Playground VENTURES

Management's Discussion and Analysis of Financial Condition and Results of Operations

December 31, 2022

Management's discussion and analysis (MD&A) is current to July 28, 2023 and is management's assessment of the operations and the financial results together with future prospects of Playground Ventures Inc. ("Playground", "Company", or the "Company"). This MD&A should be read in conjunction with our audited financial statements and related notes for the years ended December 31, 2022 and 2021 prepared in accordance with International Financial Reporting Standards ("IFRS"). All figures are in Canadian dollars unless stated otherwise.

Forward Looking Information

This MD&A contains certain forward-looking statements and information relating to the Company that is based on the beliefs of its management as well as assumptions made by and information currently available to the Company. When used in this document, the words "may", "will", "anticipate", "plan", "intend", "estimate", "project", "continue", "believe", "estimate", "expect" and similar forward-looking terminology, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital and the estimated cost and availability of funding for the continued operation of the Company. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

Although management believes that the expectations reflected in such forward-looking statements are reasonable, all forward-looking statements address matters that involve known and unknown risks, uncertainties and other factors and should not be read as guarantees of future performance or results. Accordingly, there are or will be a number of significant factors which could cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Factors that could cause actual future results, performance or achievements to differ materially include, but are not limited to, our limited operating history, our reliance on key personnel, future capital needs, dependence on proprietary technology and limited protection thereof and general economic trends and international risk. The Company is subject to significant risks and any past performance is no guarantee of future performance. The Company cannot predict all of the risk factors, nor can it assess the impact, if any, of such risk factors on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those projected in any forward-looking statements. Accordingly, forward-looking statements should not be relied upon as a prediction of actual results. This MD&A offers a brief overview of some of the risk factors to be considered in relation to the Company's business. This list may not be exhaustive and new risk factors may emerge from time to time. Please see the section "Risks and Uncertainties" for further information. We disclaim any intention or obligation to publicly update or revise any forward-looking statements after distribution of this MD&A, whether as a result of new information, future events or other circumstances, except as may be required pursuant to applicable securities laws.

BUSINESS OVERVIEW AND CORPORATE UPDATE

The Company was incorporated under the British Columbia Business Corporations Act ("BCBCA") on October 30, 2014. Previously known as BlocPlay Entertainment Inc., the Company changed its name to Playground Ventures Inc. on April 30, 2021. The Company's shares trade on the Canadian Securities Exchange under the symbol "PLAY".

On May 7, 2021, the Company signed an agreement to invest $350,000 into TinyRex Games Inc. ("TinyRex"). TinyRex is a Vancouver based mobile games studio. The founders plans to develop and release three idle genre mobile games which will leverage their recent partnership with East Side Games Inc. The investment gives the Company right to certain shares in the capital of TinyRex. Due to failure of the game launching, during the year ended December 31, 2022, the Company wrote off the remaining $117,333 owing to TinyRex and recorded an impairment loss of $232,667 (2021 – nil) in the consolidated statements of comprehensive loss.

On June 9, 2021, the Company completed a joint venture with Ludare Games Group Inc. ("Ludare Games") by acquiring a 40% interest in MotionPix Game Studio Inc ("MotionPix"). MotionPix is a Vancouver based company that has the exclusive rights to a mobile game project licensed with a major movie franchise. The mobile game is fully developed and was released as a global launch in tandem with a highly anticipated blockbuster movie release in Q2 2022. As consideration for the Acquisition, the Company issued 1,670,000 common shares in the capital of the Company to Ludare Games and an investment in the amount of $300,000 into the project. Due to lack of commercial success of the game, for the year ended December 31, 2022, an impairment loss of $36,986 (2021 – nil) was recorded in the consolidated statements of comprehensive loss.

