

BLOCPLOY ENTERTAINMENT INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the shareholders of Blocplay Entertainment Inc. (the “**Corporation**”) will be held at the Westin Toronto Airport Hotel at 950 Dixon Road, Toronto, Ontario, M9W 5N4 on September 28, 2018, at 10:00 AM (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended December 31, 2017, together with a report of the auditors thereon;
2. to elect directors for the ensuing year;
3. to appoint an auditor for the Corporation and to authorize the directors to fix its remuneration;
4. to annually approve the Corporation’s stock option plan; and
5. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The Board of Directors has fixed August 21, 2018 as the record date for the determination of shareholders entitled to notice of, and to vote at, the Meeting and any adjournment thereof.

This notice is accompanied by a management information circular, a form of proxy, and the audited financial statements of the Corporation for the financial year ended December 31, 2017 together with the associated Management Discussion and Analysis, a return card, and a return envelope. Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

DATED at Toronto, Ontario this 27th day of August, 2018.

BY ORDER OF THE BOARD

“Alex Powell”
Chief Financial Officer

NOTE:

1. The directors have fixed a time that is 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or any adjournment thereof as the time before which the instrument of proxy to be used at the Meeting must be deposited with the Corporation’s transfer agent, TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1, provided that a proxy may be delivered to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time for voting.

BLOCPLOY ENTERTAINMENT INC.
#708 - 1155 West Pender, Vancouver, BC, V6E2P4

MANAGEMENT INFORMATION CIRCULAR

For the Annual General and Special Meeting of Shareholders to be held on September 28, 2018

GENERAL PROXY INFORMATION

SOLICITATION OF PROXIES

The information contained in this management information circular (the “**Circular**”) is furnished to the holders of common shares (the “**Shareholders**”) of **Blocplay Entertainment Inc.** (the “**Corporation**”) in connection with the solicitation by management of the Corporation of proxies to be voted at the Annual General and Special Meeting (the “**Meeting**”) of the Shareholders to be held at 10:00 AM (Toronto time) on September 28, 2018 at the Westin Toronto Airport Hotel at 950 Dixon Road, Toronto, Ontario, M9W 5N4 for the purposes set forth in the accompanying Notice of Annual General and Special Meeting of Shareholders (the “**Notice of Meeting**”) or at any adjournment thereof. Unless otherwise stated, the information provided in this Circular is provided as of August 27, 2018.

This solicitation of proxies is made on behalf of the management of the Corporation. Such solicitation will be made primarily by mail, but proxies may be solicited personally, electronically or by telephone by directors and officers of the Corporation, who will not be remunerated therefor. The costs incurred in the preparation and mailing of the form of proxy, Notice of Meeting and this Circular will be borne by the Corporation. The cost of the solicitation will also be borne by the Corporation.

The board of directors of the Corporation (the “**Board**”) has fixed the close of business on August 21, 2018 as the record date, being the date for the determination of the registered Shareholders entitled to receive notice of, and to vote at, the Meeting (the “**Record Date**”).

APPOINTMENT OF PROXYHOLDERS

The persons named in the enclosed form of proxy are directors of the Corporation. **A Shareholder has the right to appoint, as proxyholder or alternate proxyholder, a person, persons or a company (who need not be a Shareholder) to represent such Shareholder at the meeting, other than any of the persons designated in the enclosed form of proxy, and may do so either by inserting the name of his chosen nominee in the space provided for that purpose on the form and striking out the other names on the form, or by completing another proper form of proxy.**

DEPOSIT OF PROXY

An appointment of a proxyholder or alternate proxyholders, by resolution of the directors duly passed, **WILL NOT BE VALID FOR THE MEETING OR ANY ADJOURNMENT THEREOF UNLESS IT IS DEPOSITED WITH THE CORPORATION’S TRANSFER AGENT, TSX TRUST COMPANY, SUITE 301, 100 ADELAIDE STREET WEST, TORONTO, ONTARIO, M5H 4H1, NOT LATER THAN 48 HOURS, EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS, PRIOR TO THE MEETING OR ANY ADJOURNMENT THEREOF,** or deposited with the Chairman of the Meeting or any adjournment thereof prior to the commencement thereof. A return envelope has been included with the material.

REVOCAION OF PROXIES

A Shareholder who has given a proxy may revoke the proxy:

- (a) by depositing an instrument in writing executed by the Shareholder or by the Shareholder’s attorney authorized in writing:

- (i) with TSX Trust Company, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting, or the adjournment thereof, at which the proxy is to be used;
 - (ii) at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used;
 - (iii) with the chairman of the Meeting on the day of the Meeting or any adjournment thereof; or
- (b) in any other manner provided by law.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

EXERCISE OF DISCRETION

A Shareholder forwarding the enclosed form of proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the Shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The shares represented by the proxy submitted by a Shareholder will be voted or withheld from voting in accordance with the instructions, if any, of the Shareholder on any ballot that may be called for. If the Shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly by the proxy.

