A copy of this prospectus has been filed with the securities regulatory authorities in each of the provinces of British Columbia and Ontario but has not yet become final. Information contained in this preliminary prospectus may not be complete and may have to be amended.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This Prospectus does not constitute a public offering of securities.

PROSPECTUS

Non-Offering Prospectus **April 27, 2020**

ARCTIC FOX INTERACTIVE LTD.

No securities are being offered pursuant to this Prospectus

This prospectus (the "**Prospectus**") is being filed with the British Columbia Securities Commission and the Ontario Securities Commission to enable Arctic Fox Interactive Ltd. (the "**Company**") to become a reporting issuer pursuant to applicable securities legislation in British Columbia and Ontario notwithstanding that no sale of its securities is contemplated herein.

Since no securities are being offered pursuant to this Prospectus, no proceeds will be raised and all expenses in connection with the preparation and filing of this Prospectus will be paid by the Company from its general corporate funds.

There is currently no market in Canada through which the common shares (the "Common Shares") in the capital of the Company may be sold and shareholders may not be able to resell the Common Shares of the Company owned by them. This may affect the pricing of the Common Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Common Shares and the extent of issuer regulation. See "*Risk Factors*".

The Company has applied to list its Common Shares on the CSE. The CSE has not yet conditionally approved the listing of the Common Shares. The listing is subject to the Company fulfilling all the listing requirements of the CSE.

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., or a marketplace outside Canada and the United States of America.

In reviewing this Prospectus, you should carefully consider the matters described under the heading "*Risk Factors*".

No underwriters or selling agents have been involved in the preparation of this Prospectus or performed any review or independent due diligence of its contents.

Unless otherwise noted, all currency amounts in this Prospectus are stated in Canadian dollars.

Table of Contents

PROSPECTUS SUMMARY

The following is a summary of the Company and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus.

The Company:	The Company was incorporated under the laws of the Province of British Columbia on February 19, 2013. The Company does not have any subsidiaries.
Business of the Company:	The Company is a technology company focused on mobile gaming. The Company currently has one app and hopes to develop additional apps in the mobile industry. See "*Business of the Company*".
Listing:	The Company has applied to list its Common Shares on the CSE. The CSE has not conditionally approved the listing of the Common Shares. The listing is subject to the Company fulfilling all of the requirements of the CSE.
Directors and Management:	Harry Chew — Chief Executive Officer, President and Director Sonny Chew — Chief Financial Officer, Secretary and Director Eddy Siu — Director Terrance Owen — Director See "*Directors and Executive Officers*".
Risk Factors:	Investment in the Company involves a substantial degree of risk and must be regarded as highly speculative due to the proposed nature of the Company's business and its present stage of development. Prospective investors should carefully consider, in addition to matters set forth elsewhere in this Prospectus, the risks described under "Risk Factors", which are summarized below: ● The Company has no operating history or revenue which would permit you to judge the probability of its success. ● The Company is subject to risks inherent in the establishment of a new business enterprise. ● The management of the Company may not be successful in managing the business and the Company may fail as a result. ● The Company may experience an inability to attract or retain qualified personnel. ● If you purchase Common Shares of the Company in an offering, you may experience dilution.

- Future sales of Common Shares by existing shareholders could cause the share price to fall.
- There can be no assurance that the Company's business and strategy will enable it to become profitable or sustain profitability in future periods.
- The Company's information technology systems are subject to disruption, damage or failure from a number of sources. This may result in a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.
- Legal proceedings may arise from time to time in the course of the Company's business.
- The Company may experience significant fluctuations in its quarterly and annual results of operations for a variety of reasons, many of which are outside of the Company's control.
- During the fiscal year ended June 30, 2019, the Company had negative cash flow from operating activities.
- The Company may be subject to potential conflicts of interest.
- The Company's projects may be adversely affected by risks outside the control of the Company.
- The markets that the Company participates in may not grow as expected or at all.
- There can be no assurance that variations on the CSE will not affect the price of the Company's securities in the future and that the price of the Common Shares will not decrease after listing on the CSE.
- There can be no guarantee that an active and liquid trading market will develop or be maintained, the failure of which may have a material adverse effect on the value of the Common Shares and the ability of an investor to dispose of the Common Shares in a timely manner, or at all.
- As a reporting issuer, the Company will be subject to reporting requirements under applicable securities law and stock exchange policies which may divert management's attention.
- The officers and directors of the Company currently hold a significant number of the Common Shares.
- The Company operates in a volatile industry which is sensitive to economic conditions.
- The regulatory environment regarding the internet and electronic commerce is continually evolving and the application of existing laws can be uncertain.
- The Company operates in a highly competitive environment.
- Declining popularity of games and changes in device preferences of

players could have a negative effect on the Company's business.

- The industry the Company operates in is characterized by rapid technological change.
- The Company is dependent on proprietary technology, of which there is limited protection.
- As the online gaming industry becomes increasingly competitive, the Company may have challenges in gaining and increasing market acceptance.
- The Company could be adversely affected by changes in the terms of relationships with social media platforms or the market position of such social media platforms.
- The operations of social gaming platforms that may be used by the Company may be affected by unauthorized or fraudulent virtual goods and "cheating" programs.
- The gaming platform used by the Company is reliant on technologies and network systems, which may be vulnerable to cyber-attacks that negatively affect the customer experience or which could result in breach of privacy laws and misuse of customer data that could lead to the Company facing liability or losing customer goodwill and adversely affect the Company's operating results and financial condition.
- The Company may be subject to risks involved with operating in foreign jurisdictions.
- The Company may be subject to risks relating to product defects and reputation.

This information is presented as of the date of this Prospectus and is subject to change, completion, or amendment without notice. See "*Business of the Company*", "*Directors and Executive Officers – Conflicts of Interest*", "*Available Funds*" and "*Risk Factors*".

Summary of Financial Information:

The following selected financial information has been derived from and is qualified in its entirety by the audited financial statements of the Company for the years ended June 30, 2018 and June 30, 2019 and the unaudited financial statements for the nine month period ended March 31, 2020 and notes thereto included in this Prospectus and should be read in conjunction with such financial statements and related notes thereto, along with the MD&A included in this Prospectus. All financial statements are prepared in accordance with IFRS.

	Nine months ended March 31, 2020 (unaudited)	Year ended June 30, 2019 (audited)	Year ended June 30, 2018 (audited)
Revenue	Nil	Nil	Nil
Expenses	$44,091	$39,120	$39,803
Net loss	($44,091)	($769,496)	($39,803)
Net loss per share	($0.00)	($0.06)	($0.05)
Total assets	$291,763	$99,627	$97
Total liabilities	$10,775	$14,800	$462,867

See "*Business of the Company*" and "*Financial Statements*".

Use of Available Funds: As at March 31, 2020, the Company had approximately $280,988 of working capital available. The table below sets out the expected principal purposes for which such funds will be used.

Principal Purposes:	
Available Funds	**$280,988**
Game development	$40,000
Sales and marketing	$118,988
Prospectus and CSE listing costs	$35,000(1)
Transfer agent fees, exchange fees, SEDAR fees and audit fees	$15,000
Operating expenses for 12 months	$72,000(2)
Estimated Total Funds Used:	**$280,988**

Notes:
(1) Costs include exchange fees, legal fees and other costs relating to listing of the Common Shares on the CSE. The Company hopes that these costs will be incurred by July 2020.
(2) Estimated operating expenses include rent ($18,000), utilities ($6,000), insurance ($2,000), transfer agent fees ($6,000), audit fees ($10,000), office and admin ($6,000) legal fees ($12,000), SEDAR fees ($2,500) and travel and promotion ($9,500).

See "*Use of Available Funds*"

Currency: Unless otherwise specified, all dollar amounts in this Prospectus are expressed in Canadian dollars.

GLOSSARY

2. "**Associate**" When used to indicate a relationship with a person or company, means:

   (a) an issuer of which the person or company beneficially owns or controls, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to all voting securities of the issuer from the time being outstanding;

   (b) any partner of the person or company;

   (c) any trust or estate in which such person or company has a substantial beneficial interest or as to which such person or company serves as trustee or in a similar capacity;

   (d) any relative of that person who resides in the same home as that person;

   (e) any person who resides in the same home as that person and to whom that person is married or with whom that person is living in a conjugal relationship outside marriage; or

   (f) any relative of a person mentioned in clause (e) who has the same home as that person.

3. "**BCBCA**" means the *Business Corporations Act (British Columbia)*.

4. "**Board**" means the board of directors of the Company.

5. "**Common Shares**" means the class A common shares without par value in the share capital of the Company.

6. "**Company**" means Arctic Fox Interactive Ltd., a corporation incorporated pursuant to the laws of the province of British Columbia.

7. "**CSE**" or "**Exchange**" means the Canadian Securities Exchange.

8. "**Escrow Agent**" means Odyssey Trust Company.

9. "**insider**" If used in relation with an issuer, means:

   (a) a director or officer of the issuer;

   (b) a director or officer of the company that is an insider or subsidiary of the issuer;

   (c) a person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer; or

(d) the issuer itself if it holds any of its own securities.

10. "**Listing**" means the proposed listing of the Common Shares on the CSE for trading.

11. "**MD&A**" means the management's discussion and analysis of the Company for the year ended June 30, 2019 and the nine month period ended March 30, 2020.

12. "**Transfer Agent**" means Odyssey Trust Company.

FORWARD-LOOKING INFORMATION

This Prospectus contains certain information that may constitute "forward-looking information" and "forward-looking statements" (collectively "**forward-looking statements**") which are based upon the Company's current internal expectations, estimates, projections, assumptions and beliefs. Such statements can be identified by the use of forward-looking terminology such as "may", "will", "expect", "anticipate", "aim", "estimate", "intend", "plan", "seek", "believe", "potential", "continue", "is/are likely to" and other similar words, including negative and grammatical variations thereof, or statements that certain events or conditions "may" or "will" happen. Actual results and developments may differ materially from those contemplated by these statements. Forward-looking statements may include estimates, plans, expectations, opinions, forecasts, projections, targets, guidance or other statements that are not statements of fact. The forward-looking statements included in this Prospectus are made only as of the date of this Prospectus. Forward-looking statements in this Prospectus include, but are not limited to, statements relating to:

- the listing of the Common Shares on the CSE;
- the Company's ability to access capital in the future;
- expectations regarding revenue, expenses and operations;
- the development and filing of the Company's intellectual property;
- the Company's intentions for growth of the business and operations of the Company;
- key personnel continuing their employment with the Company;
- the timing of and the costs to be incurred in relation to the Company's game development activities, including integration of new features and ability to operate with new functionality or on different platforms;
- the Company's expected operating costs; and
- other anticipated future apps developments.

Forward-looking statements are not a guarantee of future performance and are based upon a number of estimates and assumptions of management of the Company, in light of management's experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances, as of the date of this Prospectus, including, without limitation, the following:

- the Company's Common Shares being listed on the CSE;
- the costs associated with the preparation and filing of this Prospectus, as well as with respect to listing of the Company's Common Shares on the CSE;
- management's general expectations concerning the gaming industry and estimates relating to this industry prepared by management using data from publicly available industry sources as well as from market research and industry analysis, and assumptions based on data and knowledge of this industry and user base which management believe to be reasonable;
- future consumer demand levels;
- the impact of potential competition on the Company; and

- the Company's anticipated future cash flows and costs, and their effect on the Company's ability to achieve its stated business objectives.

Although the Company believes that the assumptions and expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct. Many assumptions are based on factors and events that are not within the control of the Company and there is no assurance they will prove to be correct. The Company's forward-looking statements are expressly qualified in their entirety by this cautionary statement. A number of factors could cause actual events, performance or results to differ materially from what is projected in the forward-looking statements. Furthermore, such forward-looking statements involve a variety of known and unknown risks, uncertainties and other factors which may cause the actual plans, intentions, activities, results, performance or achievements of the Company to be materially different from any future plans, intentions, activities, results, performance or achievements express or implied by such forward-looking information. These risks include, but are not limited to, the risks outlined under the heading "*Risk Factors*" in this Prospectus.