On July 7, 2021, the Company made an investment in GG Hub, an Italian media gaming corporation, pursuant to which the Company shall invest up to an aggregate of €1,000,000 into GG Hub to acquire up to a 60% interest in GG Hub. The Company has made payments of €515,000 (December 31, 2021 - €250,000) to GG Hub and as a result, the Company has acquired a 35% interest in GG Hub as at December 31, 2022 (December 31, 2021 -22.5%). Due to lack of resources and commercial success, for the year ended December 31, 2022, an impairment loss of $650,377 (2021 – nil) was recorded in the consolidated statements of comprehensive loss.

On October 1, 2021, the Company acquired all issued and outstanding common shares of Countervail through a share purchase agreement dated September 30, 2021 (the "Transaction"). As consideration for the Transaction, the Company issued 16,000,000 common shares in the capital of the Company (the "Consideration Shares") to the sellers under escrow agreement. Countervail is a mobile game developer with a focus on generating an innovative user experience through a never seen before patent pending technology that integrates live video content with digital game play. Due to lack of resources and commercial success, for the year ended December 31, 2022, an impairment loss of $2,815,000 on intangible assets and $323,555 on goodwill (2021 – nil) was recorded in the consolidated statements of comprehensive loss.

On January 27, 2022, the Company acquired all issued and outstanding common shares of 1281750 B.C. Ltd for the acquisition of the "Campaign" game development project. As consideration for the transaction, the Company issued 5,000,000 common shares in the capital of the Company to the sellers under escrow agreement and paid $13,128 cash. The consideration shares were valued at $421,300. Due to lack of resources, for the year ended December 31, 2022, an impairment loss of $434,378 (2021 – nil) was recorded in the consolidated statements of comprehensive loss.

SELECTED ANNUAL FINANCIAL INFORMATION

The following table reflects the summary of quarterly and year to date results for the periods set out:

	2022	2021
Total revenue	$Nil	$Nil
Net loss	(7,771,862)	(1,913,058)
Net loss per share - basic	(0.12)	(0.05)
Net loss per share.- diluted	(0.12)	(0.05)
Total assets	126,225	6,616,859
Long-term liabilities	Nil	Nil
Dividends per share	Nil	Nil

SUMMARY OF QUARTERLY REPORTS

Results for the past eight quarters for selected financial statement amounts are presented below. The Company's quarterly operating results have varied in the past and may vary substantially in the future. Accordingly, the information below is not necessarily indicative of results for any future quarter.

	Q4-2022 $	Q3-2022 $	Q2-2022 $	Q1-2022 $
Total revenue	-	-	-	-
Net loss	(6,559,756)	(300,622)	(310,201)	(601,283)
Basic & diluted loss per share	(0.10)	(0.005)	(0.005)	(0.01)

	Q4-2021 $	Q3-2021 $	Q2-2021 $	Q1-2021 $
Total revenue	-	-	-	-
Net loss	(296,692)	(322,567)	(329,984)	(963,815)
Basic & diluted loss per share	(0.00)	(0.01)	(0.01)	(0.03)

OVERALL PERFORMANCE

Three Months ended December 31, 2022 and 2021

The Company incurred a loss of $6,559,756 or $0.10 per share for the three-months ended December 31, 2022 compared with a loss of $296,692 or $0.00 a share for the comparable period in 2021.

Consulting and management fees were $124,407 during the three-months ended December 31, 2022 compared to $420,854 in the previous year. Professional fees during the three-months ended December 31, 2022 was $90,540 compared to $57,180 in the three-months ended December 31, 2021.

During the three-month period ended December 31, 2022, the Company wrote off $37,622 (three-month period ended December 31, 2021 – nil) of bad debt due to uncollectible receivables.

During the three-month period ended December 31, 2022, the Company recorded an impairment loss of $923,729 (December 31, 2021 - nil) in relation to the investments in TinyRex, MotionPix and GG Hub and recorded an impairment loss of $4,696,485 (December 31, 2021 – nil) in relation to Modern Miner, Gaming IP and Campaign intangible assets and goodwill.