In the absence of such direction in respect of a particular matter, such shares will be voted in favour of such matter. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. As of the date of this Circular, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting. However, if any such amendments, variations or other matters which are not now known to the management of the Corporation should properly come before the Meeting, the shares represented by the proxies hereby solicited will be voted thereon in accordance with the best judgment of the person or persons voting such proxies.

All matters to be voted upon as set forth in the Notice of Meeting require approval by a simple majority of all votes cast at the Meeting, except where specified as a special resolution. Special resolutions require the affirmative vote of not less than two-thirds of the votes cast by the Shareholders who vote in respect of that resolution in order to be passed.

NON-REGISTERED HOLDERS

Only registered holders of common shares of the Corporation (the “**Common Shares**”) or the persons they appoint as their proxies are permitted to vote at the Meeting. Many Shareholders are “non-registered” shareholders (“**Non-Registered Shareholders**”) because the shares they own are not registered in their names but are instead either (i) registered in the name of an intermediary (the “**Intermediary**”) that the Non-Registered Shareholder deals with in respect of the Common Shares, such as, among others, brokerage firms, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans, or (ii) in the name of a clearing agency (such as the Canadian Depository for Securities Limited) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Corporation has distributed copies of the Notice of Meeting, this Circular and the enclosed form of proxy (collectively the “**Meeting Materials**”) to Intermediaries and clearing agencies for onward distribution to Non-Registered Shareholders of Common Shares.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the meeting materials to Non-Registered Shareholders. A Non-Registered Shareholder who has not waived the right to receive the Meeting Materials will either be given:

- (a) a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, in accordance with the directions of the Intermediary and which will constitute voting instructions which the Intermediary must follow; or
- (b) a form of proxy **which has already been signed by the Intermediary** (typically a facsimile signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. This form of proxy does not require the Intermediary to sign when submitting the proxy. In this case the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and **deposit it with the Corporation, c/o TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1.**

In either case, the purpose of these procedures is to permit the Non-Registered Shareholder to direct the voting of the shares of the Corporation the Non-Registered Shareholder beneficially owns. Should a Non-Registered Shareholder wish to attend and vote at the Meeting in person, (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the form of proxy and insert his or her name in the space provided for the purpose on the voting instructions form and return it in accordance with the directions of the Intermediary.

The Non-Registered Shareholder should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or voting instructions form is to be delivered.

A Non-Registered Shareholder may revoke a form of proxy or voting instructions form given to an Intermediary by contacting the Intermediary through which the Non-Registered Shareholder's Common Shares are held and following the instructions of the Intermediary respecting the revocation of proxies. In order to ensure that an Intermediary acts upon a revocation of a proxy form or voting instruction form, the written notice should be received by the Intermediary well in advance of the Meeting.

Non-Objecting Beneficial Owners

These meeting materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions or form of proxy delivered to you.

VOTING SHARES AND PRINCIPAL HOLDERS

The Corporation is authorized to issue an unlimited number of Common Shares. As of the close of business on the date immediately preceding the date hereof, the Corporation has issued and outstanding 175,787,171 fully paid and non-assessable Common Shares. All of the outstanding Common Shares are entitled to be voted at the Meeting and, unless otherwise stated herein, each resolution identified in the accompanying Notice of Meeting will be an ordinary resolution requiring for its approval a majority of the votes in respect of the resolution.

The Record Date for the Meeting is August 21, 2018. Each holder of Common Shares is entitled to one vote for each Common Share shown as registered in such holder's name on the list of Shareholders prepared as of the close of business on the Record Date with respect to all matters to be voted on at the Meeting. However, in the event of a transfer of Common Shares by any such holder after such date, the transferee is entitled to vote those Common Shares if such transferee produces a certificate in his or her name or properly endorsed share certificates or otherwise establishes that such transferee owns the Common Shares, and requests, not later than ten days before the Meeting, that the Corporation's transfer agent, TSX Trust Company, include the transferee's name in the list of Shareholders entitled to vote at the Meeting.

To the knowledge of the directors and senior officers of the Corporation, as of the date hereof no person beneficially owns, directly or indirectly, or exercises control over, Common Shares carrying more than 10% of the voting rights attached to the outstanding Common Shares of the Corporation, except as follows:

Name	Number of Shares	Approximate Percentage of Total Issued
CDS & Co. ⁽¹⁾	155,838,454	88.65%

Note:

(1) The Corporation is not aware of the beneficial ownership of the Common Shares held by this financial intermediary.

EXECUTIVE COMPENSATION

Named Executive Officers

Pursuant to applicable securities regulations, the Corporation must disclose the compensation paid to its Named Executive Officers (“NEOs”) for the three most recently completed financial years. NEOs include the Corporation’s Chief Executive Officer, the Corporation’s Chief Financial Officer and the other three most highly compensated executive officers provided that disclosure is not required for those executive officers, other than the Chief Executive Officer and Chief Financial Officer, whose total compensation did not exceed \$150,000.