The purpose of forward-looking statements is to provide the reader with a description of management's expectations, and such forward-looking statements may not be appropriate for any other purpose. Undue reliance should not be placed on forward-looking statements contained in this Prospectus. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

CORPORATE STRUCTURE

The Company was incorporated under the laws of the Province of British Columbia on February 19, 2013. The head office and registered and records office of the Company is located at 905-1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3.

As at the date of this Prospectus, the Company has no subsidiaries.

BUSINESS OF THE COMPANY

General Description of the Business

The Company is a technology company that is engaged in the development and potential subsequent commercialization of apps in the mobile gaming industry, and has one game currently in operation. The Company intends to develop and acquire intellectual property that it has access to through contacts within the Company's industry and, with that intellectual property, to develop and/or co-develop games. Specifically, the Company hopes to license intellectual property that could be used within its existing game, and ultimately to launch new games.

The Company was founded in 2013 by a group of professionals with expertise in game design, development and finance. This group has been working since inception on game development and has produced its initial gaming app, “After: The Lawless” (“**After**”), a multiplayer online role-playing game that has been designed to be easily scaled to be played on Apple devices. After currently allows players to engage with each other and with the game itself. Players are able to interact and join other players in certain activities in the game. Throughout the development process, the Company has maintained a small local development team and a lean budget.

In January 2016, the Company acquired a second game, “Chuck & Purcie”, from another developer. However, the Company tested this game and after determining that there was no viable public interest at the time, the Company does not anticipate spending any further resources on the developing or commercialization of this game. As a result, the Company’s activities below are at this time intended to be conducted with respect to After.

The Company’s main focus is on acquiring and aggregating intellectual property related to entertainment co-development products with experienced individuals in digital asset creation, and marketing these digital assets to the global market to hopefully generate a continual revenue stream. Once the Company acquires intellectual property, it will develop assets and content to launch with the core game engine it is developing.

More specifically, the Company’s main business areas are as follows:

- develop intellectual property into games for the global customer;
- intellectual property licensing, source acquire popular intellectual property related to movies, games and comics;
- intellectual property development, partnering with leading digital media companies to produce games and assets; and
- intellectual property commercialization (self-publish or co-publish).

The Company has a “free to play” model, which means that the games it develops are expected to be free for users to play. The Company believes that in the mobile gaming market, the “freemium model” has been one of the most successful models. The concept underlying this model is to allow users to download the app for free, allowing them access to basic functionality. Once they have the game installed and are playing, they will be presented with options to purchase features to enhance their gaming experience. This may include items that could speed up the time for them to complete an in-game task, or offer them in-game items that would not be otherwise available to them. As an example, players will be able to join the game for free, but in order to advance and place higher than others in the game, money will need to be spent. In-app purchases ranging from $0.99 to $99.99 could be used to buy in-game currency to exchange for virtual goods in the game.

The Company’s revenue model is based on micro-transaction revenues and display ads. With respect to micro-transactions, revenue is expected to be generated through the sale of virtual items, time-based bonuses and other in-game perks. With respect to display ads, the Company hopes to generate revenue through ads for other apps that will be displayed in the Company's own game. When users click on the ads, this would result in revenue to the Company. The Company expects that its main revenue stream will be through selling in-game assets such as characters and items within the game. The Company anticipates supplementing this primary revenue stream through advertisements for other companies who wish to advertise their products through the Company's game. Players who do not wish to spend money within the game will have access to view advertisements in exchange for in-game currency or limited features.

The Company's initial focus for its current game, After, will be upon the iOS platform, based on an understanding that the users of iOS are more engaged and spend more money relative to users of other mobile platforms. On average, the Company anticipates that it will cost about $3.75 for each app installation. The Company intends to target users through multiple advertising networks through the cost per install method. This means that the Company will only pay for users that install the app.

The Company's products are distributed through the internet, which provides a number of advantages including global reach (with the ability for a large number of customers to enjoy peer-to-peer gaming), additional mobility, 24/7/365 access, enhanced innovation and engaging games, and a reduced cost base as a result of the elimination of overhead relating to land-based premises.

In order for the Company to scale quickly, it has built a system where it has a centralized server that stores all of the game data, scores and user information, which can be accessed by a mobile app. The mobile app would pull the latest data from the central server and render it for the user. The Company believes the benefit of this method is so that it can release new assets very quickly. While this mobile app has currently been built in iOS, the Company intends to build a Unity version, which would enable it to deploy the game to multiple platforms with greater ease, including Android, Windows and Apple very quickly. Specifically, the Company hopes to increase its market reach by developing an Android version of the game, so that it could potentially reach larger markets outside of North America.

Blockchain Compatibility

The Company hopes to ultimately build a system where it can connect the mobile gaming world with blockchain technology. In order to do so, the Company intends to use the Loom network to allow users to have the ability to have ownership of their own in-game assets. The Company believe that this will be a new and unique feature in the gaming world.

Advertising and Retention

The Company believes that effective marketing is important in building and maintaining its business, and management intends to continue to invest in marketing to maximize player retention and acquire new customers. The Company's online advertising activities are expected to involve some specific marketing techniques that are directed at particular sectors of the online public, including current users of the Company's game.

The Company intends to advertise its products through the following methods:

- In-app advertising – through incentivized videos, users would be able to watch short clips to gain extra in-game currency within games.
- In-app interstitials – interstitials are ads that pop open between levels or actions within an app. The ad would force the user to close the ad, but it helps to get the attention of the user.
- Facebook advertising – Facebook offers what the Company believes to be an opportunity to target a specific audience. Specifically, through Facebook, the Company could target potential users based on age, occupation and interests.
- Social media pages – With Facebook and Twitter, the Company intends to create pages that will engage its users by sharing content, obtaining customer feedback, and establishing relations with other bloggers, journalists and people within the gaming industry.

The Company also intends to implement a retention program that organically brings in users. Specifically, through the game, the Company would offer the ability for users to invite their family and friends to join the game. In doing so, they would receive special in-game assets or currency.

Employees and other Service Providers

As of the date of this Prospectus, the Company currently has no employees, and has five contractors providing consulting services in the area of game development, artwork creation, asset creation and story writing, as well as a Chief Executive Officer and Chief Financial Officer who are engaged as independent contractors.

Specialized Skills and Knowledge

As a technology company focused on the development of mobile gaming apps, the Company requires specialized skills and knowledge relating to online gaming, information technology, customer relationship management, marketing, payment processing, iOS and mobile app development, as well as general project management skills. The Company has been able to fulfill these needs through both its internal staff and management, as well through its supporting relationships with other experienced contractors that the Company uses from time to time to outsource work on an as-needed basis. Such outsourced work can consist of assistance with a variety of issues, and this approach enables the Company to maintain access to a wide range of skills that can be deployed when necessary in order to achieve or advance the Company's business. Historically, the Company has conducted project management internally and has outsourced development work to available contractors. After that, the Company would do internal testing to make sure that everything is functioning properly and if not, the outsourced developers would be further engaged to assist with any required adjustments.

The Company also has an informal advisory relationship in place with an executive in the game and software development industry with experience in building content and systems for the regulated gaming space, who has provided support in the development of the Company's existing game. The Company anticipates continuing this relationship in the future.

Competitive Conditions

The market for online gaming is highly competitive, constantly evolving and subject to regulatory and rapid technological change. The Company competes internationally with other online gaming providers ranging from small to very large operators. Because many of these are privately held, it is difficult to confirm the exact number of companies currently operating in this space. As internet gaming has matured and become more sophisticated, so have the expectations of players who can choose from a proliferation of sites. Competition for players' attention and money is intensifying, as players demand more value, more games and an enhanced entertainment experience.

The Company faces significant competition, including on the basis of platform quality, brand awareness and reputation and ability to expand and launch new products. Other developers of online gaming products could develop more compelling content that competes with the Company's ability to attract and retain players. Online gaming products also compete against other forms of entertainment, such as console gaming, going to the movies, mobile entertainment and social networking, for the time and money of its players who choose to engage such forms of entertainment.

The Company believes that there is a market for casual mobile play. While most other game developers focus on videos and "glitz", the Company has decided to focus more on simple and engaging game play. The concept behind this is to allow players to spend as much or as little time playing as they want to, but still be able to remain engaged in the game through a focus on core collecting and levelling up game play, which differs from the many games that require players to devote a lot of time to playing.

Intellectual Property

The Company has developed one initial gaming app, "After: The Lawless", including all of the storyline, artwork and other aspects relating to the game. The Company does not currently hold any trademarks or other registered intellectual property relating to this game. In the future, the Company may seek to formally do so. The Company is also currently looking into other intellectual property that may fit within its existing game, but has not identified anything additional at this time.

Cycles

The Company's business, like all online gaming businesses, experiences seasonal trends. Internet traffic is higher in the colder months in the Northern hemisphere with longer nights and colder days, whereas activity decreases in the summer months due to lower internet traffic driven by shorter nights and warmer weather.

Company's History Over the Last Two Years

Over the past two years, the Company has been primarily focused on developing its initial gaming app, developing its internal team and external network of contractors and consultants, and raising capital for ongoing operations and future development.

In particular, the Company has been conducting research on and exploring the possibility of integrating blockchain technology into its existing game, as well as fine-tuning and working through "bugs" in the game. The Company had engaged developers to study how the blockchain technology functions, and examine some of the available programming languages currently available. The purpose of these activities was to explore the possibilities and to research where the technology was at that point, in order to find viable and realistic integration points. This included spending time changing internal code to make this possible. However, the Company has not yet integrated blockchain technology into its existing game and there is currently no definitive timeline for doing so.

The Company has also been exploring the potential for creating an Android version of its game. This has involved talking to a development company and trying to determine the costs and timing involved. The Company perceives the main benefit of creating an Android version to be the ability to reach additional users, given the significant number of Android users in the market. Additionally, implementing an Android update will allow the Company to deploy future changes and updates to both the Apple (iOS) and Google (Android) versions of the game more seamlessly. However, development of an Android version of the game will not take place until the Company is able to secure additional financing, and it is not anticipated that this will be developed within the 12 months following the date of this Prospectus.

Subsequent Events

Since June 30, 2019, the Company has continued to focus on developing its management team and raising capital to fund its operations and continued business objectives.

In July 2019, the Company issued 3,500,000 Common Shares through a non-brokered private placement financing at a price of $0.05 per Common Share, for gross proceeds of $175,000.

The Company appointed Harry Chew as Chief Executive Officer and Sonny Chew as Chief Financial Officer on July 4, 2019. On the same date, the Company appointed two new directors, Eddy Siu and Terrance Owen.

On March 26, 2020, the Company issued 1,700,000 Common shares through a non-brokered private placement at a price of $0.10 per Common Share, for gross proceeds of $170,000.

USE OF AVAILABLE FUNDS

This is a non-offering Prospectus. The Company is not raising any funds in connection with this Prospectus and accordingly, there are no proceeds.

The Company's working capital as at March 31, 2020 was $280,988. Management believes that the Company will have sufficient funds to continue operations for the next 12 months. Should the Company require additional funds to continue operations and/or to conduct additional activities beyond those that are currently contemplated, the Company may access additional capital through the capital markets.

The Company's primary business objective is to continue the development of apps for mobile gaming. The Company intends to use some of the funds available to it over the next 12 months to further this objective as well as to fulfil the remaining costs relating to its application to list the Common Shares on the CSE. The following table sets out a more detailed breakdown of the Company's intended use of funds over the next 12 months.

Principal Purposes:	
Total funds available	**$280,988**
Game development	$40,000
Sales and marketing	$118,988
Prospectus and CSE listing costs	$35,000(1)
Transfer agent fees, SEDAR fees and audit fees	$15,000
Operating expenses for 12 months	$72,000(2)
Estimated Total Funds Used:	**$280,988**

Notes:

(1) Costs include exchange fees, legal fees and other costs relating to listing of the Common Shares on the CSE. The Company hopes that these costs will be incurred by July 2020.