During the three-month period ended December 31, 2022, the Company recorded a loss of $713,425 in share of associate (December 31, 2021 - $41,046). This is in relation to the Company's share of equity pick up of MotionPix, GG Hub and WeatherGen.

Twelve Months ended December 31, 2022 and 2021

The Company incurred a loss of $7,771,862 or $0.12 per share for the twelve month period ended December 31, 2022 compared with a loss of $1,913,058 or $0.05 a share for the comparable period in 2021. During 2022, the Company incurred increased losses on share of associates and impairment losses due to lack of resources and unsuccessful launches of games.

Consulting and management fees were $561,172 during the twelve-months ended December 31, 2022 compared to $841,611 in the previous year. Professional fees during the twelve-months ended December 31, 2022 was $145,066 compared to $264,584 in the twelve-months ended December 31, 2021. The Company has decreased consulting and professional fees due to a decrease in investments and operating activity in the current year versus prior year.

General and administrative expenses during the twelve-month period ended December 31, 2022 was $109,561 compared to $82,010 in the twelve-month period ended December 31, 2021. This current level of expenses are expected to be nominal for the foreseeable future in the normal due course of the business.

The Company incurred $284,096 expense related to equity issuance in the twelve-month period ended December 31, 2022 ($675,160 in the twelve-month period ended December 31, 2021). This relates to the stock options granted during the year.

The Company incurred a gain on share settlement of $52,334 during the twelve-month period ended December 31, 2022 (twelve-month period ended December 31, 2021 – $9,827) in relation to a debt settlement. The debt was settled for 1,308,349 shares at $0.15 per share. On the date of settlement, the share's fair market value was $0.11, resulting in a gain on share settlement of $52,334. For the twelve-month ended December 31, 2021, the investment in MotionPix was valued based on the acquisition value of the common shares of $700,000 and the $300,000 cash investment into the project. As the shares were being held in escrow and released at certain dates, the shares were discounted and valued at $690,173. A gain on share settlement was recognized of $9,827.

During the twelve-month period ended December 31, 2022, the Company wrote off $37,622 (twelve-month period ended December 31, 2021 – nil) of bad debt due to uncollectible receivables.

During the twelve-month period ended December 31, 2022, the Company recorded an impairment loss of $923,729 (December 31, 2021 - nil) in relation to the investments in TinyRex, MotionPix and GG Hub and recorded an impairment loss of $4,696,485 (December 31, 2021 – nil) in relation to Modern Miner, Gaming IP and Campaign intangible assets and goodwill.

During the twelve-month period ended December 31, 2022, the Company recorded a loss of $1,032,413 in share of associate (December 31, 2021 – $41,496). This is in relation to the Company's share of equity pick up of MotionPix, GG Hub and WeatherGen.

Company Directors and Officers

As at the date of this report, the directors and officers of the Company were:

Chris Irwin	Chief Executive Officer and Director
Jon Gill	Director, Interim Chief Financial Officer
Harrison Reynolds	Director
Emma Fairhurst	Director

LIQUIDITY AND CAPITAL RESOURCES

The Company is in the early stage of operations and requires additional capital to achieve its strategic objectives. The net working capital as of December 31, 2022 is a deficit of $944,191 (December 31, 2021 – deficit of $381,339). Playground is currently not generating operating cash flows and has significant cash requirements to continue its investments in video game developers. In order to meet future expenditures and development costs, the Company may need to raise additional financing and there can be no assurance that adequate funding will be available in the future, or available under terms favourable to the Company. Any future equity raises would be dilutive to current equity holders. Whether and when the Company can attain profitability and positive cash flows is uncertain at this time. These uncertainties represent significant risks to the Company’s ability to continue as a going concern. Management believes there is sufficient working capital to meet its current operating needs. Management is exploring various financing alternatives, which includes equity and debt offerings, to continue to execute its strategy within the digital gaming industry.

