

TO BE USED IN CONNECTION WITH THE ANNUAL MEETING  
OF HOLDERS OF COMMON SHARES OF

**BLOCPLOY ENTERTAINMENT INC.**

#708 - 1155 West Pender  
Vancouver, BC  
V6E2P4

TO BE HELD ON FRIDAY, SEPTEMBER 28, 2018 AT 10:00 a.m.

FOR THE SOLICITATION OF PROXIES  
BY AND ON BEHALF OF

**JAMES MENZIES**  
(the “Concerned Shareholder”)

**RECOMMENDATION**

**THE CONCERNED SHAREHOLDER RECOMMENDS THAT YOU ELECT THE INDIVIDUALS NAMED IN THIS CIRCULAR (AND THE ACCOMPANYING GREEN FORM OF PROXY) AS DIRECTORS OF BLOCPLOY ENTERTAINMENT INC. AT THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON SEPTEMBER 28, 2018 AND THAT YOU DO NOT ELECT THOSE INDIVIDUALS NOMINATED BY MANAGEMENT OF BLOCPLOY ENTERTAINMENT INC.**

*This circular solicits **GREEN** proxies as opposed to those of the current management of Blocplay Entertainment Inc. Please follow the instructions set forth under “General Proxy Information — Appointment and Revocation of Proxies” in this circular with respect to depositing a proxy. You may oppose management’s nomination of its proposed directors even if you have previously deposited a proxy in support of these nominees. See “General Proxy Information — Appointment and Revocation of Proxies”.*

**If you have any questions, or require any assistance in voting your shares, write, call, fax or email:**

**James Menzies**  
**50 Wessex Drive**  
**Brooklin Ont. L1M 2C3**  
**james@menzies1.com**  
**(416) 557-9014**

**September 25, 2018**



## PROXY CIRCULAR

This proxy circular and the accompanying **GREEN** form of proxy are furnished to you in connection with the solicitation by and on behalf of the Concerned Shareholder of proxies to be used at the annual meeting of holders of common shares (the “**Blocplay Shares**”) of Blocplay Entertainment Inc. (“**Blocplay**” or the “**Company**”), scheduled to be held at the Westin Toronto Airport Hotel at 950 Dixon Road, Toronto, Ontario, M9W 5N4 on Friday, September 28, 2018 at 10:00 a.m. (Toronto time), and at any and all adjournments or postponements thereof (the “**Meeting**”).

**This solicitation of proxies is NOT made by or on behalf of the management of Blocplay.** Blocplay has previously caused to be forwarded to you a management proxy circular dated as of August 27, 2018 (the “**Management Circular**”) and a management form of proxy.

**The purpose of this solicitation is to urge the shareholders of Blocplay to change the existing Board of Directors of the Company (the “Blocplay Board”) so as to facilitate changes to the strategic direction and operation of the Company which the Concerned Shareholder believes are critical to the future success of the Company and the interests of its shareholders. The Concerned Shareholder believes they have the background and capabilities to execute a long-term business plan for the Company which will deliver results for its shareholders.**

The Concerned Shareholder is soliciting proxies in support of the election at the Meeting of the following nominees as directors of Blocplay: Jon Gill, Christopher O. Irwin and Jordan Manzer. The Concerned Shareholder is a non-management shareholder of Blocplay, beneficially owning or controlling approximately 1,010,000 Blocplay Shares, or approximately 0.57% of the outstanding Blocplay Shares (based on 175,787,171 outstanding BlocPlay Shares as disclosed in the Management Circular).

**Your vote is very important to the future of your investment in Blocplay. If after reading this circular you agree that changes to the Blocplay Board are necessary, please sign, date and deposit the enclosed GREEN form of proxy with us. You may do this even if you have previously deposited a management proxy or other form of proxy — any later proxy will automatically revoke the earlier one. If you are a registered shareholder, you may also revoke your management proxy by attending the Meeting in person and indicating your wish to vote in person. See “General Proxy Information — Appointment and Revocation of Proxies”.**

Unless otherwise noted, information about Blocplay contained in this circular has been taken from, or is based upon, publicly available documents or records on file with Canadian securities regulatory authorities (including the management information circular dated August 27, 2018 (the “**Management Circular**”) sent by management of Blocplay in connection with the Meeting) and other public sources. Although the Concerned Shareholder has no knowledge that would indicate that any statements contained therein are untrue or incomplete other than as set out herein, the Concerned Shareholder does not assume responsibility for the accuracy or completeness of such information or for any failure by Blocplay to disclose material information which may affect the significance or accuracy of such information. Information concerning Blocplay is available for review on the System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com).

