful in defending such claims and, if the Company is unsuccessful, there is no assurance that it will be successful in obtaining a licence for the intellectual property in question. Intellectual property claims are expensive and time consuming to defend and, even if they are without merit, may cause delay in the introduction of new products or services. In addition, the Company's managerial resources could be diverted in order to defend its rights, which could disrupt its operations.

Foreign Currency Exchange

The Company is exposed to foreign currency risk by reason of the Company completing financings in Canadian dollars, intending to collect its revenues in foreign currency, and the Company having payment obligations in foreign currency. As the Common Shares are traded in Canadian dollars, the movement of foreign currency against the Canadian dollar could have a material adverse effect on the Company's prospects, business, financial condition, and results of operation.

Stock Price Volatility

In recent years, the securities markets globally have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. The value of the Company's securities will be affected by such volatility. The Company's stock price may also experience significant fluctuations due to operating performance, performance

relative to analysts' estimates, disposition or acquisition by a large shareholder, a law suit against the Company, the loss or acquisition of a significant customer or distributor, industry-wide factors and factors other than the operating performance of Influencers. These factors, among others, may cause decreases in the value of the Common Shares.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities as they become due.

General Regulations

The Company is subject to general business regulations and laws as well as regulations and laws specifically governing collection of information and the internet. Existing and future laws and regulations may impede the Company's growth strategies. These regulations and laws may cover taxation, privacy, data protection, pricing, content, copyrights, distribution, consumer protection, web services, websites, and the characteristics and quality of products and services. Unfavourable changes in regulations and laws could decrease demand for the Company's mobile and online platforms and increase its cost of doing business or otherwise have a material adverse effect on the Company's reputation, popularity, results of operations, and financial condition.

The requirements of being a public company may strain the Company's resources, divert management's attention and affect its ability to attract and retain executive management and qualified board members.

As a reporting issuer, the Company is subject to the reporting requirements of applicable securities legislation of the jurisdiction in which it is a reporting issuer, the listing requirements of the CSE and other applicable securities rules and regulations. Compliance with these rules and regulations increases the Company's legal and financial compliance costs, make some activities more difficult, time consuming or costly and increase demand on its systems and resources. Applicable securities laws require the Company to, among other things, file certain annual and quarterly reports with respect to its business and results of operations. As a result, management's attention may be diverted from other business concerns, which could harm the Company's business and results of operations.

In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time consuming. These laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. The Company intends to continue to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management's time and attention from revenue generating activities to compliance activities. If its efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to their application and practice, regulatory authorities may initiate administrative or legal proceedings against the Company and the Company's business may be adversely affected.

Security of the Company's Platforms

The Company cannot guarantee absolute protection against unauthorized attempts to access its IT systems, including malicious third-party applications or denial of service attacks that may interfere with or exploit security flaws in its online and mobile platforms. For greater clarity, denial of service attack is a cyber-attack in which the perpetrator seeks to make a machine or network resource unavailable to its intended users by temporarily or indefinitely disrupting services of a host connected to the Internet. Viruses, worms, and other malicious software programs could jeopardize the security of information stored in a user's computer or in the Company's computer systems or attempt to change the internet experience of users by interfering with the Company's ability to connect with a user. If any compromise to the Company's security measures were to occur and the Company's efforts to combat this breach were unsuccessful, confidential user data may be compromised, and the Company's reputation may be harmed, and the Company could

be sued. Such negative outcomes could have an adverse effect on the Company's financial condition and future prospects.

Tax Considerations Applicable to an Investment in the Common Shares

Each prospective investor should consult with their own tax advisor with respect to the Canadian and non-Canadian income tax consequences of acquiring, holding, and disposing of Common Shares, based on each prospective investor's particular circumstances.