	Note	2022	2021
		$	**$**
Operating activities			
Loss for the period		**(7,771,862)**	(1,913,058)
Adjustments to reconcile net loss to cash used in operating activities:			
Equity issuance expense		**284,096**	675,160
Impairment of investments	**8**	**923,729**	-
Impairment of intangibles and goodwill	**9**	**4,696,485**	-
Share of Associate	**8**	**1,032,413**	41,496
Gain on share settlement		**(52,334)**	(9,827)
FX loss		**6**	-
Bad debt		**37,622**	
Interest (income) expense		**15,420**	-
Changes in non-cash working capital:			
HST receivable		**(24,527)**	(7,991)
Accounts receivable		**10,096**	-
Prepaid expenses and other assets	**7**	**132,590**	(95,968)
Trade payables and accrued liabilities		**600,563**	429,505
Cash used in operating activities		**(115,703)**	(880,683)
Investing activities			
Cash acquired on acquisition of Countervail Games		**-**	4,364
Advances on demand promissory note		**-**	(1,199,653)
Investment in other investments			(8,010)
Addition to intangible asset - Campaign	**9**	**(13,128)**	-
Investment in MotionPix	**8**	**-**	(280,700)
Investment in TinyRex	**8**	**-**	(232,667)
Investment in GG Hub	**8**	**(356,896)**	(375,335)
Cash used in financing activities		**(370,024)**	(2,092,001)
Financing activities			
Receipts on options exercised	**11**	**90,750**	184,875
Receipts of common share & warrants issuances	**10**	**-**	2,731,198
Receipts of warrants exercised	**10**		75,000
Share issuance costs	**11**	**-**	(112,230)
Payment of debt to MotionPix	**8**	**(19,300)**	-
Advances received from directors and related parties	**13**	**362,443**	-
Cash provided by financing activities		**433,893**	2,878,843
Change in cash during the period		**(51,834)**	(93,841)
Cash, beginning of period		**54,608**	148,449
Cash, end of period		**2,774**	54,608

Operating Activities
During the twelve-month period ended December 31, 2022, the Company used $115,703 on operating activities (December 31, 2021 - $880,683). The Company has incurred reduced consulting and professional fees due to a decrease in investments and operating activity in the current year versus prior year.

Investing Activities
The Company further invested in GG Hub of $356,896 for the twelve-months ended December 31, 2022 ($375,335 for the twelve-months ending December 31, 2021). The Company further invested $nil in MotionPix for the twelve-months ended December 31, 2022 ($280,700 for the twelve-months ended December 31, 2021). In addition, the Company completed its acquisition of Campaign through a share acquisition and $13,128 cash outlay (nil for the twelve-months ended December 31, 2021).

In the previous year, the Company had advanced $1,199,653 to Countervail Games as a demand promissory note and invested $232,667 in TinyRex for the twelve-months ended December 31, 2021.

Financing Activities
On February 23, 2022 and March 30, 2022, the Company entered into loan agreements with a company whose director is also a director of the Company for $145,000 and $140,000, respectively at 5% interest per annum, with a maturity date of May 31, 2023.

On August 23, 2022 the Company entered into a loan agreement with a director of the Company for $67,500, at 8% per annum, with a maturity date of December 31, 2022.

On January 24, 2022 550,000 options were exercised at $0.165 per share for total proceeds of $90,750 (2021 – 1,075,000 options were redeemed for $184,875).

On May 3, 2022, the Company paid the remaining amount owing to MotionPix of $19,300 (2021 - $nil).

In the previous year, on January 20, 2021, the Company issued 2,141,450 common shares through non-brokered private placement financing at a price of $0.11 per common share for gross proceeds of $235,560.

On March 7, 2021, the Company closed a non-brokered private placement financing for gross proceeds of $563,948 through the issuance of 3,759,658 units in the capital of the Company (the "Units") at a price $0.15 per Unit. Each Unit is comprised of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of $0.20 per common share for a period of three years form the date of issuance. Costs related to the share issuance were $20,468.