(2) Estimated operating expenses for the next 12 months include: rent ($18,000), utilities ($6,000), insurance ($2,000), transfer agent fees ($6,000), audit fees ($10,000), office and admin ($6,000) legal fees ($12,000), SEDAR fees ($2,500) and travel and promotion ($9,500).

The Company's primary business objectives and milestones relate to further development and enhancement of its existing game. These objectives and milestones, along with the anticipated timing and cost relating to each, are set out in the table below. The activities and description of such activities below are intended to reflect objectives relating to the Company's current game. However, with additional funding, the Company may determine to initiate development activities with respect to a new game or games.

Business Objective/Milestone	Cost	Timing
Game Development	$40,000	Month 1 - 6
Game Marketing	$100,000	Month 6 - 12
Game Launch	$100,000	Month 12+

Game development consists of integrating marketing analytics codes and tracking, integrating in-game perks from the marketing program (for instance, pay per install code) and creating marketing assets such as special items or characters for marketing launch. By the end of the five month period identified above, the Company anticipates being able to move on from development to marketing. Specifically, the Company hopes that its development activities during the initial period identified above will enable it to integrate all of the different marketing tools that Company intends to use to obtain additional users for the Company's game. The Company anticipates that approximately $10,000 of the amount allocated above to game development will be used as a deposit for work on the Android version of the Company's game in approximately six months following the date of this Prospectus. After that, the Company intends to attempt to raise additional capital to fund the development of the Android version, which work is not anticipated until at least 12 months after the date of this Prospectus. Once that work begins, the Company anticipates it will take approximately four to six months for completion.

The estimated $100,000 cost attributable to game marketing above includes $75,000 for pay per install marketing and $25,000 for Apple app store display advertising. However, if the marketing results are not as favourable as the Company hopes, the timeline above could potentially be delayed. Further, the Company could be subject to delays from marketing networks in the process of integrating and/or approving the Company's ad content, as well as delays resulting from programmers' activities and deadlines not being met.

Game launch includes activities relating to the relaunch of the Company's game with the additional features above built in. This would include post-game launch promotions/marketing, such as giveaways, cross promotions, and related code updates to facilitate these activities. However, any activities relating to game launch: (i) are dependent on a number of factors, including but not limited to the completion and success of the activities relating to game development and game marketing discussed above; and (ii) will require additional financing, which cannot be assured.

The costs and timelines noted above are estimates. There may be circumstances, however, where for business reasons the reallocation of funds may be necessary. The actual amount that the Company spends in connection with each of the intended uses of proceeds may vary significantly from the amounts specified above, and will depend on a number of factors, including those noted above as well as those listed under the heading "*Risk Factors*" below.

The Company has historically generated negative cash flows and there is no assurance that the Company will not experience negative cash flow from operations in the future. Please see "*Risk Factors – Negative Cash Flow from Operations*".

DIVIDENDS OR DISTRIBUTIONS

To date, the Company has not paid any dividends on its Common Shares, and the Board does not expect to declare or pay any dividends on the Common Shares in the foreseeable future. Payment of any dividends will be dependent upon the Company's future earnings, if any, its financial condition, and other factors the Board determines are relevant.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Please see the Company's MD&A for the year ended June 30, 2019 and the interim period ended March 31, 2020, which are included in this Prospectus.

DESCRIPTION OF SECURITIES

Common Shares

The Company's authorized capital consists of 100,000,000 Common Shares, of which 30,335,869 Common Shares are issued and outstanding as at the date of this Prospectus. Holders of the Common Shares are entitled to one vote per share at all meetings of the holders of Common Shares of the Company and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Common Shares, to participate rateably in any distribution of the Company's property or assets upon liquidation or wind-up. The Common Shares are without par value and without restrictions attached. There are no pre-emptive, redemption, retraction, purchase or conversion rights attaching to the Common Shares.

Warrants

As at the date of this Prospectus, the Company does not have any Warrants outstanding.

CONSOLIDATED CAPITALIZATION

The following table sets forth the number of outstanding securities of the Company as June 30, 2019 and as at the date of this Prospectus.

Description of Security	Amount Authorized	Outstanding as at June 30, 2019	Outstanding as at the Date of the Prospectus
Common Shares	100,000,000	25,135,869	30,335,869
Warrants	N/A	None	None

OPTIONS TO PURCHASE SECURITIES

The Company created a stock option plan that was approved by the Board on July 3, 2019 (the "**Stock Option Plan**"). The purpose of the Stock Option Plan is to assist the Company in attracting, retaining and motivating directors, officers, employees and consultants (together "**service providers**") of the Company and of its affiliates and to closely align the personal interests of such service providers with the interests of the Company and its shareholders.

The Stock Option Plan provides that, subject to the requirements of the CSE, the aggregate number of Common Shares reserved for issuance pursuant to options granted under the Stock Option Plan will not exceed 10% of the number of Common Shares of the Company issued and outstanding from time to time.

The Stock Option Plan is administered by the Board, which has full and final authority with respect to the granting of all options thereunder subject to express provisions of the Stock Option Plan.

Options may be granted under the Stock Option Plan to such directors, employees, consultants or management company employees of the Company and its subsidiaries, if any, as the Board may from time to time designate. The exercise prices shall be determined by the Board, but shall, in no event, be less than the closing market price of the listed security on the CSE on the trading day prior to the earlier of dissemination of a news release disclosing the issuance of the convertible security or the posting of notice of the proposed issuance of the convertible security with the CSE. The Stock Option Plan complies with National Instrument 45-106 *Prospectus Exemptions* and provides that the number of Common Shares which may be reserved for issuance on a yearly basis to any one related person upon exercise of all stock options held by such individual may not exceed 10% of the issued Common Shares calculated at the time of grant. Moreover, the Company cannot issue grants to related persons if in the aggregate the grants would, on a fully diluted basis, exceed 10% of the issued and outstanding Common Shares of the Company.

The Stock Option Plan is the Company's only equity compensation plan. As of the date of this Prospectus, the Company does not have any options outstanding to purchase Common Shares.

PRIOR SALES

The following table sets forth the details regarding all issuances of the Company's securities during the 12 month period before the date of this Prospectus.

Date of Issue	Type of Security	Number of Securities	Issue or Exercise Price per Security	Reason for Issue
July 25, 2019	Common Shares	3,500,000	$0.05	Private placement
March 26, 2020	Common Shares	1,700,000	$0.10	Private placement

TRADING PRICE AND VOLUME

As of the date of this Prospectus, the Company does not have any of its securities listed or quoted in Canada, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., or a marketplace outside Canada and the United States of America.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTIONS ON TRANSFER

Escrowed Securities

The policies and notices of the CSE require that securities held by certain shareholders of the Company are required to be held in escrow in accordance with the escrow requirements set out in CSE Policy 2 – *Qualification for Listing*.

Under the applicable policies and notices of the Canadian Securities Administrators securities held by Principals (as defined below) are required to be held in escrow in accordance with the national escrow regime applicable to initial public distributions. Equity securities, including Common Shares, owned or controlled by the Principals of the Company are subject to the escrow requirements.

Principals include all persons or companies that, on the completion of the listing on the CSE, fall into one of the following categories:

(a) directors and senior officers of the Company, as listed in this Prospectus;

(b) promoters of the Company during the two years preceding the listing on the CSE;

(c) those who own and/or control more than 10% of the Company’s voting securities immediately after completion of the listing on the CSE if they also have appointed or have the right to appoint a director or senior officer of the Company or of a material operating subsidiary of the Company;

(d) those who own and/or control more than 20% of the Company’s voting securities immediately after completion of the listing on the CSE; and

(e) associates and affiliates of any of the above.

The Principals of the Company include all of the directors and senior officers of the Company.

The Company intends to enter into an agreement (the "**Escrow Agreement**") with the Escrow Agent and the Principals of the Company, pursuant to which the Principals will deposit in escrow their Common Shares (the "**Escrowed Securities**") with the Escrow Agent in accordance with the provisions contained in Form 46-201F1 *Escrow Agreement* applicable to an "emerging issuer". Specifically, the Escrow Agreement will provide that 10% of the Escrowed Securities will be released from escrow upon the date of the Company listing its Common Shares on the CSE, and that an additional 15% will be released therefrom upon each six month interval thereafter, over a period of 36 months.

Pursuant to the terms of the Escrow Agreement, the Escrowed Securities may not be transferred or otherwise dealt with during the term of the Escrow Agreement unless the transfers or dealings within the escrow are:

(a) transfers to continuing or, upon their appointment, incoming directors and senior officers of the Company or of a material operating subsidiary, with approval of the Board;

(b) transfers to an RRSP or similar trustee plan provided that the only beneficiaries are the transferor or the transferor's spouse or children or parents;

(c) transfers upon bankruptcy to the trustee in bankruptcy;

(d) pledges to a financial institution as collateral for a loan, provided that upon a realization the securities remain subject to escrow; and

(e) tenders of Escrowed Securities to a take-over bid are permitted provided that, if the tenderer is a Principal of the successor Company upon completion of the take-over bid, securities received in exchange for tendered Escrowed Securities are substituted in escrow on the basis of the successor Company's escrow classification.

The following table sets forth details of the Escrowed Securities.

Name and municipality of residence of security holder	Designation of class	Number of securities held in escrow or that are subject to a contractual restriction on transfer	Percentage of class[(1)]
Harry Chew Vancouver, Canada	Common Shares	5,292,119	17.4%
Sonny Chew Vancouver, Canada	Common Shares	1,080,000	3.6%
Eddy Siu Richmond, Canada	Common Shares	1,950,000	6.4%
Total		**8,322,119**	**27.4%**

Notes:
(1) Percentage is based on 30,335,869 outstanding Common Shares as of the date of this Prospectus.

PRINCIPAL SECURITYHOLDERS AND SELLING SECURITYHOLDERS

To the knowledge of the Company's directors and officers, there are no persons who beneficially own, control, direct or will own, control or direct as of the date of this Prospectus, directly or indirectly, 10% or more of the issued and outstanding Common Shares other than Harry Chew, who currently owns 5,292,119 Common Shares, representing 17.4% of the issued and outstanding Common Shares as at the date hereof.

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets out particulars of the current directors and executive officers of the Company as at the date of the Prospectus. The term of office of each director will expire at the close of the next annual general meeting, unless such director resigns or otherwise vacates office before that time.

Name, Province or State & Country of Residence, and Position(s) with the Company	Principal Occupation, Business or Employment for Past 5 Years	Date Appointed as Director	Number and Percentage of Common Shares[(1)] Beneficially Owned or Controlled Directly or Indirectly as of the Date of this Prospectus
Harry Chew British Columbia, Canada Chief Executive Officer, President and Director	CPA, CGA, President of Pacific Paragon Capital Group Ltd.	February 22, 2013	5,292,119 17.4%
Sonny Chew British Columbia, Canada Chief Financial Officer, Secretary and Director	Director of Finance and Administration of Pacific Paragon Capital Group Ltd.	February 22, 2013	1,080,000 3.6%
Eddy Siu British Columbia, Canada Director	Mobile Game Developer and Independent Consultant.	July 4, 2019	1,950,000 6.4%
Terrance Owen British Columbia, Canada Director	Chief Executive Officer (2013 to 2015) and Chief Financial Officer (2016 to 2017) and a director of Champion Pain Care Corporation. President and director of Pain Clinics International Inc. from March 2017 to September 2018. Chief Executive Officer and a director of Cell MedX Corp. from December 2017 to April 2018. Currently acting as a consultant to various new life sciences companies, and as President (since October 2018) and Chief Financial Officer (since March 2020) of Daizee Diapers Corp.	July 4, 2019	Nil 0%
TOTAL			**8,322,119** **27.4%**

Notes:
(1) Based upon 30,335,869 issued and outstanding Common Shares as of the date of this Prospectus.

Except as disclosed above, none of the directors or officers of the Company has the right to acquire any additional securities pursuant to options, warrants, conversion privileges or other rights.

As of the date of this Prospectus, the directors and officers of the Company, as a group, directly or indirectly, beneficially own 8,322,119 Common Shares of the Company, representing 27.4% of the issued and outstanding Common Shares of the Company on an undiluted basis. See "*Principal Shareholders*".