COMPENSATION DISCUSSION & ANALYSIS

This section provides information regarding the compensation program in effect for the fiscal year ended December 31, 2017 for the NEOs and directors. The Corporation does not have a formal pre-determined compensation plan nor does it engage in benchmarking practices. Rather, the Corporation informally assesses the performance of its Named Executive Officers and considers a variety of factors generally, both objective and subjective, when determining compensation levels. Going forward, the compensation program of the Corporation has the following objectives: (1) to provide a compensation program that is fair and competitive in order to attract and retain well-qualified and experienced executives within the Corporation; (2) to focus the efforts of executives on business performance of the Corporation; and (3) to recognize individual performance. Compensation of the NEOs currently consists of salary and option grants.

At its present early stage of development, the Corporation currently has no compensation policies or practices that would encourage an executive officer or other individual to take inappropriate or excessive risks. An NEO or director is permitted for his own benefit and at his own risk, to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars or units or exchange funds, that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly.

Option-Based Awards

Long-term incentive in the form of options to purchase Common Shares is intended to align the interests of the Corporation’s directors and its executive officers with those of its shareholders and to provide a long term incentive that rewards these individuals for their contribution to the creation of shareholder value. In addition, the addition of “vesting” provisions at the time of option grants assists in retaining officers and directors over the longer term. The stock option incentive plan is administered by the Board with ultimate authority for the grants of options retained by the Board. In establishing the number of the incentive stock options to be granted to NEOs, reference is made to the number of stock options granted to officers of other publicly traded companies that, similar to the Corporation, are involved in the digital entertainment industry. The Board also considers the overall number of options that are outstanding relative to the number of outstanding Common Shares in determining whether to make any new grants of options. The level of effort, time, responsibility, ability, experience and level of commitment of the executive officer or director is also considered in determining the level of incentive stock option compensation.

Summary compensation table

The following table sets forth the compensation earned by the NEOs for the years ended December 31, 2015, December 31, 2016 and December 31, 2017.

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Vince McMullin ⁽¹⁾ Chief Executive Officer	2017	Nil	50,300	Nil	Nil	Nil	Nil	Nil	50,300
	2016	Nil	25,150	Nil	Nil	Nil	Nil	Nil	25,150
Brian Petersen ⁽²⁾ Chief Executive Officer	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
David Garland ⁽³⁾ Chief Financial Officer	2017	Nil	54,000	Nil	Nil	Nil	Nil	Nil	54,000
	2016	Nil	54,000	Nil	Nil	Nil	Nil	Nil	54,000
	2015	Nil	54,000	Nil	Nil	Nil	Nil	Nil	27,000
Donald Gordon ⁽⁴⁾ Chief Financial Officer	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Vince McMullin was appointed as Chief Executive Officer (“CEO”) on April 1, 2016 and resigned December 22, 2018. Jon Gill was appointed interim CEO on Jan. 1, 2018 and resigned as interim CEO on May 17, 2018. Richard Grieve was appointed as CEO on May 17, 2018 and also subsequently resigned on June 14, 2018. Cameron Paddock was appointed CEO on June 14, 2018, and subsequently resigned on July 29, 2018. James Hutton is currently the interim CEO of the Corporation, having been appointed August 2, 2018.

(2) Brian Petersen was the CEO of the Corporation from October 30, 2014 to June 25, 2015. Vince McMullin was subsequently appointed as CEO on April 1, 2016.

(3) David Garland was appointed the Chief Financial Officer (“CFO”) on June 25, 2015, and resigned on May 17, 2018. Usama Chaudhry was appointed as CFO on June 1, 2018 and resigned on July 31, 2018. Alex Powell is the current CFO of the Corporation, having been appointed on July 31, 2018.

(4) Donald Gordon was appointed CFO on October 30, 2014, and resigned on June 25, 2015.

INCENTIVE PLAN AWARDS

Outstanding Option-Based Awards as at December 31, 2017

The following table sets forth the outstanding option-based awards of the NEOs for the financial year ended December 31, 2017.

Name	Option-based Awards					Share-based Awards		
	Number of securities underlying unexercised options (#)	Date Awarded	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽²⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of share-based awards not paid out or distributed (\$)
Vince McMullin ⁽¹⁾ Chief Executive Officer	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
David Garland ⁽²⁾ Chief Financial Officer	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Vince McMullin was appointed as Chief Executive Officer (“CEO”) on April 1, 2016 and resigned December 22, 2018. Jon Gill was appointed interim CEO on Jan. 1, 2018 and resigned as interim CEO on May 17, 2018. Richard Grieve was appointed as CEO on May 17, 2018 and also subsequently resigned on June 14, 2018. Cameron Paddock was appointed CEO on June 14, 2018, and subsequently resigned on July 29, 2018. James Hutton is currently the interim CEO of the Corporation, having been appointed August 2, 2018.