Certain statements contained in this circular constitute forward-looking statements which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to vary from any future results, performance or achievements expressed or implied by such statements. The words “may”, “would”, “could”, “will”, “intend”, “plan”, “anticipate”, “believe”, “estimate”, “expect” and similar expressions as they relate to the Concerned Shareholder, the Company or its future management or plans, are intended to identify forward-looking statements. Such statements reflect the Concerned Shareholder’s current views with respect to future events, are subject to certain risks, uncertainties and assumptions and speak only as of the date of this circular. Many factors could cause the Company’s actual results, performance or achievements that may be expressed or implied by such forward-looking statements to vary from those described herein should one or more of these risks or uncertainties materialize. Such factors include, but are not limited to, economic, business, technological, competitive and regulatory factors.

## BACKGROUND TO THE SOLICITATION AND PROPOSED PLAN

*The purpose of this solicitation of proxies by and on behalf of the Concerned Shareholder is to seek the election of the individuals listed under “Election of Directors” herein to the Board of Directors of Blocplay, instead of the individuals proposed by management of the Company.*

### Background

The Concerned Shareholder began investing in Blocplay when it was known as “Stompy Bot”. He believed in the vision former CEO Jon Gill and former CTO Vince McMullin had for the company, including the launch of “Heavy Gear Assault” and the rollout of the Tokenplay platform. Since Mr. Gill was replaced as CEO, communication with shareholders has suffered.

The Concerned Shareholder believes it is now impossible to ascertain the direction of Blocplay or to develop any faith in the new, seemingly unqualified management who the Concerned Shareholder believes lacks any relevant experience. He has seen the steady erosion of the value of his investment in Blocplay.

On December 22, 2017, the Company announced it had completed the acquisition of all of the issued and outstanding securities of Token Play Inc. (“**Token**”), a private Ontario corporation headquartered in Toronto, for \$2.95 million in an all stock deal to be satisfied by the issuance of: (i) 58,999,982 Blocplay Shares at an issuance price of \$0.05 per share; and (ii) 18,861,836 common share purchase warrants (each, a “**Warrant**”) with each Warrant entitling the holder thereof to acquire one (1) common share in the capital of the Company at a price of \$0.10 per share for two (2) years from the date of issue. As a result of the acquisition, Token became a wholly-owned subsidiary of the Corporation and the (former) shareholders of Token became significant shareholders of the Company. On January 11, 2018, following the acquisition of Token, the Company announced it had made several significant changes to the Board of Directors and senior management (the “**Token Management Changes**”).

The Concerned Shareholder believes that as a result of the Token Management Changes, the Company has lost focus on its core business and strategy at a critical time in both its development and in regard to developments in the rapidly evolving digital entertainment industry. Since the Token acquisition, there have been many changes to management personnel and in the Board of Directors. A review of the Company’s disclosure record just over the last eight months since the date of this circular shows a revolving door at both the Board and senior management levels. The Concerned Shareholder believes that this lack of focus, direction and most critically leadership has eroded, and will continue to erode, shareholder value unless steps are taken now to stabilize management with experienced, knowledgeable personnel who understand both the history of the Company and its strengths as well as the measures necessary to grow its businesses in order to position it to succeed in the increasingly competitive digital entertainment industry. The Concerned Shareholder believes that its nominees for the Board of Directors have the experience, education, know-how and energy to provide the leadership necessary to grow the Company’s business and effect shareholder value.

