



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of the Shareholders of ePlay Digital Inc. (the “**Corporation**”) will be held at 1100-1111 Melville Street Vancouver BC V6E 3V6 on **Thursday, June 2, 2022 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, 2021, 2020, and 2019 together with the reports 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;
5. to consider, and if thought fit, approve the ordinary resolution, as more particularly set forth in the accompanying Management Information Circular prepared for the purpose of the Meeting, relating to the re-approval of the stock option plan of the Corporation; and
6. 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 April 28, 2022 (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 Endeavor Trust Corporation (“**Endeavor Trust**”), Proxy Department, Suite 702 – 777 Hornby Street, Vancouver, B.C., V6Z 1S4 or (b) by fax to 1-604-559-8908 so as to arrive not later than 10:00 a.m. (Vancouver time) on May 31, 2022, 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 April 28, 2022

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