(2) David Garland was appointed the Chief Financial Officer (“CFO”) on June 25, 2015, and resigned on May 17, 2018. Usama Chaudhry was appointed as CFO on June 1, 2018 and resigned on July 31, 2018. Alex Powell is the current CFO of the Corporation, having been appointed on July 31, 2018.

Incentive Plan Awards – Value Vested or Earned During the Financial Year Ended December 31, 2017

The following table sets forth the value vested of option and share based awards for the NEOs:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Vince McMullin Chief Executive Officer	Nil	50,300	Nil
David Garland Chief Financial Officer	Nil	54,000	Nil

Stock Option Plan

The Corporation maintains a stock option plan (the “**Stock Option Plan**”) for directors, officers, employees and consultants of the Corporation and its subsidiaries.

The purpose of the Stock Option Plan is to add incentive and to provide consideration for effective services of full and part-time employees, full and part-time officers and directors of the Corporation, and persons performing special technical or other services to the Corporation and its subsidiaries. The number of Common Shares, the exercise price per Common Share, the vesting period and any other terms and conditions of options granted pursuant to the Stock Option Plan, from time to time, are determined by the Board at the time of the grant, subject to the defined parameters of the Stock Option Plan.

The Stock Option Plan is administered by the Board. Participation is limited to directors, full and part-time officers, full and part-time employees and consultants providing services to the Corporation.

The exercise price of any option cannot be less than the discounted market price of the Common Shares at the time the option is granted. Market price is deemed to be the closing price as reported on the principal stock exchange or over-the-counter market on which the common shares are listed or quoted, on the last trading day immediately preceding the day upon which the option is granted. The exercise period cannot exceed ten years. Options will terminate on the date of expiration specified, or the earlier of the date of expiration specified or one (1) year after a participant ceases to be eligible, or one (1) year after the date of death.

The Stock Option Plan allows for the issuance of stock options on a "rolling" basis whereby up to a maximum of 10% of the issued and outstanding Common Shares may be reserved for granting under the Stock Option Plan with no vesting provisions. The maximum number of Common Shares reserved for issuance to any individual officer or director shall not exceed five per cent (5%) of the issued and outstanding Common Shares and to any technical consultant shall not exceed two percent (2%) of the issued and outstanding Common Shares, in each case subject to adjustment of such number pursuant to the provisions contained in the Stock Option Plan related to share capital re-adjustments.

PENSION PLAN BENEFITS

The Corporation has no pension or retirement plans.

DIRECTOR COMPENSATION

The following table describes all compensation provided to the directors of the Corporation for the financial year ended December 31, 2017. Please see “summary compensation table” for details with respect to directors who also served as officers of the Corporation.

Name	Fees earned (\$)⁽¹⁾	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total compensation (\$)
Chris Irwin ⁽¹⁾	8,000	Nil	Nil	Nil	Nil	Nil	8,000
Vince McMullin ⁽¹⁾	12,000	Nil	Nil	Nil	Nil	Nil	12,000
Jon Gill ⁽¹⁾	24,000	Nil	Nil	Nil	Nil	Nil	24,000
David Garland ⁽¹⁾	12,000	Nil	Nil	Nil	Nil	Nil	12,000

Notes:

(1) Please see “Particulars of Matters To Be Acted On – Election of Directors” for timeline of resignations of directors and appoint of current members of the Board.

TERMINATION AND CHANGE OF CONTROL BENEFITS

The Corporation is not aware of any termination of change of control benefits to be payable to its directors or officers pursuant to a contract with the Corporation.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

This table sets forth information as at December 31, 2017 with respect to the Corporation’s compensation plans under which equity securities of the Corporation are authorized for issuance.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	7,056,272	\$0.09	10,522,445
Equity compensation plans not approved by security holders	n/a	n/a	n/a

PARTICULARS OF MATTERS TO BE ACTED UPON

ELECTION OF DIRECTORS

The articles of the Corporation provide that the Board shall consist of a minimum of one and a maximum of ten directors, the number of which may be fixed from time to time by a resolution of the Board. The Corporation currently has five directors. The number of directors of the Corporation proposed to be elected at the Meeting is five. The term of office of the current five directors will end at the conclusion of the Meeting. Unless a director's office is earlier vacated in accordance with the provisions the *Business Corporations Act* (Ontario), each director will hold office until the conclusion of the next annual meeting of the Corporation or, if no director is then elected, until a successor is elected.