On June 29, 2021, the Company closed a non-brokered private placement of 4,938,214 units at a price of $0.35 per unit for gross proceeds of $1,728,375. Each unit consisted of one common share of the Company and one half of one whole common share purchase warrant. Each warrant entitles the holder to purchase one half common share of the Company at an exercise price of $0.70 for a period of 18 months. Costs related to the share issuance were $89,147.

On August 19, 2021 the Company closed a non-brokered private placement of 580,900 units at a price of $0.35 per unit for gross proceeds of $203,315. Each unit consisted of one common share of the Company and one half of one whole common share purchase warrant. Each warrant entitles the holder to purchase one half common share of the Company at an exercise price of $0.70 for a period of 18 months. Using the relative fair value method, $45,754 was allocated to the attached warrants. Costs related to the share issuance were $2,615.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

As the Company has not had significant revenue from operations, the table below provides a breakdown of material components of expensed research and development costs, in accordance with Section 5.3 of National Instrument 51-102 – Continuous Disclosure Obligations:

	December 31, 2022	December 31, 2021
Operating expenses	**$ 1,118,521**	$ 1,895,462
Gain on share settlement	**52,334**	9,827
Loss on foreign exchange	**6**	2,586
Interest (expense) income	**(15,420)**	16,659
Impairment of investments	**(923,729)**	-
Impairment of intangibles and goodwill	**(4,696,485)**	-
Share of associate	**(1,032,413)**	(41,496)
Total assets	**126,225**	6,616,859
Total liabilities	**1,070,406**	729,242

Operating expenses	**December 31, 2022**	December 31, 2021
Consulting fees	**$ 561,172**	$ 841,611
General and administrative expenses	**109,561**	82,010
Sales and marketing	**18,626**	32,097
Professional fees	**145,066**	264,584
Equity issuance expense	**284,096**	675,160

FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

(a) Capital Management:

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company includes equity, comprised of issued Common Shares, in the definition of capital. The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

(b) Risk Disclosures and Fair Values:

The Company's financial instruments, consisting of cash. It is management’s opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

SHARE CAPITAL

As at the date of this report, the Company has the following issued and outstanding:

Common shares– issued and outstanding	80,237,785

TRANSACTIONS WITH RELATED PARTIES

The transactions are in the normal course of business and have been valued at the exchange amount which is the amount of consideration established and agreed to by the related parties.

Key management includes the Company's directors, officers and any employees with authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly. Compensation awarded to key management includes the following:

Years ended December 31,	2022	2021
	$	$
Short-term employee benefits	452,500	579,426
Total compensation to key management	452,500	579,426

Included in accounts payable and accrued liabilities as at December 31, 2022 are amounts of $493,735 (2021 -$195,392) due to directors, officers and former directors of the Company and companies with common directors. The amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

Per an agreement, the Company has an amount of $84,542 (2021- $176,773) in prepaid expenses to a company whose director is also a director of the Company. In addition, under this agreement, the Company is committed to a monthly consulting fee of $15,000 per month until December 1, 2023. In addition, the Company has a $2,500 monthly administrative fee until December 1, 2023 and had a $2,500 monthly social media that ended on March 31, 2022 with this Company.

Per an agreement, the Company is committed to a monthly consulting fee of $15,000 per month until December 1, 2023 to a company whose director is also a director of the Company.

On February 23, 2022, March 30, 2022, April 4, 2022, and November 11, 2022, the Company entered into loan agreements with a company whose director is also a director of the Company for $145,000, $140,000, $3,000 and $21,043 respectively at 5% interest per annum, with a maturity date of May 31, 2023.

On February 1, 2022, the Company settled an aggregate of $196,252 of indebtedness to companies whose directors are also directors of the Company through the issuance of 1,308,349 common shares in the capital of the Company at a price of $0.15 per common share.

On August 23, 2022 the Company entered into a loan agreement with a director of the Company for $67,500, at 8% per annum, with a maturity date of December 31, 2022.