Management of the Company

The following are descriptions of the background of the directors and officers of the Company, including a description of each individual's principal occupation(s) within the past five years.

Harry Chew (age 59) is the Chief Executive Officer, President and a director of the Company and provides his services to the Company on a part-time basis as an independent contractor. He expects to devote approximately 20% of his time to the Company in these roles. Mr. Chew has over 35 years of experience providing management and consulting services in the public company sector. Mr. Chew is the President of Pacific Paragon Capital Group Ltd. and has served in that capacity since 1993. Pacific Paragon provides financing, consulting and management services for private and public companies. In addition, Mr. Chew is and has been a director and officer of a number of other reporting issuers. Mr. Chew holds a Bachelor of Business Administration degree from Simon Fraser University in Burnaby, British Columbia and is a Chartered Professional Accountant.

Mr. Chew has not entered into an employment agreement, a non-competition agreement or a non-disclosure agreement with the Company.

Sonny Chew (age 51) is the Chief Financial Officer, Secretary and a director of the Company and provides his services to the Company on a part-time basis as an independent contractor. He expects to devote approximately 20% of his time to the Company in these roles. Mr. Chew is the Director of Finance and Administration of Pacific Paragon Capital Group Ltd. and has served in that capacity since 1992. Pacific Paragon provides financing, consulting and management services for private and public companies. In addition, Mr. Chew is and has been a director and officer of a number of other reporting issuers in Canada since May 1999. Mr. Chew holds a Bachelor of Arts (Economics) degree from Simon Fraser University in Burnaby, British Columbia.

Mr. Chew has not entered into an employment agreement, a non-competition agreement or a non-disclosure agreement with the Company.

Terrance G. Owen (age 74) is a director of the Company and expects to devote approximately 10% of his time to the Company in this role. Dr. Owen obtained a Bachelor of Science (with honours) in Biology from the University of Victoria in 1968, a Masters degree in Biology from the University of New Brunswick in 1970, a Ph.D. in Zoology from the University of British Columbia in 1974 and a Masters in Business Administration from Simon Fraser University, British Columbia in 1991. Dr. Owen has also served as a director and/or reporting officer of several other reporting issuers. Dr. Owen acted as the President, Chief Executive Officer and a director of Vanc Pharmaceuticals from May 2000 to June 2013, as well as the Chief Executive Officer, Chief Financial Officer and a director of Champion Pain Care Corporation from October 2013 to February 2017. From March 2017 until September 2018 he served as the President and a director of Pain Clinics International Inc., and from December 2017 until April 2018 he served as the Chief Executive Officer and a director of Cell MedX Corp. Mr. Owen is currently the President (since October 2018) and Chief Financial Officer (since March 2020) of Daizee Diapers Corp.

Mr. Owen has not entered into an employment agreement, a non-competition agreement or a non-disclosure agreement with the Company.

Eddy Siu (age 41) is a director of the Company and expects to devote approximately 50% of his time to the Company in this role. Mr. Siu has over 19 years of experience in web design, graphic and UX design, programming, server management and software development. Additionally, Mr. Siu has had experience with managing online games, online transactions, community management and content management.

Mr. Siu has not entered into an employment agreement, a non-competition agreement or a non-disclosure agreement with the Company.

Cease Trade Orders, Bankruptcies or Sanctions

Except as described below, as at the date of this Prospectus, and within the last 10 years before the date of the Prospectus, neither the CEO or CFO, nor any director (or any of their personal holding companies) of the Company was a director, CEO or CFO of any company (including the Company) that:

(a) was subject to a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation, for more than 30 consecutive days while that person was acting in the capacity as director, CEO or CFO;

(b) 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 in each case for a period of 30 consecutive days, that was issued after the person ceased to be a director, CEO or CFO in the company and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO;

(c) is as at the date of this Prospectus or has been within 10 years before the date of this Prospectus, a director or executive officer of any company, including the 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

(d) has within the 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager as trustee appointed to hold the assets of that individual.

Terrance Owen, a director of the Company, acted as a director of Sonoma Resources Inc. ("**Sonoma**") at the time Sonoma was subject to a cease trade order that was issued by the British Columbia Securities Commission and Alberta Securities Commission on August 6, 2014. The cease trade order was put in place due to a failure to file financial statements as required under securities laws. A partial revocation order was issued on June 12, 2015, followed by a revocation order on July 24, 2015. Thereafter, Sonoma completed a reverse takeover and the resulting issuer began trading under the symbol "ELM" on December 4, 2015.

Penalties or Sanctions

No director, officer or insider of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has: (a) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by any securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

Conflicts of Interest

There are potential conflicts of interest to which the directors, officers and other insiders of the Company will be subject in connection with the operations of the Company. Some of the directors, officers and insiders are engaged in and will continue to be engaged in corporations or businesses which may be in competition with the business of the Company. Accordingly, situations may arise where directors, officers or insiders will be in direct competition with the Company. The directors and officers of the Company are required by law to act in the best interests of the Company. They have the same obligations to the other companies in respect of which they act as directors and officers. Discharge by the directors and officers of their obligations to the Company may result in a breach of their obligations to the other companies, and in certain circumstances this could expose the Company to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligation to act in the best interests of the Company. Such conflicting legal obligations may expose the Company to liability to others and impair its ability to achieve its business objectives. None of the directors or officers of the Company have entered into non-competition or non-disclosure agreements with the Company. Conflicts, if any, will be subject to the procedures and remedies as provided under the *Business Corporations Act* (British Columbia), the CSE and applicable securities laws, regulations and policies.

EXECUTIVE COMPENSATION

Based on the requirements of Form 51-102F6V *Statement of Executive Compensation – Venture Issuers* ("**Form 51-102V6**") all direct and indirect compensation provided to certain executive officers, and directors for, or in connection with, services they have provided to the Company or a subsidiary of the Company must be disclosed. The Company is required to disclose annual and long-term compensation for services in all capacities to the Company and its subsidiaries for the two most recently completed financial years in respect of the Chief Executive Officer ("**CEO**"), the Chief Financial Officer ("**CFO**") and the most highly compensated executive officers of the Company whose individual total compensation for the most recently completed financial year exceeds $150,000, and any individual who would have satisfied these criteria but for the fact that the individual was not serving as an officer at the end of the most recently completed financial year (the "**Named Executive Officers**" or "**NEOs**").

The compensation provided to directors and NEOs has been disclosed based on the requirements of Form 51-102F6V in the tables below as follows:

(1) Table of compensation excluding compensation securities;

(2) Stock options and other compensation securities; and

(3) Exercise of compensation securities by directors and NEOs.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table states the names of each NEO and director, his annual compensation, consisting of salary, consulting fees, bonuses and other annual compensation, excluding compensation securities, for each of the Company's two most recently completed financial years.

Table of compensation excluding compensation securities							
Name and position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of other compen-sation ($)**	**Total compensation ($)**
Harry Chew Chief Executive Officer, President and Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Sonny Chew Chief Financial Officer, Secretary and Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Terrance Owen Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Eddy Siu Director	2019	$6,000	Nil	Nil	Nil	Nil	$6,000
	2018	$12,000	Nil	Nil	Nil	Nil	$12,000

Stock Option Plans and Other Incentive Plans

The Stock Option Plan is the Company's only equity compensation plan. As of the date of this Prospectus, the Company has not issued any options to purchase Common Shares.

Employment, Consulting and Management Agreements

Management of the Company is performed by the directors and officers of the Company and not by any other person.

There are no plans in place with respect to compensation of the Named Executive Officers in the event of a termination of employment without cause or upon the occurrence of a change of control.

The Company has not entered into any consulting agreements other than a rent and management agreement with Pacific Paragon Capital Group Ltd.

Oversight and Description of Director and Named Executive Officer Compensation

Given the Company's size and stage of operations, it has not appointed a compensation committee or formalized any guidelines with respect to compensation at this time. The compensation paid to the Named Executive Officers are determined by the independent Board members. The Board determines the appropriate level of compensation reflecting the need to provide incentive and compensation for the time and effort expended by the Company's officers, while taking into account the financial and other resources of the Company.

Pension Plan Benefits for NEOs

As of the date of this Prospectus, the Company does not maintain any defined benefit plans, defined contribution plans or deferred compensation plans.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the Company's directors or officers or any of their respective associates is indebted to the Company or has been subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Company.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Pursuant to National Instrument 52-110 *Audit Committees* ("**NI 52-110**"), the Company is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Company's system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Company's auditor. In addition, the audit committee must review and report to the directors of the Company on the financial statements of the Company and the auditor's report before they are published.

The Audit Committee Charter of the Company is attached as Schedule "A" to this Prospectus.

Composition of the Audit Committee

The Company's audit committee (the "**Audit Committee**"), is currently comprised of three members, as set out in the table below.

Audit Committee Member	Title	Independent or Not	Financially Literate
Sonny Chew	Chief Financial Officer, Secretary and Director	No	Yes
Eddy Siu	Director	Yes	Yes
Terrance Owen	Director	Yes	Yes

A member of the Audit Committee is independent if he or she has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Company's Board, reasonably interfere with the exercise of a member's independent judgment.

A member of the Audit Committee is considered 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 Company.

Relevant Education and Experience

Each member of the Audit Committee has adequate education and experience that would provide the member with:

(a) an understanding of the accounting principles used by the Company to prepare its financial statements;

(b) the ability to assess the general application of those principles in connection with estimates, accruals and reserves;

(c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising individuals engaged in such activities; and

(d) an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

At no time since incorporation has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board.

Pre-Approval Policies and Procedures

The Audit Committee has not yet adopted specific policies and procedures for the engagement of non-audit services. Such matters are the subject of review and pre-approval by the Audit Committee.

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided by Saturna Group Chartered Professional Accountants LLP for the financial years ended June 30, 2018 and June 30, 2019, to the Company to ensure auditor independence. Fees billed for audit and non-audit services in the last fiscal years for audit fees are outlined in the following table.

Nature of Services	Fees Billed by Auditor for the Year Ended June 30, 2019(5)	Fees Billed by Auditor for the Year Ended June 30, 2018
Audit Fees(1)	$9,500	Nil
Audit-Related Fees(2)	Nil	Nil
Tax Fees(3)	Nil	Nil
All Other Fees(4)	Nil	Nil
TOTAL:	Nil	Nil

Notes:

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) "All Other Fees" include all other non-audit services.

(5) Amounts disclosed in the 2019 column represent fees expensed during the financial year ended June 30, 2019 and are related to the preparation of the audited financial statements for the financial years ended June 30, 2018 and June 30, 2019 that are included in this prospectus. No external auditor fees were billed to the Company in the financial year ended June 30, 2018.

CORPORATE GOVERNANCE

General

Corporate governance refers to the policies and structure of the Board of a company whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the Board from executive management and the adoption of policies to ensure the Board recognizes the principles of good management. The Board is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Effective June 30, 2005, National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**") and National Policy 58-201 *Corporate Governance Guidelines* ("**NP 58-201**") were adopted in each of the provinces and territories of Canada. NI 58-101 requires issuers to disclose the corporate governance practices that they have adopted. NP 58-201 provides guidance on corporate governance practices. This section sets out the Company's approach to corporate governance and describes the measures taken by the Company to comply with NI 58-101.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in the view of the Company's Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

The Company's Board facilitates its exercise of independent judgement in carrying out its responsibilities by carefully examining issues and consulting with outside counsel and other advisors in appropriate circumstances. The Company's Board requires management to provide complete and accurate information with respect to the Company's activities and to provide relevant information concerning the industry in which the Company operates in order to identify and manage risks. The Company's Board is responsible for monitoring the Company's officers, who in turn are responsible for the maintenance of internal controls and management information systems.

The following members of the Board are non-independent: Harry Chew and Sonny Chew.

The following members of the Board are independent: Eddy Siu and Terrance Owen.