On January 11, 2018, Robert Howe and Konstantin Lichtenwald were appointed to the Board, and Chris Irwin resigned as a director of the Corporation. On February 23, 2018, Robert Howe resigned as a member of the Board and, in his place, Usama Chaudhry was appointed to the Board. On May 18, 2018, Richard Grieve and Cameron Paddock were appointed to the Board as Jon Gill and David Garland tendered their resignations from the Board. On June 1, 2018, Simon Kim was appointed to the Board upon the resignation of Konstantin Lichtenwald. As such, on June 1, 2018, the Board was comprised of Cameron Paddock, Richard Grieve, Simon Kim and Usama Chaudhry. Subsequently, Richard Grieve resigned from the Board on July 23, 2018, and Cameron Paddock resigned on July 29, 2018. Raymond Gigliotti was appointed to the Board on July 31, 2018. On August 7, 2018, Usama Chaudhry resigned from the Board and Alexander (Alex) Powell was appointed to the Board. On August 13, 2018, Paul Andrusyshyn was appointed to the Board.

The following table sets out the names of management's nominees for election as directors, each nominee's principal occupation, business or employment, the period of time during which each has been a director of the Corporation, the number of Common Shares beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the date hereof.

Name and Residence	Principal Occupation	Director Since	Shares Held or Beneficially Owned ⁽¹⁾	Percent of Issued and Outstanding Common Shares
Raymond Gigliotti ⁽²⁾ Ontario, Canada	Software Developer	July, 2018	Nil	Nil
Alex Powell ⁽²⁾ Ontario, Canada	Chief Financial Officer	August, 2018	Nil	Nil
Paul Andrusyshyn ⁽²⁾ Ontario, Canada	Consultant	August, 2018	Nil	Nil

Notes:

- (1) The information as to shares beneficially owned, directly or indirectly, not being within the knowledge of the Corporation, has been furnished by the respective directors individually.
- (2) Member of the Audit Committee (Paul Andrusyshyn, Chair).

The following is a brief description of the director nominees:

Alex Powell, attended McMaster University, studying accounting and finance while obtaining an Honours B Comm. degree. Taking the accounting route after University he attained his CA designation (now CPA CA) while at a mid-sized accounting firm in Toronto. During his 4+ years at the firm, he headed audit teams for clients of various sizes in and around Toronto, where his passion to help businesses flourished. After leaving the firm he has spent the last 8 years using his knowledge and experiences in helping business owners expand their wealth. Mr. Powell has consulted with clients in many industries and many stages, focusing on technology companies.

Raymond Gigliotti, is a technological adviser, software architect and co-founder and CTO of Firestitch, a leading provider of web app and mobile app development. He has vast expertise leveraging software and app development coupled with code writing to deliver highly effective and creative solutions to business challenges. Mr. Gigliotti engages in web technologies such as Angular6, PHP7 and NodeJs to create highly scalable apps all hosted from the

Amazon Web Services Cloud. He also has adopted the Google Material standard resulting in various usable apps. He also participated in the development of the Specify platform, which manages processes and people in the software development life cycle.

Paul Andrusyshyn, graduated from Western with a degree in Mathematics and Computer Science, as well as MBAs from both Cornell and Queens University. He specializes in digital disruption and bringing new technologies and products to market. He has been working in the technology industry for more than 20 years across multiple domains, including a significant focus on finance and banking, and has worked with many top companies such as RBC, CIBC, Loblaw's and others. He is an industry thought leader and investor, who is continually looking to push the bounds of innovation and modernization.

Corporate Cease Trade Orders or Bankruptcies

Other than as noted below, no proposed director is, or has been, within 10 years before the date of this Circular:

- (a) a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, 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;
- (b) a director or executive officer of any 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
- (c) 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 proposed director.

Alex Powell filed for personal bankruptcy in 2013, and was subsequently discharged in 2015.

Penalties or Sanctions

To the knowledge of the Corporation, no proposed director has been subject:

- (i) to any penalties or sanctions imposed by a court or securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (ii) to any other penalties or sanctions imposed by a court or regulatory body, including a self-regulatory body, that would be likely to be considered important to a reasonable security holder making a decision about voting for the election of the director.

Management of the Corporation recommends that Shareholders vote in favour of the recommended directors. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the election of this slate of directors.

APPOINTMENT AND REMUNERATION OF AUDITORS

Shareholders are requested by management to approve a resolution to ratify and re-appoint Dale Matheson Carr-Hilton Labonte LLP as auditors of the Corporation until the next annual meeting of Shareholders and to authorize the directors to fix their remuneration.

Management of the Corporation recommends that Shareholders vote in favor of re-appointing Dale Matheson Carr-Hilton Labonte LLP as auditors of the Corporation and to authorize the directors to fix their

remuneration. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the approval of the resolution to appoint Dale Matheson Carr-Hilton Labonte LLP and to authorize the directors to fix their remuneration.

APPROVAL OF STOCK OPTION PLAN

The Corporation has in place a Stock Option Plan which provides that the Board may from time to time, in its discretion and in accordance with TSXV requirements, grant to directors, officers, employees and consultants of the Corporation options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the Corporation’s issued and outstanding Common Shares at the date of being granted. It is a requirement of TSXV policies that issuers who have such “rolling plans” seek annual Shareholder approval of their stock option plan. Accordingly, although no amendments are being made to the Stock Option Plan, Shareholders will be asked to re-approve the Stock Option Plan in accordance with TSXV policy.