### Proposed Plan for Blocplay

If they are elected to the Blocplay Board, the Concerned Shareholder’s nominees intend to assess the current operations of the Company with a view to taking the necessary actions to position it to succeed. The nominees have a great deal of expertise in the competitive digital entertainment industry, including management, capital raising and sourcing opportunities and the Concerned Shareholder is confident that the proposed Board will find ways to maximize shareholder value in both the near and long term.

The Concerned Shareholder’s nominees have significant public company experience and will operate the Company in full compliance with applicable securities and corporate laws and stock exchange rules and will ensure corporate governance standards are implemented in accordance with best practices, as recommended by the Canadian Securities Administrators.

The Concerned Shareholder is proposing a slate of directors who, if elected, will immediately commence a strategic process to maximize shareholder value. The Concerned Shareholder believes the time for this strategic review process is now.

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## ELECTION OF DIRECTORS

### Management Slate of Directors

According to the Management Circular, the Blocplay Board is currently comprised of the following three individuals who will hold such office until the Meeting: Raymond Gigliotti, Alex Powell and Paul Andrusyshyn, each of whom have been directors of the Company for only a matter of weeks. As noted above, there has been significant turnover in the composition of the Board and senior management since the Token acquisition completed on December 22, 2017.

### Proposed Alternative Directors

The Concerned Shareholder proposes to nominate the individuals set out below for election at the Meeting as directors of Blocplay. Each of these nominees, if elected, will hold office until the close of the next annual meeting of shareholders of Blocplay or until his or her successor is elected or appointed.

Name and Municipal Address of Nominee	Present Principal Occupation and Occupation for the Previous Five Years	Director Since	Number of Common Blocplay Shares Beneficially Owned or over which control or direction is exercised <sup>(1)</sup>
JON GILL Toronto, Ontario	Independent Director of Cymat Technology and is the Executive Chairman of iCONNECT.	October 13, 2015 – May 17, 2018	6,740,729
CHRISTOPHER O. IRWIN Guelph, Ontario	Corporate and Securities Lawyer and Principal of IrwinLowy LLP	June 15, 2015 – December 22, 2017	2,273,622 <sup>(2)</sup>
JORDAN MANZER	Commercial Insurance Broker/President Manzer Insurance Services Inc. April 2015 – Present Comercial Insurance Broker/Partner Cooke Insurance Group November 2010 – February 2015	N/A	155,000

Notes:

- (1) This information, not being within the knowledge of the Concerned Shareholder, has been furnished by the respective nominees.
- (2) 1,875 Blocplay Shares are held by Mr. Irwin directly, 449,614 Blocplay Shares are held by Irwin Professional Corporation, a company controlled by Mr. Irwin and 1,822,133 Blocplay Shares are held by Irwin Lowy LLP, a limited liability partnership which has appointed Mr. Irwin as proxyholder for its shares at the Meeting.

Further background information with respect to these nominees is set forth below:

#### Jon Gill

Mr. Gill was the Interim Chief Executive Officer of Blocplay from January 2018 until May 2018. He was an Executive Chairman of StompyBot Productions from April 2016 until May 2018 and was a Director from October 2015 until January 2018. Mr. Gill was a Operating Partner of HSD Partners Inc. In 1998, he led HSD's leveraged buyout of Super Electric Corporation, a consumer products company based in Toronto/Hong Kong, that provided branded and private label appliances, white goods and consumer electronics to major retail chains. As the Chief Executive Officer of Super Electric, he made selective acquisitions in both North America and Asia to expand Super's product and brand portfolio until 2008. Prior to joining HSD, he served as the Managing Director for Sega Entertainment Canada from 1992 to 1996 and was responsible for the location based entertainment centers, cable strategy and core retail divisions. Mr. Gill has also led a private equity investment group as Managing Director

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Cheval Noir Ltd. Barbados focused on Eastern European emerging companies. He has worked extensively in the capital markets with extensive trading retail and institutional sales experience with Richardson Greenfield and Macleod Young and Weir. He is past President and Chairman of the Toronto Society of the Investment Dealers Association. Has served as the Chairman of Axios Mobile Assets Corp., July 2010 until July 2012 and served as its Director from August 2010 to July 2012. He served as an Independent Director of The Futura Loyalty Group, Inc. from April 2005 to May 2012. He currently is an independent Director of Cymat Technology and is the Executive Chairman of iCONNECT.