Other Reporting Issuer Experience

The following directors of the Company are directors of other reporting issuers as of the date of the Prospectus:

Director	Reporting Issuer	Exchange Listed On & Symbol
Harry Chew	Pacific Paradym Energy Inc. Unilock Capital Corp.	TSXV – PPE.H TSXV – UUU.P
Sonny Chew	Pacific Paradym Energy Inc. Unilock Capital Corp.	TSXV – PPE.H TSXV – UUU.P
Terrance Owen	Pacific Paradym Energy Inc. Eastwood Bio-Medical Canada Inc.	TSXV – PPE.H TSXV – EBM

Orientation and Continuing Education

When new directors are appointed, they receive an orientation, commensurate with their previous experience, on the Company's properties, business, technology and industry and on the responsibilities of directors.

Board meetings may also include presentations by the Company's management and consultants to give the directors additional insight into the Company's business.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors' participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company. Further, the Company's auditor has full and unrestricted access to the Audit Committee at all times to discuss the audit of the Company's financial statements and any related findings as to the integrity of the financial reporting process.

Nomination of Directors

The Company's management is continually in contact with individuals involved in the gaming industry and the broader technology community. From these sources, the Company has made numerous contacts and continues to consider nominees for future board positions. The Company conducts due diligence and reference checks on any suitable candidate. New nominees must have a track record in general business management, special expertise in the area of strategic interest to the Company, the ability to devote the time required and willingness to serve. The Board does not have a nominating committee.

Compensation

The Board as a whole determines salary and benefits of the executive officers and directors of the Company, and determines the Company's general compensation structure, policies and programs.

Other Board Committees

The Board has no other committees other than the Audit Committee.

Assessments

The Board works closely with management, and, accordingly, are in a position to assess the performance of individual directors on an ongoing basis.

LISTING APPLICATION AND CONDITIONAL LISTING APPROVAL

The Company has applied to list its Common Shares on the CSE. The CSE has not yet conditionally approved the listing of the Common Shares. Listing is subject the Company fulfilling all of the requirements of the CSE.

As at the date of the Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside of Canada and the United States of America.

RISK FACTORS

The Company has identified the following risks relevant to its business and operations, which could materially affect the Company's operating results, financial performance and the value of the Common Shares. The information below does not purport to be an exhaustive summary of the risks affecting the Company and additional risks and uncertainties not currently known to the officers or directors of the Company or not currently perceived as being material may have an adverse effect on the business of the Company.

The Company does not expect to pay any cash dividends

The Company may not achieve a level of profitability to permit payments of cash dividends to shareholders. Any future determination to pay dividends on the Common Shares will be at the discretion of the Board, and will depend upon many factors, including the Company's results of operations, financial position, credit terms, general economic factors and other factors as the Board may deem relevant from time to time.

Management and directors

The Company's future success depends on its ability to retain key employees and/or consultants 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 such personnel can be intense, and the Company cannot provide assurance that it will be able to attract or retain them.

Current global financial conditions may adversely impact the Company and the value of the Common Shares

Current global financial conditions have been subject to increased volatility, which has negatively impacted access to public financing. These factors may impact the ability of the Company to obtain equity or debt financing in the future and, if obtained, on terms favourable to the Company. If these increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted, and the value of the Common Shares could be adversely affected.

Dilution

Common Shares, as well as rights, warrants, special warrants, subscription receipts and other securities to purchase, to convert into or to exchange into Common Shares, may be created, issued, sold and delivered on such terms and conditions and at such times as the Board may determine. In addition, the Company may issue additional Common Shares from time to time pursuant to securities convertible to purchase Common Shares issued from time to time by the

Board. The issuance of additional Common Shares could result in dilution to existing securityholders.

Future sales by existing shareholders could cause the Company's share price to fall

Future sales of Common Shares by the Company or other shareholders could decrease the value of the Common Shares. The Company cannot predict the size of future sales by the Company or other shareholders, or the effect, if any, that such sales will have on the market price of the Common Shares. Sales of a substantial number of Common Shares, or the perception that such sales could occur, may adversely affect prevailing market prices for the Common Shares.

Profitability of the Company

There can be no assurance that the Company's business and strategy will enable it to become profitable or sustain profitability in future periods and that it will not incur net losses. The Company's future operating results will depend on various factors, many of which are beyond the Company's direct control, including the Company's ability to control its costs and general economic conditions. The Company's limited operating history makes it difficult to predict future operating results. If the Company is unable to generate profits in the future, the market price of the Common Shares could decline.

Litigation

All industries, including the gaming industry, are subject to legal claims, with and without merit. Legal proceedings may arise from time to time in the course of the Company's business. Such litigation may be brought from time to time in the future against the Company. Defense and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Other than as disclosed elsewhere in this Prospectus, the Company is not currently subject to material litigation nor has the Company received an indication that any material claims are forthcoming. However, due to the inherent uncertainty of the litigation process, the Company could become involved in material legal claims or other proceedings with other parties in the future. The results of litigation or any other proceedings cannot be predicted with certainty. The cost of defending such claims may take away from management's time and effort and if the Company is incapable of resolving such disputes favourably, the resultant litigation could have a material adverse impact on the Company's financial condition, cash flow and results from operation.

Risks related to possible fluctuations in revenues and results

The Company may experience significant fluctuations in its quarterly and annual results of operations for a variety of reasons, many of which are outside of the Company's control. Any fluctuations may cause the Company's results of operations to fall below the expectations of securities analysts and investors. This would likely affect the ability of an investor to dispose of the Company's Common Shares or the market price of the Common Shares if trading of them is possible in a marketplace.

Negative cash flow from operations

During the fiscal year ended June 30, 2019, the Company had negative cash flow from operating activities. Although the Company anticipates it will have positive cash flow from operating activities in future periods, to the extent that the Company has negative cash flow in any future period, it will need to raise additional funds to cover this short fall.

Going concern risk

The Company's registered independent auditors have issued an opinion on the Company's audited financial statements for the year ended June 30, 2019 which includes a statement describing the Company's going concern status. The conditions set forth indicate that a material uncertainty exists that may cast significant doubt that the Company can continue as an ongoing business for the next twelve months unless the Company obtains additional capital to pay its bills and meet its other financial obligations.

In addition to cash flow from operations, ongoing operations may be dependent on the Company's ability to obtain equity financing by the issuance of securities and to generate profitable operations in the future. Significant amounts of capital expenditures are required in order for the Company to execute its business plan and there are no assurances that the Company will have sufficient funds for this purpose.

Force majeure

The Company's operations may now or in the future be adversely affected by risks outside the control of the Company, including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

Risks related to market demands

The markets that the Company participates in may not grow as expected or at all. While the Company's goal is to increase its revenues by expanding its customer base or revenues, there can be no assurance that it will succeed in doing so. As a result, revenues may stagnate or decline, which may increase the Company's losses.

Fluctuation and volatility in stock exchange prices

The market price of a publicly traded stock is affected by many variables, including the availability and attractiveness of alternative investments and the breadth of public market for the stock. In recent years, the securities markets have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies.

For instance, the market price for the Common Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond management's control, including the following:

- actual or anticipated fluctuations in the Company's quarterly results of operations;
- recommendations by securities research analysts;
- changes in the economic performance or market valuations of companies in the industry in which the Company operates;
- addition or departure of the Company's executive officers and other key personnel;
- release or expiration of lock-up or other transfer restrictions on outstanding Common Shares;
- sales or perceived sales of additional Common Shares;
- speculation, whether or not well-founded, about significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Company or its competitors;
- operating and share price performance of other companies that investors deem comparable to the Company;
- changes in global financial markets and global economies and general market conditions; and
- news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in the Company's industry or target markets.

Financial markets have recently experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Common Shares may decline even if the Company's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which might result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, the Company's operations could be adversely affected and the trading price of the Common Shares might be materially adversely affected.

Further, there can be no assurance that such variations will not affect the price of the Company's securities in the future and that the price of the Common Shares will not decrease after listing on the CSE.

Market for the company's securities

There has been no public trading market for the Common Shares. There can be no guarantee that an active and liquid trading market will develop or be maintained, the failure of which may have a material adverse effect on the value of the Common Shares and the ability of an investor to dispose of the Common Shares in a timely manner, or at all. In addition, the market price of the securities of the Company at any given point in time may not accurately reflect the long-term value of the Company.

Reporting issuer status and related requirements

As a reporting issuer, the Company will be subject to reporting requirements under applicable securities laws and stock exchange policies. Compliance with these requirements will increase legal and financial compliance costs, make some activities more difficult, time consuming or costly, and increase demand on existing systems and resources. Among other things, the Company will be required to file annual, quarterly and current reports with respect to its business and results of operations and maintain effective disclosure controls and procedures and internal controls over financial reporting. In order to maintain and, if required, improve disclosure controls and procedures and internal controls over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, management's attention may be diverted from other business concerns, which could harm the Company's business and results of operations. The Company may need to hire additional employees and/or consultants to comply with these requirements in the future, which would increase its costs and expenses.

Limited operating history

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, uncertainties and difficulties frequently encountered by companies in the early stage of development, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. 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 difficult to evaluate the viability of the Company's games because the Company has had limited opportunity to address the risks, difficulties and expenses frequently encountered in a new and rapidly evolving market such as the one the Company operates in. 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.

Additional financing

The Company expects that it will require equity and/or debt financing to support ongoing operations, to undertake capital expenditures or to undertake acquisitions or other business combination transactions. There can be no assurance that additional financing will be available to the Company when needed or on terms which are acceptable. The Company's inability to raise financing to fund ongoing operations, capital expenditures or acquisitions could limit its growth and may have a material adverse effect upon the Company's business, results of operations, financial condition or prospects.

If additional funds are raised through further issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of holders of Common Shares. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions.

Competition

There is potential that the Company will face intense competition from other companies, some of which can be expected to have longer operating histories and more financial resources and experience than the Company. Increased competition by larger and better financed competitors could materially and adversely affect the business, financial condition, results of operations or prospects of the Company.

Difficulty in developing products

If the Company cannot successfully develop its products, the Company may not be able to generate revenues, which would adversely affect the Company's ability to effectively enter the market.

Success of new and existing products and services

The Company expects to continue to commit resources and capital to develop and market its products. The Company's current game, After, is relatively untested, and the Company cannot guarantee that it will achieve market acceptance for this game, or any other new game that it may offer in the future. Moreover, the Company's game may be subject to significant competition with offerings by new and existing competitors in the business similar to that of the Company. In addition, new products, services and enhancements may pose a variety of technical challenges and require the Company to attract additional qualified employees and/or consultants. The failure to successfully develop and market new games or other new products or to hire qualified employees or consultants could seriously harm the Company's business, financial condition and results of operations.

Director and officer control of Common Shares

The officers and directors of the Company currently hold (directly or indirectly) approximately 27.4% of the issued and outstanding Common Shares. The Company's shareholders nominate and elect the Board, which generally has the ability to control the acquisition or disposition of the Company's assets, and the future issuance of its Common Shares or other securities. Accordingly, for any matters with respect to which a majority vote of the Common Shares may be required by law, the Company's directors and officers may have the ability to control such matters. Because the directors and officers control a substantial portion of such Common Shares, investors may find it difficult or impossible to replace the Company's directors if they disagree with the way the Company's business is being operated.

Difficulty to forecast

The Company must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the industry. A failure in the demand for the Company's games to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations, financial condition or prospects of the Company.

Management of growth

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee and consultant base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

Internal controls

Effective internal controls are necessary for the Company to provide reliable financial reports and to help prevent fraud. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's results of operations or cause it to fail to meet its reporting obligations. If the Company or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Company's consolidated financial statements and materially adversely affect the trading price of the Common Shares.

Conflicts of interest

Certain of the directors and officers of the Company are, or may become directors and officers of other companies, and conflicts of interest may arise between their duties as officers and directors of the Company and as officers and directors of such other companies.

