

**Report Pursuant to National Instrument 62-103
and Section 5.2 of Multilateral Instrument 62-104**

1. Security and Reporting Issuer

This report is made pursuant to the provisions of the securities legislation referred to above in connection with certain acquisitions of securities of ePlay Digital Inc. (the “Company”), 2464 – 246 Stewart Green Dr SW, Calgary, AB T3H 3C8. The series of transactions partially took place through the facilities of the Canadian Securities Exchange, and partially through a private placement transaction which did not take place through the facilities of any stock market.

2. Identity of Acquirer

The transactions described in item 1 above took place over a period of time from February 22, 2021 to March 12, 2021, and involved the following joint actor of ThreeD Capital Ltd (“ThreeD”):

- Sheldon Inwentash (the “Joint Actor”), 126 Old Forest Hill Road, Toronto, ON M5P 2R9

The address of ThreeD is 130 Spadina Avenue, Suite 401, Toronto, ON M5V 2L4.

3. Interest in Securities of the Reporting Issuer

ThreeD and the Joint Actor acquired ownership and control of an aggregate of 7,500,000 common shares (the “Subject Shares”) and 4,500,000 common share purchase warrants (the “Subject Warrants”) of the Company through a series of transactions ending on March 12, 2021, including the acquisition of 4,500,000 units, with each unit consisting of one common share and one common share purchase warrant (the “Units”), through participation in a private placement that closed on March 10, 2021 (the “Private Placement”). The Subject Shares represented approximately 9.5% of all issued and outstanding common shares of the Company as of March 12, 2021 immediately following the transactions described above (or approximately 14.4% on a partially diluted basis, assuming exercise of the Subject Warrants only).

Immediately before the transactions described above, ThreeD and the Joint Actor did not hold any securities of the Company.

Immediately following the series of transactions described above, ThreeD and the Joint Actor held an aggregate of 7,500,000 common shares (the “Post-Closing Shares”) and convertible securities entitling ThreeD and the Joint Actor to acquire an additional 4,500,000 common shares of the Company (the “Post-Closing Convertible Securities”), representing approximately 9.5% of the issued and outstanding common shares of the Company (or approximately 14.4% assuming exercise of such Post-Closing Convertible Securities only). Of this total, ThreeD held an aggregate of 6,000,000 of the Post-Closing Shares and 3,000,000 of the Post-Closing Convertible Securities, representing approximately 7.6% of the issued and outstanding common shares of the Company (or

approximately 11.0% assuming exercise of such Post-Closing Convertible Securities only), and the Joint Actor held an aggregate of 1,500,000 of the Post-Closing Shares and 1,500,000 of the Post-Closing Convertible Securities, representing approximately 1.9% of the issued and outstanding common shares of the Company (or approximately 3.7% on a partially diluted basis, assuming exercise of such Post-Convertible Securities only).

4. Consideration Paid.

3,000,000 common shares of the Company were acquired through the facilities of the Canadian Securities Exchange for aggregate consideration paid of \$454,905, or \$0.15 per common share. 4,500,000 Units were acquired through the Private Placement (and not through the facilities of any stock exchange) for aggregate consideration paid of \$450,000, or \$0.10 per Unit.

5. Purpose of the Transaction

The holdings of securities of the Company by ThreeD and the Joint Actor are managed for investment purposes. ThreeD and the Joint Actor may from time to time acquire additional securities of the Company, dispose of some or all of the existing or additional securities they hold or will hold, or may continue to hold their current positions.

6. Agreements, Arrangements, Commitments or Understandings with respect to Securities of the Company

The Units were acquired in a Private Placement pursuant to a subscription agreement which does not contain any provisions regarding the transfer, guarantee or voting of such securities.

7. Change in Material Fact.

Not Applicable.

8. Exemption.

Section 2.3 of National Instrument 45-106 on the basis that each of ThreeD and the Joint Actor is a “accredited investor” as defined therein.

9. Certification

The undersigned certifies that the information herein is true and complete in every respect.

DATED this 12th day of March, 2021

THREED CAPITAL INC.

“Lynn Chapman”

Lynn Chapman
Chief Financial Officer and Corporate Secretary