### **Christopher O. Irwin**

Mr. Irwin practices securities and corporate/commercial law and has been the President of Irwin Professional Corporation since August, 2006. He advises public companies on a variety of issues including continuous disclosure and regulatory issues; reverse-takeover transactions, initial public offerings and takeover bids. Mr. Irwin also advises boards of directors, including independent committees.

Mr. Irwin is a director and/or officer of several public companies including: Argo Gold Inc., Roscan Minerals Corporation, Deveron UAS Corp., Intercontinental Gold and Metals Ltd., Greencastle Resources Ltd., Hornby Bay Mineral Exploration Ltd., Open Source Health Inc., Drone Delivery Canada Corp. and Valens Groworks Corp.

### **Jordan Manzer**

Mr. Manzer has been the President of Manzer Insurance Services Inc. since April of 2015. Prior thereto Mr. Manzer was a commercial insurance broker at the Cooke Insurance Group from February 2015 to November 2010.

**The Concerned Shareholder recommends that shareholders vote FOR the election of the individuals named above. The individuals named as proxyholders in the enclosed GREEN form of proxy intend to cast the votes represented by such proxy FOR the election of the above-noted nominees, unless you direct that the Blocplay Shares represented thereby be withheld from voting.**

### **Setting number of Directors at Three**

One of the items to be dealt with at the Meeting is the approval of the resolution to set the number of directors at three. In order to allow shareholders to submit a proxy supporting the Concerned Shareholder's proposed nominees for directors, while still allowing shareholders to vote for, or against, the approval of this resolution, the enclosed **GREEN** form of proxy includes a section permitting shareholders to vote for or against setting the number of directors at three. Unless a shareholder indicates otherwise, the persons named in the enclosed **GREEN** form of proxy for use at the Meeting intend to vote **FOR** setting the number of directors at three. In order to adopt the resolution approving setting the number of directors at three, a majority of the votes cast by holders of Blocplay Shares, present in person or by proxy at the Meeting, must be voted in favor of the resolution.

### **Appointment of Auditors**

One of the items to be dealt with at the Meeting is the appointment of Dale Matheson Carr-Hilton Labonte LLP ("**DMCHL**") as auditors. In order to allow shareholders to submit a proxy supporting the Concerned Shareholder's proposed nominees for directors, while still allowing shareholders to vote for, or withhold from voting, the appointment of auditors, the enclosed **GREEN** form of proxy includes a section permitting shareholders to vote for the auditors by proxy and to authorize the Board to fix their remuneration. Unless such authority is withheld, the persons named in the enclosed **GREEN** form of proxy for use at the Meeting intend to vote **FOR** appointment of DMCHL, as the auditors of the Company, to hold office until the Company's next annual meeting and to authorize the Board of Directors of the Company to fix the auditors' remuneration. In order to adopt the resolution approving the appointment of DMCHL as auditor and authorizing the Board to fix their remuneration, a majority of the votes cast by holders of Blocplay Shares, present in person or by proxy at the Meeting, must be voted in favor of the resolution.

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## **Approval of Stock Option Plan**

One of the items to be dealt with at the Meeting is the approval of the Company's stock option plan (the "Plan"). In order to allow shareholders to submit a proxy supporting the Concerned Shareholder's proposed nominees for directors, while still allowing shareholders to vote for, or against, the approval of the Plan, the enclosed **GREEN** form of proxy includes a section permitting shareholders to vote for or against the approval of the Plan. Unless a shareholder indicates otherwise, the persons named in the enclosed **GREEN** form of proxy for use at the Meeting intend to vote **FOR** the approval of the Plan. In order to adopt the resolution approving the stock option plan, a majority of the votes cast by holders of Blocplay Shares, present in person or by proxy at the Meeting, must be voted in favor of the resolution.