During the year ended December 31, 2022, a director of the Company exercised 550,000 options at $0.165 for issuance of 550,000 common shares.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

RISKS AND UNCERTAINTIES

Given the speculative nature of the business of the Company, an investment in the Common Shares should only be considered by those persons who can afford a total loss of their investment. The risks presented below should not be considered exhaustive and may not represent all of the risks that the Company may face. It is believed that these are the factors that could cause actual results to be different from expected and historical results. Additional risks and uncertainties not presently known to the Company or that the Company currently deems immaterial may also impair the Company’s business operations. If any of the risks described below occur, the Company’s business, financial condition, liquidity and results of operations could be materially harmed.

Limited Operating History and Sales

The Company has a limited operating history on which to base an evaluation of its business, financial performance and prospects. As such, the Company's business and prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in the early stage of development. As the Company is in an early stage and is introducing new products, the Company's revenues may be materially affected by the decisions, including timing decisions, of a relatively consolidated customer base.

In addition, it is also difficult to evaluate the viability of the Company's video games because the Company has had limited experience to address the risks, expenses and difficulties frequently encountered by companies in their early stage of development, particularly companies in new and rapidly evolving markets such as the Company's target markets. There can be no assurance that the Company will be successful in addressing these risks, and the failure to do so in any one area could have a material adverse effect on the Company's business, prospects, financial condition and results of operations.

No Assurance of Profitability
The Company cannot give assurances that it will not incur net losses in the future. The limited operating history makes it difficult to predict future operating results. The Company is subject to the risks inherent in the operation of a new business enterprise in an emerging business sector, and there can be no assurance that the Company will be able to successfully address these risks.

Future Capital Needs; Uncertainty of Additional Funding
The Company may not be able to fully implement and execute its business strategy without additional financing. There can be no assurance that such additional financing will be available, and if available, there can be no assurance that the cost of obtaining such financing will be on favourable or reasonable commercial terms or that financing will not result in substantial dilution to the Company's shareholders.

Dependence on Key Personnel
The Company's future success depends on its ability to retain key employees and attract, train, retain and successfully integrate new talent into its management team. The Company’s success is highly dependent on its continuing ability to identify, hire, train, motivate and retain appropriate personnel. Competition for these personnel can be intense, and the Company cannot provide assurance that it will be able to attract or retain them. To do so, it may be necessary for the Company to materially increase the compensation it pays.

Management of Growth
The Company may experience a period of significant growth in the number of personnel that will place a strain upon its management systems and resources. Its future will depend in part on the ability of its officers and other key employees to implement and improve financial and management controls, reporting systems and procedures on a timely basis and to expand, train, motivate and manage the workforce. The Company's current and planned personnel, systems, procedures and controls may be inadequate to support its future operations.

Competition
Competition in the gaming industry as it relates to video games is increasing. While the Company is targeting smaller niche sites with higher expected revenues per subscriber, there can be no assurances that competitors will not adopt a similar strategy and attempt to enter the markets that the Company has targeted.

Dependence on Proprietary Technology and Limited Protection Thereof
The Company will be relying on a combination of trademark, copyright, patent and trade secret law, as well as confidentiality restrictions contained in certain confidentiality agreements, to establish and protect the Company's proprietary rights in its intellectual property. As a result, the Company may not be able to adequately prevent a competitor, business partner or customer from creating or obtaining an illegal copy of its software or otherwise using it for inappropriate purposes such as reverse-engineering.

General Economic Trends
The worldwide economic slowdown and tightening of credit in the financial markets may impact the business of the Company's customers, which could have an adverse effect on the Company's business, financial condition, or results of operations. Adverse changes in general economic or political conditions in any of the major countries in which the Company does business could also adversely affect the Company's operating results.

Asset Location and Legal Proceedings
Substantially all of the Company's assets are located in Canada where intellectual property is generally enforced. Video gaming is global in nature, and the Company expects to have subscribers and assets located

outside of Canada. Accordingly, the Company may be subject to legal proceedings and judgments in foreign jurisdictions.

