



---

## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

---

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the “**Meeting**”) of the Shareholders of ePlay Digital Inc. (the “**Corporation**”) will be held at 1100-1111 Melville Street Vancouver BC V6C3V6 on Friday, August 9, 2019 at 10:00 a.m. (Vancouver Time) for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial years ended December 31, 2016, 2017 and 2018 together with the report of the auditors thereon;
2. to fix the number of directors of the Corporation at three (3);
3. to elect the directors of the Corporation for the ensuing year;
4. to re-appoint Charlton & Company, Chartered Professional Accountants as the auditor of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration to be paid to the auditor for the ensuing year; and
5. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

This notice of Meeting is accompanied by: (a) the Circular; and (b) either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders. **The Circular accompanying this notice of Meeting is incorporated into and shall be deemed to form part of this notice of Meeting.**

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is July 5, 2019 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

**A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof.** As a shareholder, you can choose to vote your shares by proxy: (a) by mail or delivery in the addressed envelope provided or deposited at the offices of TSX Trust Company (“**TSX Trust**”), Proxy Department, Suite 301 – 100 Adelaide Street West, Toronto, Ontario, Canada, M5H 4H1 or (b) by fax to 1-416-595-9593, so as to arrive not later than 10:00 a.m. (Vancouver time) on August 7 2019, or if the Meeting is adjourned, at the latest 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used unless the chair of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.

The above time limit for deposit of proxies may be waived or extended by the chair of the Meeting at his or her discretion without notice.

DATED this July 5, 2019

BY ORDER OF THE BOARD OF DIRECTORS  
**Trevor Doerksen**  
Chief Executive Officer, President & Director