Fraudulent or illegal activity by employees, contractors and consultants

The Company is exposed to the risk that its employees, independent contractors and consultants may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct or disclosure of unauthorized activities to the Company that violates, among other things, government regulators, industry standards or laws that require the true, complete and accurate reporting of financial information or data. It may not always be possible for the Company to identify and deter misconduct by its employees and other third parties, and the precautions taken by the Company to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting the Company from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. If any such actions are instituted against Company, and it is not successful in defending itself or asserting its rights, those actions could have a significant impact on the Company's business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, contractual damages, reputational harm, diminished profits and future earnings, and curtailment of the Company's operations, any of which could have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

Information technology systems and cyber-attacks

The Company's operations depend, in part, on how well it and its suppliers protect networks, equipment, IT systems and software against damage from a number of threats, including, but not limited to, cable cuts, damage to physical plants, natural disasters, intentional damage and destruction, fire, power loss, hacking, computer viruses, vandalism and theft. The Company's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays and/or increase in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact the Company's reputation and results of operations.

The Company has not experienced any material losses to date relating to cyber-attacks or other information security breaches, but there can be no assurance that the Company will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access is a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Operating risks and insurance

The Company's operations are subject to hazards inherent in its industry, such as equipment defects, malfunction and failures, natural disasters which result in fires, accidents and explosions that can cause personal injury, loss of life, suspension of operations, damage to facilities, business interruption and damage to or destruction of property, equipment and the environment, labour disputes, and changes in the regulatory environment. These risks could expose the Company to substantial liability for personal injury, wrongful death, property damage, pollution, and other environmental damages. The frequency and severity of such incidents will affect operating costs, insurability and relationships with customers, employees, consultants and regulators.

The Company continuously monitors its operations for quality control and safety. However, there are no assurances that the Company's safety procedures will always prevent such damages. Although the Company maintains insurance coverage that it believes to be adequate and customary in the industry, there can be no assurance that such insurance will be adequate to cover its liabilities. In addition, there can be no assurance that the Company will be able to maintain adequate insurance in the future at rates it considers reasonable and commercially justifiable. The occurrence of a significant uninsured claim, a claim in excess of the insurance coverage limits maintained by the Company, or a claim at a time when it is not able to obtain liability insurance, could have a material adverse effect on the Company, the Company's ability to conduct normal business operations and on the Company's business, financial condition, results of operations and cash flows in the future.

Uninsured or uninsurable risk

The Company may be subject to liability for risks against which it cannot insure or against which the Company may elect not to insure due to the high cost of insurance premiums or other factors. The payment of any such liabilities would reduce the funds available for the Company's normal business activities. Payment of liabilities for which the Company does not carry insurance may have a material adverse effect on the Company's financial position and operations.

Issuance of debt

From time to time, the Company may enter into transactions to acquire assets or shares of other organizations. These transactions may be financed in whole or in part with debt, which may increase the Company's debt levels above industry standards for companies of similar size. Depending on future development plans, the Company may require additional equity and/or debt financing that may not be available or, if available, may not be available on favourable terms to the Company. Neither the Company's articles nor its by-laws limit the amount of indebtedness that the Company may incur. As a result, the level of the Company's indebtedness from time to time could impair its ability to obtain additional financing on a timely basis to take advantage of business opportunities that may arise.

Financial projections may prove materially inaccurate or incorrect

The Company's financial estimates, projections and other forward-looking information accompanying this Prospectus were prepared by the Company without the benefit of reliable historical industry information or other information customarily used in preparing such estimates, projections and other forward-looking information. Such forward-looking information is based on assumptions of future events that may or may not occur, which assumptions may not be disclosed in such documents. Investors should research the Company and become familiar with the assumptions underlying any estimates, projections or other forward-looking information. Projections are inherently subject to varying degrees of uncertainty and their achievability depends on the timing and probability of a complex series of future events. There is no assurance that the assumptions upon which these projections are based will be realized. Actual results may differ materially from projected results for a number of reasons including increases in operation expenses, changes or shifts in regulatory rules, undiscovered and unanticipated adverse industry and economic conditions, and unanticipated competition. Accordingly, investors should not rely on any projections to indicate the actual results the Company might achieve.

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 the Company to potential risks, including risks associated with: (i) the integration of new operations, services and personnel; (ii) unforeseen or hidden liabilities; (iii) the diversion of resources from the Company's existing business and technology; (iv) potential inability to generate sufficient revenue to offset new costs; (v) the expenses of acquisitions; or (vi) the potential loss of or harm to relationships with employees, consultants and existing users resulting from its integration of new businesses. In addition, any proposed acquisitions may be subject to regulatory approval.

Risks related to the Company's business and industry

The Company operates in a volatile online gaming market industry which is sensitive to economic conditions

The online gaming market has been and continues to be a volatile industry, which is sensitive to economic conditions. The future performance of the Company may be influenced by, amongst other factors, economic downturns, technological and regulatory changes and other factors beyond the control of the Company. The operations and financial performance of the Company may be negatively affected as a result by any one or more of these factors or as a result of a significant decline in general corporate conditions or the economy that affect consumer spending, which could have a material adverse effect on the Company's business, prospects, revenues, operating results and financial condition.

The regulatory environment regarding the internet and electronic commerce is continually evolving and the application of existing laws can be uncertain

The Company may become subject to any number of laws and regulations that may be adopted with respect to the internet and electronic commerce generally. New laws and regulations that address issues such as consumer protection, user privacy, pricing, online content regulation, taxation, advertising, intellectual property, information security and the characteristics of online products and services may be enacted. As well, current laws, which predate or are incompatible with the internet and electronic commerce, may be applied and enforced in a manner that restricts the electronic commerce market. The application of such pre-existing laws regulating communications or commerce in the context of the internet and electronic commerce is fluid and uncertain. Moreover, it may take years to determine the extent to which existing laws relating to issues such as intellectual property ownership and infringement, libel and personal privacy are actually applicable to the Company's business. The adoption of new laws or regulations relating to the internet, or particular applications or interpretations of existing laws, could decrease the growth in the use of the internet for gaming to the extent it would indirectly impact such activities, and result in a decrease in the demand for the Company's products, increase its cost of doing business or could otherwise have a material adverse effect on the Company's business, prospects, revenues, operating results and financial condition.

The Company operates in a highly competitive environment

The online gaming industry is highly competitive and the Company expects more competitors to enter the sector. Existing and new competitors may also increase market spending, including to unprofitable levels, in an attempt to distort the social gaming market to build market share quickly. A wide range of new games may also be introduced in the future. Online game developers and distributors that do not currently develop social games, including high profile companies with significant online presence, may decide to develop social games of a nature that constitute a significant competitive threat to the Company's gaming operations. Some of the Company's competitors have significantly greater financial, technical, marketing and sales resources and may be able to respond more quickly to changes in customer needs. Additionally, these competitors may be able to devote a greater number of resources to the enhancement, promotion and sale of their games. The Company's future success is dependent upon its ability to retain customers and acquire new customers. Failure to do so could result in a material adverse effect on the Company's business, prospects, revenues, operating results and financial condition.

Players also face a vast array of entertainment choices. Other forms of entertainment, such as offline, traditional online, personal computer and console games, television, movies, sports and the internet are much larger and more well-established markets and may be perceived by the players of the Company's online games to offer greater variety, interactivity and enjoyment. These other forms of entertainment compete for discretionary time and income of the Company's player base. If the Company is unable to sustain sufficient interest in its games in comparison to other forms of entertainment, its business model may no longer be viable.

Declining popularity of games and changes in device preferences of players could have a negative effect on the Company's business

Revenues from online games tend to decline over time after reaching a peak of popularity and player usage. The speed of this decline is referred to as the decay rate of a game. As a result of this natural decline in the life cycle of the Company's products, the Company's business depends on its ability to launch new games in the future. The ability of the Company to successfully launch, sustain and expand games will largely depend on its ability to, amongst other things: (i) anticipate and effectively respond to changing game player interests and preferences; (ii) anticipate or respond to changes in the competitive landscape; (iii) develop, sustain and expand games that are fun, interesting and compelling to play; (iv) minimize launch delays and cost overruns on new games; and (v) minimize downtime and other technical difficulties. There is a risk that the Company may not launch any new games according to schedule, or that those games do not attract and retain a significant number of players, which could have a negative effect on the Company's business, prospects, revenues, operating results and financial condition.

In addition to offering popular new games, the Company must extend the life of its existing game. While difficult to predict when use of a game will begin to decline or the decay rate for any particular game, for a game to retain popular, the Company must constantly enhance, expand or upgrade the game with new features that players find attractive. Additionally, if decay rates are higher than expected in a particular quarter and/or the Company experiences delays in the launch of new games that it expects to offset such declines, the Company may not meet its expectations or the expectations of investors for a given quarter. Should the Company not succeed in sufficiently offsetting the effects of declining popularity in its offered games, this may have a material adverse effect on the Company's business, prospects, revenues, operating results and financial condition.

Rapid technological change

The 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 can give no assurance that it will successfully develop and introduce new, enhanced and competitive products or enhance and improve its existing products, that new products and enhanced and improved 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.

Dependence on proprietary technology and limited protection thereof

The Company relies on a combination of trademark, copyright, patent and trade secret law, as well as confidentiality restrictions contained in 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. The ability to protect its intellectual property is crucial to the success of the Company's business, and there can be no assurance that the steps taken will be adequate to deter misappropriation of technology. Any such misappropriation or resulting litigation to enforce proprietary rights could have a material adverse effect on the Company's business, revenues, results of operations and financial condition. Similarly, given the nature of the business environment in which the Company operates, other parties may threaten to issue legal proceedings against the Company based on alleged infringement of intellectual property rights. There can be no assurance that such threats would never materialize into actual litigation or that the Company would prevail in such litigation.

All of the Company's assets are located in Canada where intellectual property is generally enforced. However, gaming is global in nature, and the Company may have subscribers and assets located outside of Canada. Accordingly, the Company may be subject to legal proceedings and judgements in foreign jurisdictions.

Market acceptance

As the online gaming industry becomes increasingly competitive, the Company's ability to gain and increase market acceptance of its games depends on its ability to establish, maintain and enhance its brand name and reputation. In order to do so, management may be required to devote more time and the Company may be required to incur substantial expenditures on market research, product development, product testing, strategic relationships and marketing initiatives. Further, there can be no assurance that the market for the Company's products will grow, or that it will be successful in offering its products in new and existing markets.

The Company could be adversely affected by changes in the terms of relationships with social media platforms or in the market position of such social media platforms

The Company intends to make use of social media platforms, such as Facebook, amongst others, to distribute, market and promote its games. In doing so, the Company would be subject to the relevant social media platform's standard terms and conditions governing the promotion and distribution of the Company's products on the social medial platform. These standard terms and conditions are subject to change in the social media platform operator's discretion. If any such change is detrimental to the Company's gaming operations, the business of the Company and its operating results could be adversely affected.

In addition to unfavourable changes to a social media platform's terms and conditions, the Company's business may be harmed if, amongst other things and subject to any contractual arrangements in place between the Company and the social media platform, the social media platform operator: (i) discontinues or limits the Company's access to or use of the platform; (ii) terminates or seeks to terminate a contractual relationship relating to the gaming operations; (iii) changes how the personal information of platform users is made available to application developers or how it is shared by platform users themselves; (iv) establishes more favourable relationships with one or more of the Company's competitors; or (v) develops its own competitive offerings in the social gaming market.

If such social media platforms lose their market position or otherwise fall out of favour with internet users or other factors cause the platform user's base to either stop growing or to shrink, the Company would need to identify alternative channels for marketing, promotion and distribution with respect to social gaming operations, which could consume substantial resources and may not be effective or available at all.

The operations of social gaming platforms that may be used by the Company may be affected by unauthorized or fraudulent virtual goods and "cheating" programs

Virtual goods used in social gaming operations have no monetary value outside of such games. Nonetheless, some of the players of social gaming operations may make sales and/or purchases of these virtual goods through unauthorized third-party sellers in exchange for real currency. These unauthorized or fraudulent transactions are usually arranged on a third-party website and the virtual goods offered may have been obtained through vulnerabilities in the social gaming operations, credit card fraud, or from defrauding the players of the social gaming operations with fake offers, virtual goods or other game benefits. Additionally, unrelated third parties have developed and may continue to develop "cheating" programs that enable players to exploit vulnerabilities in the social gaming operations, play them in an automated way, or obtain unfair advantages over other players who play fairly. These programs harm the experience of players who play fairly and may disrupt the virtual economies of the social gaming operations. This may lead to lost revenue from paying players, increased cost of developing technological measures to combat these programs and activities, legal claims relating to the diminution in value of the social gaming operations' virtual goods, and increased customer service costs needed to respond to dissatisfied players.