For a description of the Stock Option Plan, see “Executive Compensation-Stock Option Plan”, above.

Management of the Corporation recommends that Shareholders vote in favor of the resolution to approve the Stock Option Plan. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the annual approval of the Stock Option Plan.

OTHER BUSINESS

Management of the Corporation is not aware of any matter to come before the Meeting other than the matters referred to in the Notice of Meeting.

CORPORATE GOVERNANCE PRACTICES

CORPORATE GOVERNANCE GUIDELINE	THE PRACTICE OF BLOCPLAY ENTERTAINMENT INC.
1. Board of Directors	
(a) Disclose the identity of directors who are independent.	Two of the three proposed directors of the Corporation are independent, namely Raymond Gigliotti and Paul Andrusyshyn.
(b) Disclose the identity of directors who are not independent, and describe the basis for that determination.	By virtue of his position as Chief Financial Officer, Alex Powell is not independent.
2. Board of Directors	
If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	Raymond Gigliotti, Paul Andrusyshyn and Alex Powell are presently not directors of any reporting issuers.

3. Orientation and Continuing Education	
Describe what steps, if any, the board takes to orient new board members, and describe any measures the board takes to provide continuing education for directors.	<p>Each new director discusses with the existing members of the Board the relevant board and committee mandates and the duties, time commitments and contributions expected of each Board member. All directors are given the opportunity to discuss the Corporation's business and affairs and board procedures of the Corporation with the external auditors and legal counsel.</p> <p>Management provides a presentation outlining the Corporation's business and affairs, including information regarding the Corporation's future objectives. Members of the Corporation's management make themselves available to the Board to discuss the Corporation's business and affairs.</p> <p>Currently, no formal continuing education process has been adopted. However, the Corporation's management endeavours to ensure that the Board is kept aware of changes affecting the Corporation's business and of changes in any legal, regulatory and industry requirements and standards. Board members are entitled to attend such seminars or educational programs as each may determine necessary to keep abreast of current issues relevant to their service as directors.</p>
4. Ethical Business Conduct	
Describe what steps, if any, the board takes to encourage and promote a culture of ethical business conduct.	In addition, each director is required to disclose fully to the Board any material interest such director may have in any transaction contemplated by the Corporation. In the event that a director discloses a material interest in a proposed transaction, the Corporation's independent directors will review the nature and terms of the proposed transaction in order to ascertain and confirm that it is being considered on commercially reasonable and arm's-length terms.
5. Nomination of Directors	
Disclose what steps, if any, are taken to identify new candidates for board nomination, including:	
<ul style="list-style-type: none"> (a) who identifies new candidates, and (b) the process of identifying new candidates. 	<ul style="list-style-type: none"> (a) The directors seek recommendations from Board members, management and from outside advisors regarding suitable candidates. (b) Board members are encouraged during their regular meetings to identify new candidates for nomination to the Board. The Board is asked to consider the needs of the Corporation in conjunction with the competencies and skills of any proposed nominees.
6. Compensation	
Disclose what steps, if any, are taken to determine compensation for the directors and CEO, including:	
<ul style="list-style-type: none"> (a) who determines the compensation; and (b) the process of determining compensation. 	<ul style="list-style-type: none"> (a) The Board determines compensation on an annual basis. (b) The Board annually reviews all compensation of senior management and directors, and consider such factors as comparable compensation within the industry and time required to perform the associated duties and responsibilities. Prior to approval, the Board engages in a final discussion.

7. Other Board Committees	
If the board has standing committees other than the audit, compensation and nominating committees, describe their function.	The Corporation does not currently have any other standing committees.
8. Assessments	
Disclose what steps, if any, that the board takes to satisfy itself that the board, its committees and its individual directors are performing effectively.	The Board as a whole also helps to assess each director's individual performance.

AUDIT COMMITTEE

The Corporation is required to have an audit committee comprised of not less than three directors, all of whom must be independent of the Corporation subject to exemptions under applicable securities laws (the “**Audit Committee**”).

Audit Committee Charter

The Board has adopted a Charter for the Audit Committee, which sets out the Committee’s mandate, organization, powers and responsibilities. The complete Charter is attached as Schedule “A” to this Management Information Circular.

Independence

National Instrument 52-110 *Audit Committees*, (“**NI 52-110**”) provides that a member of an audit committee is “independent” if the member has no direct or indirect material relationship with the issuer, which could, in the view of the issuer’s board of directors, reasonably interfere with the exercise of the member’s independent judgment.

The Corporation’s current Audit Committee consists of Raymond Gigliotti, Paul Andrusyshyn, and Alex Powell. Both Raymond Gigliotti and Paul Andrusyshyn are independent. By virtue of his position as CFO, Alex Powell is not considered to be independent.