Risk Associated with Foreign Operations in Developing Countries
The Company's primary revenues are expected to be achieved initially in North America. However, the Company may expand to markets outside of North America, and become subject to risks normally associated with conducting business in a developing country. The Company cannot predict government positions on such things as foreign investment, intellectual property rights or taxation. A change in government positions on these issues could adversely affect the Company's business.

Market Acceptance
The Company's ability to gain and increase market acceptance of its games depends upon its ability to establish and maintain its brand name and reputation. In order to do so, substantial expenditures on market research, product development, product testing, strategic relationships and marketing initiatives may be required.

Rapid Technological Change
The video gaming industry is characterized by rapid technological change, changes in user and customer requirements and preferences, frequent new product and service introductions embodying new technologies and emergence of new industry standards and practices that could render the Company's existing products and systems obsolete and can exert price pressures on existing products. It is critical to the Company’s success that it be able to anticipate and react quickly to changes in technology or in industry standards and successfully develop and introduce new, enhanced and competitive products on a timely basis. The Company cannot give assurance that it will successfully develop new products or enhance and improve its existing products, that new products and enhanced and improved existing products will achieve market acceptance or that the introduction of new products or enhanced existing products by others will not render the Company’s products obsolete. The process of developing new technology is complex and uncertain, and, if the Company fails to accurately predict customers' changing needs and emerging technological trends, its business could be harmed. The Company must commit significant resources to developing new products before knowing whether its investments will result in products the market will accept. To remain competitive, the Company may be required to invest significantly greater resources than currently anticipated in research and development and product enhancement efforts, and result in increased operating expenses.

Product Defects and Reputation
The Company will continue developing source code for its platform. Such source code and related products may contain errors or hidden defects that may significantly impact the user experience. The Company may not be able to correct the defects in a timely manner, and may lead to a loss of or a delay in market acceptance. In addition, such errors or hidden defects could cause adverse damage to its reputation and impair its ability to acquire new users. In addition, the Company may need to make significant expenditures to eliminate defects from its products. As well, errors and defects could lead to claims for liability or other claims involving costly litigation.

Risks Associated with Acquisitions
As part of the Company's overall business strategy, the Company may pursue select strategic acquisitions that would provide additional product or service offerings, additional industry expertise, and a stronger industry presence in both existing and new jurisdictions. Future acquisitions may expose it to potential risks, including risks associated with: (a) the integration of new operations, services and personnel; (b) unforeseen or hidden liabilities; (c) the diversion of resources from the Company's existing business and technology; (d) potential inability to generate sufficient revenue to offset new costs; (e) the expenses of acquisitions; or (f) the potential loss of or harm to relationships with both employees and existing users resulting from its integration of new businesses. In addition, any proposed acquisitions may be subject to regulatory approval.

Electronic Communication Security Risks
A significant potential vulnerability of electronic communications is the security of transmission of confidential information over public networks. Anyone who is able to circumvent the Company's security measures could misappropriate proprietary information or cause interruptions in its operations. The Company may be required to expend capital and other resources to protect against such security breaches or to alleviate problems caused by such breaches.

Insurance Coverage

The Company will require insurance coverage for a number of risks, including business interruption, environmental matters and contamination, personal injury and property damage. Although the Company believes that the events and amounts of liability covered by its insurance policies will be reasonable, taking into account the risks relevant to its business, and the fact that agreements with users contain limitations of liability, there can be no assurance that such coverage will be available or sufficient to cover claims to which the Company may become subject. If insurance coverage is unavailable or insufficient to cover any such claims, the Company's financial resources, results of operations and prospects could be adversely affected.

Tax Risk

The Company will be considered to have been carrying on business in Canada for purposes of the *Income Tax* Act (the "**Tax Act**"). However, the Company will be operating in the video gaming space, a new and developing industry that has had historically low regulations and tax compliance. There is risk that foreign governments may look to increase their tax revenues or levy additional taxes to level the playing field for perceived disadvantages to the traditional brick and mortar business. While the Company does not foresee any adverse tax affects, there is no guarantee that governments will not impose such additional adverse taxes in the future.