The Company is reliant on the reliability and viability of the internet infrastructure, which is out of its control

The growth of internet usage has caused interruptions and delays in processing and transmitting data over the internet. There can be no assurance that the internet infrastructure or the Company's own network systems will continue to be able to support the demands placed on them by the continued growth of the internet, the overall online gaming industry or that of their customers.

The internet's viability could be affected by delays in the development or adoption of new standards and protocols to handle increased levels of internet activity or by increased government regulation. The introduction of legislation or regulations requiring internet service providers in any jurisdiction to block access to the Company's products may restrict the ability of its customers to access such products. Such restrictions, should they be imposed, could have a material adverse effect on the business, prospects, revenues, operating results and financial condition of the Company.

The gaming platform used by the Company is reliant on technologies and network systems, which may be vulnerable to cyber-attacks that negatively affect the customer experience or which could result in breach of privacy laws and misuse of customer data that could lead to the Company facing liability or losing customer goodwill and adversely affect the Company's operating results and financial condition

The gaming platform used by the Company is reliant on technologies and network systems to securely handle transactions and user information over the internet, which may be vulnerable to system intrusions, unauthorized access or manipulation. As users become increasingly sophisticated and devise new ways to commit fraud, the security and network systems may be tested and subject to attack. Computer malware, viruses, hacking, phishing and similar attacks have become more prevalent in the Company's industry. While the Company takes steps to prevent such attacks, there is no assurance that these intrusions or attacks or other unauthorized access or manipulation of the software will or can be prevented in the future and any occurrences may cause a delay in or interruption of operations of the Company. Intrusions and interference in technology services often occur without warning, resulting in a negative experience that its customers may associate with the Company. This may result in harm to the Company's reputation and its communications with certain customers could be impaired. This could result in a decline in user traffic and associated revenues, which would have a material adverse effect on the Company's business, prospects, revenues, operating results and financial condition.

Furthermore, the Company processes customer data about users of its game, including personal information about such customers and the customers' game play history, which comprises information, the storage, use or disclosure of which is regulated by data protection and privacy laws. While the Company has taken steps to prevent data or information loss, fraud and other security breaches, the Company can provide no assurance that such measures will provide absolute security and the Company is exposed to the risk that such regulated customer data could be wrongfully appropriated, lost or misused in breach of applicable laws as a result of cyber attacks and deficiencies in the security measures of the Company's technology. Any appropriation, loss or misuse of customer data or violation of applicable privacy laws could disrupt the Company's operations and result in the Company facing legal claims or legal proceedings, including regulatory investigations and actions, or facing liability for the failure to comply with privacy and information security laws, or result in the loss of the Company's goodwill with its customers, or expose the Company to claims from its customers, regulators or other persons which could have an adverse effect on the Company's business, prospects, revenues, operating results and financial condition.

Risks in foreign jurisdictions

Video gaming is a global phenomenon, and the Company anticipates that part of its user base will be located outside of Canada. International business activities entail additional risks such as uncertainty as to the protection and use of intellectual property, partnership risks, legal and regulatory risks, the risk of increase in taxes (including value added taxes) and trade barriers.

Electronic communication security risks

A significant potential vulnerability of electronic communication 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.

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 be required to incur expenditures to eliminate defects from its products. As well, errors and defects could lead to claims for liability or other claims involving costly litigation.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Company is not a party to any legal proceedings or regulatory actions against it, nor to the best of its knowledge are any legal proceedings or regulatory actions threatened or pending.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed in this Prospectus, no insider, director or executive officer of the Company and no associate or affiliate of any director, executive officer or insider has any material interest, direct or indirect, in any transaction within the three years before the date of the Prospectus that has materially affected or is reasonably expected to materially affect the Company.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Company is Saturna Group Chartered Professional Accountants LLP, located at 1066 West Hastings Street, Suite 1250, Vancouver, British Columbia, V6E 3X1.

The transfer agent and registrar for the Common Shares of the Company is Odyssey Trust Company, located at United Kingdom Building, 323-409 Granville Street, Vancouver, British Columbia, V6C 1T2.

EXPERTS

Saturna Group Chartered Professional Accountants LLP has audited the Company's financial statements for the years ended June 30, 2018 and June 30, 2019, and is independent in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, there have been no agreements entered into by the Company within two years prior to the date of this Prospectus which are currently in effect and considered to be currently material.

OTHER MATERIAL FACTS

To management's knowledge, there are no other material facts about the Company which are not otherwise disclosed in this Prospectus.

FINANCIAL STATEMENTS AND MD&A

The following financial statements are attached to this Prospectus:

1. Audited financial statements of the Company for the years ended June 30, 2018 and June 30, 2019.

2. MD&A of the Company for the year ended June 30, 2019.

3. Interim financial statements of the Company for the nine month period ended March 31, 2020.

4. MD&A of the Company for the nine month period ended March 31, 2020.

Audited financial statements of the Company
for the years ended June 30, 2018 and June 30, 2019

ARCTIC FOX INTERACTIVE LTD.

Financial Statements

Years Ended June 30, 2019 and 2018

(Expressed in Canadian Dollars)

SATURNA GROUP
CHARTERED PROFESSIONAL ACCOUNTANTS LLP

1066 West Hastings Street, Suite 1250
Vancouver, BC Canada V6E 3X1

INDEPENDENT AUDITORS' REPORT

To the Shareholders of Arctic Fox Interactive Ltd.

Opinion

We have audited the financial statements of Arctic Fox Interactive Ltd. (the "Company"), which comprise the statements of financial position as at June 30, 2019 and 2018, and the statements of operations and comprehensive loss, changes in equity, and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2019 and 2018, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company has not generated any revenues and has negative cash flow from operations during the year ended June 30, 2019 and, as of that date, the Company has an accumulated deficit of $1,237,267. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Information Other than the Financial Statements and Auditor's Report Thereon

Management is responsible for the other information. The other information comprises the information included in the Management's Discussion and Analysis, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditors' report is Lonny Wong.

Saturna Group LLP

Saturna Group Chartered Professional Accountants LLP

Vancouver, Canada

December 10, 2019

ARCTIC FOX INTERACTIVE LTD.
Statements of Financial Position
(Expressed in Canadian Dollars)

	June 30, 2019 $	June 30, 2018 $
Assets		
Current assets		
Cash	99,627	97
Total assets	99,627	97
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	–	28,000
Loans payable (Note 3)	2,200	308,425
Due to related parties (Note 4)	12,600	126,442
Total liabilities	14,800	462,867
Shareholders' equity (deficit)		
Share capital	1,225,193	7,900
Share subscriptions received (Note 5)	99,800	–
Share subscriptions receivable	(2,899)	(2,899)
Deficit	(1,237,267)	(467,771)
Total shareholders' equity (deficit)	84,827	(462,770)
Total liabilities and shareholders' equity (deficit)	99,627	97

Nature of operations and continuance of business (Note 1)
Subsequent events (Note 10)

Approved and authorized for issuance on behalf of the Board on December 10, 2019:

/s/ "Harry Chew"
Harry Chew, Director

/s/ "Sonny Chew"
Sonny Chew, Director

(The accompanying notes are an integral part of these financial statements)

ARCTIC FOX INTERACTIVE LTD.

Statements of Operations and Comprehensive Loss
(Expressed in Canadian Dollars)

	Year ended June 30, 2019 $	Year ended June 30, 2018 $
Expenses		
Bank charges	126	131
Legal	839	417
Rent (Note 4)	25,200	25,200
Software development costs (Note 6)	12,955	14,055
Total expenses	39,120	39,803
Loss before other expense	(39,120)	(39,803)
Other expense		
Loss on settlements of debt (Note 5)	(730,376)	–
Net loss and comprehensive loss	(769,496)	(39,803)
Loss per share, basic and diluted	(0.06)	(0.05)
Weighted average shares outstanding	12,662,780	790,000

(The accompanying notes are an integral part of these financial statements)

ARCTIC FOX INTERACTIVE LTD.
Statements of Changes in Equity
(Expressed in Canadian Dollars)

	Share capital		Share subscriptions received	Share subscriptions receivable	Deficit	Total shareholders' equity (deficit)
	Number of shares	Amount $	$	$	$	$
Balance, June 30, 2017	790,000	7,900	–	(2,899)	(427,968)	(422,967)
Net loss for the year	–	–	–		(39,803)	(39,803)
Balance, June 30, 2018	790,000	7,900	–	(2,899)	(467,771)	(462,770)
Shares issued to settle debt	24,345,869	1,217,293	–	–	–	1,217,293
Share subscriptions received	–	–	99,800	–	–	99,800
Net loss for the year	–	–	–	–	(769,496)	(769,496)
Balance, June 30, 2019	25,135,869	1,225,193	99,800	(2,899)	(1,237,267)	84,827

(The accompanying notes are an integral part of these financial statements)

ARCTIC FOX INTERACTIVE LTD.
Statements of Cash Flows
(Expressed in Canadian Dollars)

	Year ended June 30, 2019 $	Year ended June 30, 2018 $
Operating activities		
Net loss	(769,496)	(39,803)
Items not involving cash:		
Loss on settlements of debt	730,376	–
Changes in non-cash operating working capital:		
Accounts payable	7,000	12,000
Due to related parties	25,200	25,200
Net cash used in operating activities	(6,920)	(2,603)
Financing activities		
Proceeds from loans payable	6,650	2,650
Proceeds from share subscriptions received	99,800	–
Net cash provided by financing activities	106,450	2,650
Change in cash	99,530	47
Cash, beginning of year	97	50
Cash, end of year	99,627	97
Non-cash investing and financing activities:		
Shares issued to settle accounts payable	87,500	–
Shares issued to settle loans payable	782,187	–
Shares issued to settled related party debt	347,606	–

(The accompanying notes are an integral part of these financial statements)

1. Nature of Operations and Continuance of Operations

Arctic Fox Interactive Ltd. (the "Company") was incorporated in the province of British Columbia on February 19, 2013. The Company is focused on mobile game application development. The Company's head office is located at Suite 905, 1030 West Georgia Street, Vancouver, BC, V6E 2Y3.

These financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at June 30, 2019, the Company has not generated any revenues from operations, has negative cash flow from operations, and has an accumulated deficit of $1,237,267. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing through debt or equity. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These factors may cast significant doubt on the Company's ability to continue as a going concern. These financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

2. Significant Accounting Policies

(a) Basis of Presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board on a going concern basis.

These financial statements have been prepared on a historical cost basis and are presented in Canadian dollars.

(b) Significant Accounting Judgments and Estimates

The preparation of financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Significant areas requiring the use of estimates include the fair value of share-based payments and unrecognized deferred income tax assets.

The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but is not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

(c) Cash and Cash Equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance, are readily convertible to known amounts of cash, and which are subject to insignificant risk of changes in value to be cash equivalents.

2. Significant Accounting Policies (continued)

(d) Software Development Costs

Software development costs relating to software to be sold, licenced, or marketed are capitalized upon the establishment of technological feasibility. Capitalized software development costs will be amortized over the remaining useful life of the product.

(e) Foreign Currency Translation

The functional and reporting currency is the Canadian dollar. Transactions denominated in foreign currencies are translated using the exchange rate in effect on the transaction date or at an average rate. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange in effect at the consolidated statement of financial position date. Non-monetary items are translated using the historical rate on the date of the transaction. Foreign exchange gains and losses are included in the statement of operations.

(f) Financial Instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the respective instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are included in the initial carrying value of the related instrument and are amortized using the effective interest method. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the statement of operations.

Fair value estimates are made at the statement of financial position date based on relevant market information and information about the financial instrument. All financial instruments are classified into either: fair value through profit or loss ("FVTPL") or amortized cost.