Relevant Education and Experience

NI 52-110 provides that 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 Corporation’s financial statements. All members of the Audit Committee are financially literate as such term is defined in NI 52-110. Each of the members has the ability to read and understand 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 Corporation’s financial statements.

The following sets out the relevant education and experience of the members of the Audit Committee:

Raymond Gigliotti co-founded Firestitch and has been the Chief Technology Officer for the company since. Mr. Gigliotti continues to work to develop and scale web app and mobile app development through Firestitch, including in financial services industries. His work involves exposure to financial statements for purposes of app development, as well as reviewing Firestitch’s financial statements for the purpose of evaluating its financial position.

Paul Andrusyshyn with MBAs from both Cornell and Queens University. His work experience entails a significant focus in banking and finance review, while having worked with many top banks and companies such as RBC, CIBC, and Loblaw's, amongst others. He has had exposure and experience reading financial statements as an independent contractor running his own consulting practice for 10 years.

Alex Powell studied accounting and finance while obtaining an Honours B Comm. Degree at McMaster. He attained his CA designation (now CPA CA) while at a mid-sized accounting firm in Toronto. During his 4+ years at the firm, Mr. Powell led and participated in audits for clients of various sizes, which included the preparation and finalizing of financial statements for such clients.

Audit Committee Oversight

Since the commencement of the Corporation's most recently completed financial year, the Audit Committee of the Corporation has not made any recommendations to nominate or compensate an external auditor which were not adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the Corporation's most recently completed financial year, the Corporation has not relied on:

- (a) the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI-52-110; or
- (b) an exemption from NI-52-110, in whole or in part, granted under Part 8 (*Exemptions*).

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies and procedures for the engagement of non audit services.

Audit Fees

Dale Matheson Carr-Hilton Labonte LLP was appointed the auditor of the Corporation effective March 8, 2018. The following table sets forth the fees paid by the Corporation to Dale Matheson Carr-Hilton Labonte LLP for services rendered in the fiscal years ended December 31, 2016 and December 31, 2017:

	<u>2016</u>	<u>2017</u>
Audit Fees:	\$25,000	\$30,000
Audit Related Fees:	Nil	600
Tax Fees:	Nil	1530
All Other Fees:	Nil	Nil
Total:	\$25,000	\$32,130

The Corporation is a "venture issuer" as defined in NI-52-110 and is relying on the exemption in section 6.1 of NI-52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

INTEREST OF CERTAIN PERSONS IN MATERIAL TRANSACTIONS

Other than as previously disclosed in this Circular, the Corporation is not aware of any material interests, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer, proposed nominee for election as a director or any Shareholder holding more than 10% of the voting rights attached to the Common Shares or an associate or affiliate of any of the foregoing in any transaction in the preceding financing year or any proposed or ongoing transaction of the Corporation which has or will materially affect the Corporation.

INDEBTEDNESS OF CORPORATION OF DIRECTORS AND SENIOR OFFICERS

No director, executive officer, promoter, member of management, nominee for election as director of the Corporation or any of their associates or affiliates is or has been indebted to the Corporation during the most recently completed financial year.

COMMITMENTS TO ACQUIRE SECURITIES OF THE CORPORATION

Other than as set forth herein, there are no agreements, commitments, or understandings made by the Corporation or any officers or directors of the Corporation to acquire Common Shares.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. The Corporation's annual financial statements and related management discussion and analysis are available to anyone, upon request, from the Corporation at #708 - 1155 West Pender, Vancouver, BC, V6E2P4. All financial information in respect of the Corporation is provided in the comparative financial statements and management discussion and analysis for its recently completed financial year.

CERTIFICATE OF APPROVAL OF DIRECTORS

This Circular and the mailing of same to the Shareholders have been approved by the Board.

DATED the 27th day of August, 2018.

BY ORDER OF THE BOARD

"Alex Powell"

Chief Financial Officer

SCHEDULE "A"

STOMPY BOT CORPORATION (the "Corporation")

AUDIT COMMITTEE CHARTER

This Charter establishes the composition, the authority, roles and responsibilities and the general objectives of the Corporation's audit committee, or its Board of Directors (the "Board") in lieu thereof (the "Audit Committee"). The roles and responsibilities described in this Charter must at all times be exercised in compliance with the legislation and regulations governing the Corporation and any subsidiaries.

1. Composition

- (a) *Number of Members.* The Audit Committee must be comprised of a minimum of three directors of the Corporation, at least two of whom will be independent. Independence of the board members will be as defined by applicable legislation.
- (b) *Chair.* Audit Committee members will appoint a chair of the Audit Committee (the "Chair") to serve for a term of one (1) year on an annual basis. The Chair may serve as the chair of the Audit Committee for any number of consecutive terms.
- (c) *Financially Literacy.* All members of the audit committee will be financially literate as defined by applicable legislation. If upon appointment a member of the Audit Committee is not financially literate as required, the person will be provided with a period of three months to acquire the required level of financial literacy.