### **Interest in Material Transactions**

To the knowledge of the Concerned Shareholder, none of the above nominees or any of their associates or affiliates (i) has had a material interest, direct or indirect, in any transaction since the beginning of Blocplay's last completed financial year or in any proposed transaction that has materially affected or will materially affect Blocplay or any of its affiliates, or (ii) has any material interest in any matter to be acted upon at the Meeting other than the election of directors and the appointment of auditors, other than the following:

Messrs. Irwin and Gill participated in a debt settlement (the "**Debt Settlement**") completed by Blocplay on May, 2018. Pursuant to the debt settlement Mr. Irwin settled an aggregate of \$154,960 of debt, \$13,800 of which was a result of personal advances to Blocplay and \$141,160 was a result of accrued but unpaid legal fees owing to Irwin Lowy, LLP, a limited liability partnership of which Mr. Irwin is a partner, at a price of \$0.075 per Blocplay Share in exchange for an aggregate of 2,006,133 Blocplay Shares. Mr. Gill settled an aggregate of \$500,322.50 of debt representing accrued but unpaid management fees, \$27,600 owing to him personal and \$472,722.50 owing to Braxton Management Partners Inc., a company controlled by Mr. Gill, at a price of \$0.075 per Blocplay Share in exchange for an aggregate of 4,330.167 Blocplay Shares.

It is not contemplated that any of the above individual nominees will be unable to serve as a director. However, if that should occur for any reason prior to the Meeting, the individuals named in the enclosed **GREEN** form of proxy reserve the right to vote for another nominee at their discretion.

Other than Messrs. Gill and Irwin, none of the above nominees is involved in the solicitation of proxies for the Meeting (other than by virtue of their agreement to stand for election to the Board of Directors of Blocplay) and none engaged in or took the initiative in organizing, directing or financing the solicitation of proxies by the Concerned Shareholders.

### **Arrangements with Concerned Shareholder's Nominees**

Jon Gill has agreed, if elected as a director of Blocplay, to serve as its Chairman.

### **INTEREST IN MATERIAL TRANSACTIONS AND FUTURE ARRANGEMENTS**

To the knowledge of the Concerned Shareholder none of the Concerned Shareholders and their associates and affiliates have had a material interest, direct or indirect, in any transaction since the beginning of Blocplay's last completed financial year or in any proposed transaction that has materially affected or will materially affect Blocplay or any of its affiliates, other than Jon Gill who served on the Board and in senior management of the Company and Christopher Irwin, who served on the Board and was the Company's corporate secretary. In addition to the Debt Settlement noted above, Mr. Gill received a total of \$215,000 in cash and Blocplay Shares and Irwin Lowy LLP, a limited liability partnership of which Mr. Irwin is a partner, received a total of \$100,154.60 in fees from the Company since the beginning of the last financial year.

To the knowledge of the Concerned Shareholders, none of the Concerned Shareholder and his associates and affiliates has any contract, arrangement or understanding with another person with respect to future employment by Blocplay or any of its affiliates, or future transactions to which Blocplay or any of its affiliates will or may be a party other than as set out herein.

To the knowledge of the Concerned Shareholder, none of the Concerned Shareholders and their associates or

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affiliates has any material interest in any matter to be acted upon at the Meeting other than the election of directors and as set out herein.

## **GENERAL PROXY INFORMATION**

### **Solicitation of Proxies**

This circular is furnished by James Menzies in connection with the solicitation by him and on his behalf of proxies for use at the Meeting to be held at 10:00 a.m. (Toronto time) on September 28, 2018, and at any adjournment or postponement thereof. Proxies may be solicited by mail, telephone, fax or other electronic means and in person, as well as by newspaper or other media advertising.

The costs incurred in the preparation and mailing of this circular and the solicitation will be borne by the Concerned Shareholder. However, the Concerned Shareholder intends to seek reimbursement from Bloccplay of their out-of-pocket expenses, including proxy solicitation expenses and legal fees, incurred in connection with the Meeting.

No person is authorized to give information or to make any representations other than those contained in this circular and, if given or made, such information or representations must not be relied upon as having been authorized to be given or made.