SCHEDULE "B"
AUDIT COMMITTEE CHARTER

(See attached)

AUDIT COMMITTEE CHARTER

Purpose of the Audit Committee

The purpose of the Audit Committee (**the “Committee”**) of the Board of Directors (**the “Board”**) of the Company is to assist the Board in fulfilling its responsibilities for the oversight of the financial reporting process. The purpose of this Charter is to ensure that the Company maintains a strong, effective and independent audit committee, to enhance the quality of financial disclosure made by the Company and to foster increased investor confidence in both the Company and Canada’s capital markets. It is the intention of the Board that through the involvement of the Committee, the external audit will be conducted independently of the Company’s Management to ensure that the independent auditors serve the interests of shareholders rather than the interests of Management of the Company. The Committee will act as a liaison to provide better communication between the Board and the external auditors. The Committee will review financial reports or other financial information provided by the Company to regulatory authorities and shareholders and review the integrity, adequacy and timeliness of the financial reporting and disclosure practices of the Company. The Committee will monitor the independence and performance of the Company’s independent auditors.

Composition and Procedures of the Audit Committee

The Committee shall consist of at least three (3) directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. While the Board may recommend a Chairman for the Committee, the Committee shall have the discretion to appoint the Chairman from amongst its members. The Committee shall establish procedures for quorum, notice and timing of meetings subject to the proviso that a quorum shall be no less than two (2) Committee members. Meetings shall be held no less regularly than once per quarter to review the audited financial statements and interim financial statements of the Company. At least two (2) members of the Committee shall be independent. At least one (1) member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices applicable to the Company. For the purposes of this Charter, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

Specific duties and responsibilities of the Audit Committee

- (1) The Committee shall recommend to the Board:
 - (a) the external auditors to be nominated for the purpose of preparing or issuing an auditors’ report or performing other audit, review or attest services for the Company; and
 - (b) the compensation of the external auditors.
- (2) The Committee shall be directly responsible for overseeing the work of the external auditors engaged for the purpose of preparing or issuing an auditors’ report or performing other audit, review or attest services for the Company, including the resolution or disagreements between Management and the external auditors regarding financial reporting.
- (3) The Committee shall pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the Company’s external auditors.
- (4) The Committee satisfies the pre-approval requirement in subsection (3) if:

- (a) the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiary entities to the Company's external auditors during the fiscal year in which the services are provided;
 - (b) the Company or the subsidiary entity of the Company, as the case may be, did not recognize the services as non-audit services at the time of the engagement; and
 - (c) the services are promptly brought to the attention of the Committee and approved, prior to the completion of the audit, by the Committee or by one or more of its members to whom authority to grant such approvals has been delegated by the Committee.
- (5)
- (a) The Committee may delegate to one or more independent members the authority to pre-approve non-audit services in satisfaction of the requirement by the Committee.
 - (c) The pre-approval of non-audit services by any member to whom authority has been delegated pursuant to subsection (5)(a) must be presented to the Committee at its first scheduled meeting following such pre-approval.
- (6) The Committee satisfies the pre-approval requirement in subsection (3) if it adopts specific policies and procedures for the engagement of the non-audit services, if:
- (a) the pre-approval policies and procedures are detailed as to the particular service;
 - (b) the Committee is informed of each non-audit service; and
 - (c) the procedures do not include delegation of the Committee's responsibilities to Management.
- (7) The Committee shall review the Company's financial statements, MD&A and annual and interim earnings press releases before the Company publicly discloses this information.
- (8) The Committee must be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure referred to in subsection (7), and must periodically assess the adequacy of those procedures.
- (9) The Committee must establish procedures for:
- (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- (10) The Committee must review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (11) The Committee shall have the authority:
- (a) to engage independent counsel and other advisors as it determines necessary to carry out its duties;
 - (b) to set and pay the compensation for any advisors employed by the Committee; and
 - (c) to communicate directly with the internal and external auditors.

- (12) The Committee shall review with Management and independent auditors the quality and the appropriateness of the Company's financial reporting and accounting policies, standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
- (13) The Committee shall review the clarity of the financial statement presentation with a view to ensuring that the financial statements provide meaningful and readily understandable information to shareholders and the investing public.
- (14) The Committee shall monitor the independence of the independent auditors and establish procedures for confirming annually the independence of the independent auditors and any relationships that may impact upon the objectivity and the independence of the external auditors.
- (15) The Committee shall review with Management and the external auditors the audit plan for the year-end financial statements prior to the commencement of the year end audit.
- (16) The Committee shall review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.
- (17) The Committee shall review with Management and the external auditors significant related party transactions and potential conflicts of interest.
- (18) The Committee shall review in consultation with the external auditors and Management the integrity of the Company's financial reporting process and internal controls.