2. Meetings

- (a) *Quorum.* The quorum required to constitute a meeting of the Audit Committee is set at a majority of members.
- (b) *Agenda.* The Chair will set the agenda for each meeting, after consulting with management and the external auditor. Agenda materials such as draft financial statements must be circulated to all Audit Committee members for members to have a reasonable amount of time to review the materials prior to the meeting.
- (c) *Notice to Auditors.* The Corporation's auditors (the "Auditors") will be provided with notice as necessary of any Audit Committee meeting, will be invited to attend each such meeting and will receive an opportunity to be heard at those meetings on matters related to the Auditor's duties.
- (d) *Minutes.* Minutes of the Audit Committee meetings will be accurately recorded, with such minutes recording the decisions reached by the committee.

3. Roles and Responsibilities

The roles and responsibilities of the Audit Committee include the following:

External Auditor

The Audit Committee will:

- (a) *Selection of the external auditor.* Select, evaluate and recommend to the Board, for shareholder approval, the Auditor to examine the Corporation's accounts, controls and financial statements.
- (b) *Scope of Work.* Evaluate, prior to the annual audit by the Auditors, the scope and general extent of the Auditor's review, including the Auditor's engagement letter.
- (c) *Compensation.* Recommend to the Board the compensation to be paid to the external auditors.
- (d) *Replacement of Auditor.* If necessary, recommend the replacement of the Auditor to the Board.
- (e) *Approve Non-Audit Related Services.* Pre-approve all non-audit services to be provided by the Auditor to the Corporation or its subsidiaries.
- (f) *Direct Responsibility for Overseeing Work of Auditors.* Must directly oversee the work of the Auditor. The Auditor must report directly to the Audit Committee.
- (g) *Resolution of Disputes.* Assist with resolving any disputes between the Corporation's management and the Auditors regarding financial reporting.

Consolidated Financial Statements and Financial Information

The Audit Committee will:

- (a) *Review Audited Financial Statements.* Review the audited consolidated financial statements of the Corporation, discuss those statements with management and with the Auditor, and recommend their approval to the Board.
- (b) *Review of Interim Financial Statements.* Review and discuss with management the quarterly consolidated financial statements, and if appropriate, recommend their approval by the Board.
- (c) *MD&A, Annual and Interim Earnings Press Releases, Audit Committee Reports.* Review the Corporation's management discussion and analysis, interim and annual press releases, and audit committee reports before the Corporation publicly discloses this information.
- (d) *Auditor Reports and Recommendations.* Review and consider any significant reports and recommendations issued by the Auditor, together with management's response, and the extent to which recommendations made by the Auditor have been implemented.

Risk Management, Internal Controls and Information Systems

The Audit Committee will:

- (a) *Internal Control.* Review with the Auditors and with management, the general policies and procedures used by the Corporation with respect to internal accounting and financial controls. Remain informed, through communications with the Auditor, of any weaknesses in internal control that could cause errors or deficiencies in financial reporting or deviations from the accounting policies of the Corporation or from applicable laws or regulations.

- (b) *Financial Management.* Periodically review the team in place to carry out financial reporting functions, circumstances surrounding the departure of any officers in charge of financial reporting, and the appointment of individuals in these functions.
- (c) *Accounting Policies and Practices.* Review management plans regarding any changes in accounting practices or policies and the financial impact thereof.
- (d) *Litigation.* Review with the Auditors and legal counsel any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Corporation and the manner in which these matters are being disclosed in the consolidated financial statements.
- (e) *Other.* Discuss with management and the Auditors correspondence with regulators, employee complaints, or published reports that raise material issues regarding the Corporation's financial statements or disclosure.

Complaints

- (a) *Accounting, Auditing and Internal Control Complaints.* The Audit Committee must establish a procedure for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal controls or auditing matters.
- (b) *Employee Complaints.* The Audit Committee must establish a procedure for the confidential transmittal on condition of anonymity by the Corporation's employees of concerns regarding questionable accounting or auditing matters.

4. Authority

- (a) *Auditor.* The Auditor, and any internal auditors hired by the Corporation, will report directly to the Audit Committee.
- (b) *To Retain Independent Advisors.* The Audit Committee may, at the Corporation's expense and without the approval of management, retain the services of independent legal counsels and any other advisors it deems necessary to carry out its duties and set and pay the monetary compensation of these individuals.

5. Reporting

The Audit Committee will report to the Board on:

- (a) the Auditor's independence;
- (b) the performance of the Auditor and any recommendations of the Audit Committee in relation thereto;
- (c) the reappointment and termination of the Auditor;
- (d) the adequacy of the Corporation's internal controls and disclosure controls;
- (e) the Audit Committee's review of the annual and interim consolidated financial statements;

- (f) the Audit Committee's review of the annual and interim management discussion and analysis;
 - (g) the Corporation's compliance with legal and regulatory matters to the extent they affect the financial statements of the Corporation; and
 - (h) all other material matters dealt with by the Audit Committee.
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