### **Record Date and Voting Shares**

Bloccplay established August 21, 2018 (the “**Record Date**”) as the record date for determining shareholders entitled to notice of and to vote at the Meeting. According to the Management Circular, as at August 27, 2018, 175,787,171 Bloccplay Shares were issued and outstanding. For purposes of the Meeting, Bloccplay has prepared a list of shareholders who were registered on the records of the Company or its transfer agent, TSX Trust Company, at the close of business on the Record Date. Each shareholder named on the list is entitled, upon providing satisfactory identification, to vote the Bloccplay Shares shown in such list as being held by such shareholder (other than Bloccplay Shares for which a proxy has been given and not revoked).

### **Appointment and Revocation of Proxies**

The persons named as proxyholders in the enclosed **GREEN** form of proxy are **James Menzies** and **Jon Gill**.

**YOU MAY REVOKE A PROXY ALREADY GIVEN PURSUANT TO MANAGEMENT’S SOLICITATION OF PROXIES BY COMPLETING AND DELIVERING THE ENCLOSED GREEN FORM OF PROXY WITHIN THE TIME PERIOD REFERRED TO BELOW.** The accompanying **GREEN** form of proxy revokes any and all prior proxies given by you in connection with the Meeting.

**Shareholders should carefully complete and sign their proxies in accordance with the instructions contained in this circular and on the GREEN proxy in order to ensure that their proxies can be used at the Meeting. Completed and executed proxies should be returned in accordance with the instructions on the form of proxy.**

Proxies received by the Concerned Shareholder in accordance with the foregoing will be delivered to Bloccplay or its transfer agent in time for use at the Meeting.

**IN ORDER TO BE VOTED AT THE MEETING, YOUR PROXY MUST BE RETURNED TO THE CONCERNED SHAREHOLDER BY 5:00 p.m. (TORONTO TIME) ON SEPTEMBER 25, 2018.**

If you have already given a proxy, you have the right to revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by that proxy and may do so (i) by delivering another properly executed form of proxy bearing a later date and depositing it with TSX Trust Company, (ii) by depositing an instrument in writing revoking the proxy and properly executed by you or by your attorney authorized in writing, or, if the shareholder is a corporation, by a duly authorized officer or attorney of such corporation (A) at the registered office of Bloccplay at any time up to and including the business day immediately preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or (B) with the Chair of the Meeting on the day of the

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Meeting or any adjournment thereof, or (iii) in any other manner permitted by law.

As noted above, you may revoke a proxy already given pursuant to management's solicitation of proxies by completing and delivering the accompanying GREEN form of proxy to the Concerned Shareholder for use at the Meeting.

**USE ONLY THE ENCLOSED GREEN FORM OF PROXY TO VOTE YOUR SHARES  
FOR THE CONCERNED SHAREHOLDER' PROPOSED SLATE OF DIRECTORS.**

**PLEASE DISCARD ANY PROXY YOU HAVE RECEIVED OR MAY RECEIVE FROM THE  
MANAGEMENT OF BLOCPLAY.**

**FOR ASSISTANCE, PLEASE CALL JAMES MENZIES AT (416) 557-9014.**

### **Exercise of Discretion**

The Bloeplay Shares represented by the enclosed proxy will be voted on any ballot at the Meeting or any adjournment(s) or postponement(s) thereof, and where you specify a choice with respect to any matter to be acted upon, the Bloeplay Shares will be voted in accordance with your specification so made.

In the absence of such specification, Bloeplay Shares represented by the enclosed GREEN form of proxy will be voted **FOR** the election of the Concerned Shareholder' nominees as directors of Bloeplay, **FOR** the approval of the Company's stock option plan (the "**Plan**") and **FOR** the appointment of DMCHL as auditors and to authorize the Board to fix their remuneration. The persons appointed under the proxy are conferred with discretionary authority (which they will exercise in accordance with their best judgement) with respect to amendments of those matters specified in the proxy and with respect to any other matters which may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof. The Concerned Shareholder is not currently aware of any such amendment, variation or other matter.

### **Registered Shareholders**

If you are a registered shareholder of Bloeplay (meaning your Bloeplay Shares are held by you directly and not by your broker or other intermediary), you should follow the procedures set out in the enclosed GREEN form of proxy and as set out below. As a shareholder, you likely received a form of proxy with the Management Circular and you received a second proxy form (in GREEN) with this circular. Even if you have already submitted the form of proxy that accompanied the Management Circular, you may submit the GREEN form of proxy enclosed with this circular. Your GREEN form of proxy, when submitted, will automatically revoke the proxy that you have previously submitted.

