

EARLY WARNING REPORT
(Form 62-103F1)

Made Pursuant To
NATIONAL INSTRUMENT 62-103
The Early Warning System and Related Take-Over Bid and
Insider Reporting Issues

Item 1. – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Securities: Common Shares and Warrants of Bloeplay Entertainment Inc.

Issuer: **Bloeplay Entertainment Inc.** (the “Company”)
217 Queen Street West, Suite 401
Toronto, ON M5V 0R2

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Canadian Securities Exchange

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

1279059 B.C. Ltd. (“BCCo”)
27th Floor, PO Box 49123
595 Burrard Street
Vancouver, BC V7X 1J2

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On December 16, 2020, the Company completed an acquisition of 1279078 B.C. Ltd. pursuant to a share purchase agreement dated December 16, 2020 (the “**Transaction**”), BCCo, a company controlled and beneficially owned by Emma Fairhurst (“**Fairhurst**”), acquired an aggregate of 4,500,000 common shares (each, a “**Common Share**”) in the capital of the Company and 4,500,000 Common Share purchase warrants (each, a “**Warrant**”) of the Company. The Transaction was a related party transaction and the Company relied on the exemption from the minority shareholder approval requirement of Multilateral Instrument 61-101 – Protection of Minority Securityholders in Special Transactions (“MI 61-101”), taking the position that the fair value of the securities did not exceed 25% of the fair market value of the market capitalization of the Company. Staff at the Ontario Securities Commission (“**OSC Staff**”) has advised the Company of their determination that the fair value of the securities distributed in connection with the Transaction exceeds 25% of the fair market value of the Company's market capitalization. At the request of OSC Staff, Ms. Fairhurst has provided her undertaking not to exercise any of the Warrants until the Company has obtained the approval of the minority shareholders of the Company at the next annual general and special meeting of the shareholders of the Company in accordance with MI 61-101.

2.3 State the names of any joint actors.

Not applicable.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.

Upon closing of the Transaction on December 16, 2020, Ms. Fairhurst beneficially owned and controlled, directly or indirectly, an aggregate of 7,400,000 Common Shares and 4,500,000 Warrants representing approximately 26.78% of the issued and outstanding Common Shares on a non-diluted basis and 37.03% on a partially diluted basis. Due to Ms. Fairhurst's undertaking not to exercise the Warrants, the number of securities of the Company that Ms. Fairhurst beneficially owns and controls, directly or indirectly, has decreased to 7,400,000 Common Shares, representing approximately 26.78% of the issued and outstanding Common Shares on a non-diluted basis.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

See item 2.2.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

See item 3.1.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

- (a) **the acquiror, either alone or together with any joint actors, has ownership and control,**

See item 3.1.

- (b) **the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

- (c) **the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated

with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement, including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

See items 2.2 and 3.1

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See item 3.1.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the**

- reporting issuer or any of its subsidiaries;
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;
 - (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;
 - (e) a material change in the present capitalization or dividend policy of the reporting issuer;
 - (f) a material change in the reporting issuer's business or corporate structure;
 - (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
 - (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
 - (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
 - (j) a solicitation of proxies from securityholders;
 - (k) an action similar to any of those enumerated above.

The securities noted above are held for investment purposes. Fairhurst has a long-term view of the investment and may acquire additional securities including on the open market or through private acquisitions or sell the securities including on the open market or through private dispositions in the future depending on market conditions, reformulation of plans and/or other relative factors. Fairhurst currently has no other plans or intentions that relate to, or would result in the matters listed in (a) to (k), above. Depending on market conditions, general economic and industry conditions, the Company's business and financial condition and/or other relevant factors, Fairhurst may develop such plans or intentions in the future.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

At the request of OSC Staff, Ms. Fairhurst has provided her undertaking not to exercise any of the Warrants until the Company has obtained the approval of the minority shareholders of the Company at the next annual general and special meeting of the shareholders of the Company in accordance with MI 61-101.

Item 7 – Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer’s securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

I, Emma Fairhurst, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: February 11, 2021

1279059 B.C. LTD.

Per: “Emma Fairhurst” (Signed)
Authorized Signatory