Risks in Foreign Jurisdictions

Video gaming is a global phenomenon, and the Company anticipates that a significant user base will be located outside Canada. International business activities entail additional risks such as uncertainty as to the protection and use of intellectual property, partnership risks, political risks, legal and regulatory risks, the risk of increase in taxes (including value added taxes) and trade barriers. Furthermore, as profits of foreign subsidiaries are taxable under foreign income tax legislation, revenues from foreign operations could be adversely impacted.

Currency Fluctuations

Due to the Company's present operations, and its intention to in the future operate in jurisdictions outside Canada, the Company is expected to be exposed to significant currency fluctuations in the future. Recent events in the global financial markets have been coupled with increased volatility in the currency markets. A substantial portion of the Company’s revenue could be earned in US dollars, but a substantial portion of its operating expenses are incurred in Canadian dollars. Fluctuations in the exchange rate between the US dollar and other currencies, such as the Canadian dollar, may have a material adverse effect on the Company’s business, financial condition and operating results. The Company intends to continue to expand operations globally so it may be subject to additional gains and losses against additional currencies. The Company does not currently have a foreign exchange hedging program in place. However, in the future, it may establish a program to hedge a portion of its foreign currency exposure with the objective of minimizing the impact of adverse foreign currency exchange movements. However, even if the Company develops a hedging program, it may not hedge its entire exposure to any one foreign currency and it may not hedge its exposure at all with respect to certain foreign currencies.

Fluctuations in Quarterly Results

The Company’s quarterly operating results may fluctuate significantly in the future depending on factors such as the popularity of video games, the ability to attract users, progress on implementation of projects and upgrades, the number, timing and significance of new product announcements by the Company and its competitors, the ability to license and develop new software, introduce and market new and enhanced versions of products on a timely basis, changes in operating expenses, and general economic factors, among others. A significant portion of the Company’s expenses are based on expectations of future revenue and, therefore, is relatively fixed in the short-term. Accordingly, if revenue levels are below expectations, operating results are likely to be adversely affected. As quarterly revenue is dependent upon building a significant user base, and the ability to monetize that user base, the inability to build and monetize the user base could cause the Company to plan or budget inaccurately, and those variations could adversely affect its financial results.

Officer and Director Conflicts

The Company’s officers and directors may have certain interests and arrangements that are different from, or in addition to the Company’s shareholders. Executive officers and directors may have rights to indemnification including directors’ and officers’ liability insurance that will survive consummation of their agreements.

SUBSEQUENT EVENTS

On January 27, 2023, February 17, 2023 and March 1, 2023 the Company loaned €15,000, €10,250 and $5,000 USD to GG Hub.

On February 16, 2023, the Company settled an aggregate of $873,859.95 of indebtedness to certain creditors of the Company through the issuance of 17,477,199 common shares in the capital of the Company (the "Common Shares") at a price of $0.05 per Common Share (the "Debt Settlement"). Of this total aggregate indebtedness, $665,820 was settled with related parties through the issuance of 13,316,406 common shares. The Common Shares issued pursuant to the debt settlement are subject to a four-month hold period.

On February 16, 2023, the Company issued a secured promissory grid note (the "Bridge Notes") to certain non-arm's length lenders (the "Lenders") of the Company for available proceeds to the Company of up to $100,000. The Bridge Notes mature on April 17, 2023 (the "Term"), and are secured against all of the assets of the Company. The Company may draw on the available proceeds of the Bridge Notes from time to time during the Term, and the amounts outstanding under the Bridge Notes bear interest of 8% per annum payable with any outstanding principal at the end of the Term, and the interest increases to 15% per annum upon an event of default. As of the date of the financial statements, a total of $19,000 has been loaned to the Company and the increase rate of 15% has been triggered due to default.