In order to vote for the Concerned Shareholder' nominees put forth in this circular, you should do the following:

1. Complete the GREEN form of proxy enclosed by marking "**FOR**" with respect to the election of the directors as outlined on the GREEN form of proxy, and mark "For" or "Against" with respect to the approval of the Plan, and "For" or "Withhold from Voting" with respect to the appointment of SLF as auditors and to authorize the Board to fix their remuneration; and
2. Sign and date the GREEN form of proxy, enclose it in the self-addressed, pre-stamped envelope and deliver it or courier it c/o James Menzies, 50 Wessex Drive, Brooklin Ontario, L1M 2C3 **SO THAT IT ARRIVES NO LATER THAN 5:00 PM (TORONTO TIME) ON SEPTEMBER 25, 2018.** Please note that time is of the essence so please call the Concerned Shareholder to make arrangements to send your completed GREEN form of proxy to the Concerned Shareholder in order to ensure it arrives on time to be voted at the Meeting.

If you support the nominees in this circular, then SIGN AND RETURN ONLY THE **GREEN** PROXY.

A registered shareholder has the right to appoint a person, who need not be a shareholder of Bloeplay, other than the persons named in the GREEN form of proxy accompanying this circular, as proxyholder to

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**attend and act for and on behalf of such shareholder at the Meeting and may exercise such right by striking out the names of the persons named in the GREEN form of proxy and inserting the name of the person to be appointed as proxyholder in the blank space provided on the GREEN form of proxy.**

### **Non-Registered Shareholders**

**The information in this section only applies to shareholders who hold their Bloeplay Shares through a broker or other Intermediary (as defined below).**

These securityholder materials are being sent to both registered and non-registered owners of Bloeplay Shares. If you are a non-registered owner, and these materials have been sent directly to you, your name and address and information about your holdings of Bloeplay Shares, have been obtained in compliance with applicable securities regulatory requirements from the Intermediary holding on your behalf.

By choosing to send these materials to you directly, the Concerned Shareholder (and not the intermediaries holding on your behalf) have 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.

Only registered shareholders of Bloeplay or persons appointed as proxyholders are permitted to vote at the Meeting. In many cases, shares beneficially owned by a person (a “**Non-Registered Holder**”) are registered either:

- (i) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the Bloeplay Shares (Intermediaries include, among others, 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 depository (a “**Depository**”), such as The Canadian Depository for Securities Limited (CDS) of which the Intermediary is a participant.

In accordance with the requirements of *National Instrument 54-101*, Bloeplay will have distributed copies of the Management Circular and other materials to the Depositories and Intermediaries for onward distribution to Non-Registered Holders. The Concerned Shareholder have sent this circular, the **GREEN** form of proxy and any other related meeting materials directly to you. Intermediaries are required to forward all meeting materials to Non-Registered Holders. Intermediaries often use service companies to forward the meeting materials to Non-Registered Holders. Generally, Non-Registered Holders will either:

- (i) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. In this case, the Non-Registered Holder should properly complete the **GREEN** form of proxy, but not sign or date it and return it **PROMPTLY** to their Intermediary for signature and dating and ensure the Intermediary sends it on **PROMPTLY**; or
- (ii) more typically, be given a voting instruction form (the “Voting Instruction Form”) to be used to instruct the Intermediary how to vote your Bloeplay Shares.

In this case, you are asked to take the **GREEN** form of proxy included with this information circular which the Concerned Shareholder have mailed directly to you to your broker through which you hold your Bloeplay Shares in order to have the broker validate the proxy. **Please act promptly to provide your voting instructions pursuant to the instructions on the Voting Instruction Form in order to enable your votes to be counted at the Meeting.**

**PLEASE NOTE THAT THE CONCERNED SHAREHOLDER MAY CONTACT YOU WITH RESPECT TO THE METHOD BY WHICH YOU MAY VOTE THE BLOEPLAY SHARES BENEFICIALLY HELD BY YOU THROUGH AN INTERMEDIARY, IN WHICH CASE YOU SHOULD FOLLOW THE INSTRUCTIONS PROVIDED IN ORDER TO ENSURE YOUR SHARES ARE VOTED IN ACCORDANCE WITH YOUR INSTRUCTIONS.**

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Bloeplay Shares they beneficially own. **Should a Non-Registered Holder wish to attend and vote at the Meeting in person (or to have another person appointed as proxyholder to attend and vote on behalf of the Non-Registered Holder),**

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**the Non-Registered Holder should strike out the names of the persons named in the GREEN form of proxy and insert the Non-Registered Holder's or such other person's name in the blank space provided, or follow the instructions to have a legal proxy issued.** In any case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy (or any voting form) is to be delivered.

A Non-Registered Holder may revoke a management proxy or **GREEN** form of proxy which has been given to an Intermediary by written notice to the Intermediary or by submitting a proxy bearing a later date. In order to ensure that an Intermediary acts upon a revocation of a proxy authorization form, the written notice should be received by the Intermediary well in advance of the Meeting.

**PLEASE CALL JAMES MENZIES AT (416) 557-9014 IF YOU ARE A NON-REGISTERED OR REGISTERED SHAREHOLDER AND YOU HAVE ANY QUESTIONS WITH RESPECT TO VOTING YOUR BLOCPLOY SHARES.**

#### **PRINCIPAL SHAREHOLDERS OF BLOCPLOY**

The Management Circular provides that as of August 27, 2018, there were 175,787,171 Blocploy Shares issued and outstanding. As of the date of this circular, to the knowledge of the Concerned Shareholder, no person beneficially owns, or exercises control or direction over, more than 10% of the issued and outstanding Blocploy Shares other than as set out below:

Name	Number of Blocploy Shares Beneficially Owned or Controlled
CDS & Co. <sup>(1)</sup>	155,838,454 (88.65%)

Notes:

(1) This information has been taken from the Management Circular.

#### **INFORMATION REGARDING THE CONCERNED SHAREHOLDER**

The following table indicates the number of Blocploy Shares that the Concerned Shareholder beneficially own or over which they exercises control or direction as of the date hereof:

Name of Concerned Shareholder	Number of Blocploy Shares Beneficially Owned or Controlled	Percentage of Outstanding Blocploy Shares <sup>(1)</sup>
Jon Gill	6,740,729	3.83%
Christopher O. Irwin	2,273,622 <sup>(2)</sup>	1.29%
Jordan Manzer	155,000	0.09%

Notes:

(1) Based on the number of issued and outstanding Blocploy Shares as at the date hereof.

(2) 1,875 Blocploy Shares are held by Mr. Irwin directly, 449,614 Blocploy Shares are held by Irwin Professional Corporation, a company controlled by Mr. Irwin and 1,822,133 Blocploy Shares are held by Irwin Lowy LLP, a limited liability partnership which has appointed Mr. Irwin as proxyholder for its shares at the Meeting.

#### **Securityholdings of the Concerned Shareholder**

The Concerned Shareholder beneficially owns or exercise control or direction over an aggregate of 1,010,000 Blocploy Shares, representing approximately 0.57% of the outstanding Blocploy Shares as of the date of this circular.

#### **CERTAIN INFORMATION REGARDING BLOCPLOY**

Certain information regarding executive compensation, management contracts, securities authorized for issuance under equity compensation plans and indebtedness of directors and executive officers of Blocploy may not be known to the Concerned Shareholder and may not reasonably be within the power of the Concerned Shareholder to obtain. Accordingly, reference is made to the Management Circular and to other publicly available documents filed by Blocploy for such information.

**YOUR VOTE IS EXTREMELY IMPORTANT — VOTE YOUR GREEN PROXY TODAY**

**CERTIFICATE**

September 25, 2018

Information contained herein, unless otherwise indicated, is given as of the date hereof. The contents and sending of this circular have been approved by the Concerned Shareholder.

*(signed) "James Menzies"*

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**James Menzies**

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