The Company has made the following classifications:

Cash	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Loans payable	Amortized cost
Due to related parties	Amortized cost

The classification of financial assets depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Financial assets at FVTPL

Financial assets are classified as FVTPL when the financial asset is either held for trading or it is designated as FVTPL. A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition, it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at amortized cost

Financial assets at amortized cost are non-derivative financial assets which are held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition. Subsequent to initial recognition, financial assets are measured at amortized cost using the effective interest method, less any impairment.

2. Significant Accounting Policies (continued)

(f) Financial Instruments (continued)

Impairment of financial assets

Financial assets, other than those classified as FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been decreased.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account.

Impairment of financial assets (continued)

When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are offset against the allowance account. Changes in the carrying amount of the allowance account are recognized in the statement of operations. Loss allowances are based on the lifetime ECL's that result from all possible default events over the expected life of the trade receivable, using the simplified approach.

For financial assets measured at amortized cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through the statement of operations to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

(g) Financial Liabilities and Equity Instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized as the proceeds received, net of direct issue costs.

Other financial liabilities

Other financial liabilities (including loans and borrowings and trade payables and other liabilities) are initially measured at fair value, net of transaction costs. Subsequently, other financial liabilities are measured at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

2. Significant Accounting Policies (continued)

(h) Income Taxes

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in the statement of operations. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax

Deferred income tax is provided using the statement of financial position method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable income will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred income tax assets and deferred income tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

(i) Share-based Payments

The grant date fair value of share-based payment awards granted to employees is recognized as stock-based compensation expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Where equity instruments are granted to parties other than employees, they are recorded by reference to the fair value of the services received. If the fair value of the services received cannot be reliably estimated, the Company measures the services received by reference to the fair value of the equity instruments granted, measured at the date the counterparty renders service.

All equity-settled share-based payments are reflected in share-based payment reserve, unless exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based payment reserve is credited to share capital, adjusted for any consideration paid.

(j) Loss Per Share

Basic loss per share is computed using the weighted average number of common shares outstanding during the period. The treasury stock method is used for the calculation of diluted loss per share, whereby all “in the money” stock options and share purchase warrants are assumed to have been exercised at the beginning of the period and the proceeds from their exercise are assumed to have been used to purchase common shares at the average market price during the period. When a loss is incurred during the period, basic and diluted loss per share are the same as the exercise of stock options and share purchase warrants is considered to be anti-dilutive.

2. Significant Accounting Policies (continued)

(k) Comprehensive Loss

Comprehensive loss is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that are not included in the statement of operations.

(l) Accounting Standards Issued But Not Yet Effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended June 30, 2019, and have not been applied in preparing these financial statements:

New standard, IFRS 16, "Leases"

The Company has not early adopted this new standard and it will not have a material impact on the Company's financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

3. Loans Payable

(a) As at June 30, 2019, the amount of $nil (2018 - $25,000) is owed a non-related party which is unsecured, non-interest bearing, and due on demand. The amount was settled. Refer to Note 5(a).

(b) As at June 30, 2019, the amount of $nil (2018 - $25,000) is owed a non-related party which is unsecured, non-interest bearing, and due on demand. The amount was settled. Refer to Note 5(a).

(c) As at June 30, 2019, the amount of $nil (2018 - $25,000) is owed a non-related party which is unsecured, non-interest bearing, and due on demand. The amount was settled. Refer to Note 5(a).

(d) As at June 30, 2019, the amount of $nil (2018 - $25,000) is owed a non-related party which is unsecured, non-interest bearing, and due on demand. The amount was settled. Refer to Note 5(a).

(e) As at June 30, 2019, the amount of $1,800 (2018 - $1,350) is owed to a company controlled by the Chief Executive Officer and a director of the Company, which is unsecured, non-interest bearing, and due on demand. On January 3, 2019, the Company issued 97,500 common shares with a fair value of $4,875 to settle debt of $1,950 owing, resulting in a loss of $2,925 on settlement.

(f) As at June 30, 2019, the amount of $400 (2018 - $64,225) is owed to a company controlled by the Chief Executive Officer of the Company, which is unsecured, non-interest bearing, and due on demand. On January 3, 2019, the Company issued 3,211,250 common shares with a fair value of $160,562 to settle debt of $64,225 owing, resulting in a loss of $96,337 on settlement. Refer to 5(a).

(g) As at June 30, 2019, the amount of $nil (2018 - $78,950) is owed to the Chief Executive Officer of the Company, which is unsecured, non-interest bearing, and due on demand. On January 3, 2019, the Company issued 4,140,000 common shares with a fair value of $207,000 to settle debt of $82,800 owing, resulting in a loss of $124,200 on settlement. Refer to Note 5(a).

(h) As at June 30, 2019, the amount of $nil (2018 - $20,000) is owed to a director of the Company, which is unsecured, non-interest bearing, and due on demand. On January 3, 2019, the Company issued 1,000,000 common shares with a fair value of $50,000 to settle debt of $20,000 owing, resulting in a loss of $30,000 on settlement. Refer to Note 5(a).

(i) As at June 30, 2019, the amount of $nil (2018 - $43,900) is owed to the spouse of the Chief Executive Officer of the Company, which is unsecured, non-interest bearing, and due on demand. As at January 3, 2019, the Company issued 2,195,000 common shares with a fair value of $109,750 to settle debt of $43,900 owing, resulting in a loss of $65,850 on settlement. Refer to Note 5(a).

4. Related Party Transactions

(a) As at June 30, 2019, the amount of $12,600 (2018 - $113,400) is owed to a company controlled by the Chief Executive Officer and a director of the Company, which is unsecured, non-interest bearing, and due on demand. On January 3, 2019, the Company issued 6,300,000 common shares with a fair value of $315,000 to settle debt of $126,000 owing, resulting in a loss of $189,000 on settlement. During the year ended June 30, 2019, the Company incurred rent fees of $25,200 (2018 - $25,200) to a company controlled by the Chief Executive Officer and a director of the Company.

(b) As at June 30, 2019, the amount of $nil (2018 - $13,042) is owed to the Chief Executive Officer of the Company, which is unsecured, non-interest bearing, and due on demand. On January 3, 2019, the Company issued 652,119 common shares with a fair value of $32,606 to settle debt of $13,042 owing, resulting in a loss of $19,564 on settlement.

5. Share Capital

Authorized: 100,000,000 Class A voting common shares without par value
100,000 Class B voting common shares without par value
100,000 Class C non-voting common shares without par value
100,000 Class D non-voting preferred shares with a par value of $100 each

(a) On January 3, 2019, the Company issued 24,345,869 common shares with a fair value of $1,217,293 to settle $35,000 of accounts payable, $312,875 of loans payable, and $139,042 of related party debt, resulting in a loss on debt settlements of $730,376. Refer to Notes 3 and 4.

(b) During the year ended June 30, 2019, the Company received share subscription proceeds of $99,800. Refer to Note 10.

6. Software Development Costs

From incorporation to June 30, 2019, the Company has incurred costs of $354,225 (2018 - $339,270) for the mobile game “After: The Lawless”.

7. Capital Management

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and equity comprised of issued share capital and share subscriptions received/receivable.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issuances or by undertaking other activities as deemed appropriate under the specific circumstances.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to externally imposed capital requirements.

8. Financial Instruments and Risk Management

(a) Fair Values

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of financial instruments, which includes cash, accounts payable and accrued liabilities, loans payable, and amounts due to related parties, approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. The carrying amount of financial assets represents the maximum credit exposure.

(c) Foreign Exchange Rate and Interest Rate Risk

The Company is not exposed to any significant foreign exchange rate or interest rate risk.

(d) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company manages liquidity risk by maintaining sufficient cash balances and adjusting its operating budget and expenditure. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term and other specific obligations.

9. Income Taxes

The tax effect (computed by applying the Canadian federal and provincial statutory rate) of the significant temporary differences, which comprise deferred income tax assets and liabilities, are as follows:

	2019 $	2018 $
Canadian statutory income tax rate	27%	26.5%
Income tax recovery at statutory rate	(207,764)	(10,548)
Tax effect of:		
Change in enacted tax rate	–	(199)
Change in unrecognized deferred income tax asset	207,764	10,747
Income tax provision	–	–

(Expressed in Canadian Dollars)

9. Income Taxes (continued)

The significant components of deferred income tax assets and liabilities are as follows:

	2019 $	2018 $
Deferred income tax assets		
Non-capital losses carried forward	330,639	122,875
Unrecognized deferred income tax asset	(330,639)	(122,875)
Net deferred income tax asset	–	–

As at June 30, 2019, the Company has non-capital losses carried forward of $1,224,588, which is available to offset future years' taxable income. These losses expire as follows:

	$
2033	56,444
2034	183,853
2035	79,566
2036	50,734
2037	44,692
2038	39,803
2039	769,496
	1,224,588

10. Subsequent Events

(a) On July 3, 2019, the Company adopted a stock option plan pursuant to which the Company may grant stock options to directors, officers, and consultants. The maximum aggregate number of common shares which may be reserved for issuance may not exceed 10% of the issued and outstanding common shares of the Company at the time of granting the stock options. The exercise price of any stock options granted under the plan shall be determined by the Board of Directors, but may not be less than the market price of the common shares on the Exchange on the date of grant. The term of any stock options granted under the plan shall be determined by the Board at the time of grant but may not exceed ten years.

(b) On July 19, 2019, the Company repurchased 100 Class "B" voting common shares each from the Chief Executive Officer and Chief Financial Officer pursuant to the repurchase agreements and the related share certificates were cancelled.

(c) On July 25, 2019, the Company issued 3,500,000 common shares at $0.05 per share for proceeds of $175,000, of which $99,800 was received as at June 30, 2019.

(d) Effective September 5, 2019, the Company changed its authorized share structure such that only 100,000,000 Class A Voting Common Shares remains.

(e) Subsequent to September 30, 2019, the Company received share subscription proceeds of $86,700 as part of a private placement offering of common shares to be issued at $0.10 per share.

MD&A of the Company
for the year ended June 30, 2019

ARCTIC FOX INTERACTIVE LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS
For the year ended June 30, 2019

This Management's Discussion and Analysis ("MD&A") of Arctic Fox Interactive Ltd. ("Arctic" or the "Company"), prepared as of December 10, 2019, should be read in conjunction with the financial statements and the notes thereto for the year ended June 30, 2019 which were prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in Canadian dollars unless otherwise indicated.

This MD&A may contain "forward-looking statements" which reflect the Company's current expectations regarding future results of operations, performance and achievements of the Issuer. The Issuer has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as "anticipate," "believe," "estimate," "expect" and similar expressions. The statements reflect the current beliefs of the management of the Company, and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Issuer to differ materially from those expressed in, or implied by, these statements.

The Company undertakes no obligation to publicly update or review the forward-looking statements whether as a result of new information, future events or otherwise.

Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

DESCRIPTION OF BUSINESS

The Company was incorporated by a Certificate of Incorporation issued pursuant to the provisions of the Business Corporations Act (British Columbia) on February 19, 2013.

The Company is focused on mobile game application development. The Company's head office is located at Suite 905, 1030 West Georgia Street, Vancouver, BC, V6E 2Y3.

The Company is a technology company that is engaged in the development and potential subsequent commercialization of apps in the mobile gaming industry, and has one game currently in operation. The Company intends to develop and acquire intellectual property, and with that intellectual property, to develop and/or co-develop games. Specifically, the Company hopes to license intellectual property that could be used within its existing game, and ultimately to launch new games.

Since inception on game development the Company has produced its initial gaming app, "After: The Lawless", a multiplayer online role-playing game that has been designed to be easily scaled to be played on Apple devices. After currently allows players to engage with each other and with the game itself. Players are able to interact and join other players in certain activities in the game.

The Company's main focus is on acquiring and aggregating intellectual property related to entertainment co-development products with experienced individuals in digital asset creation, and marketing these digital assets to the global market to hopefully generate a continual revenue stream. Once the Company acquires intellectual property, it will develop assets and content to launch with the core game engine it is developing.

The Company's main business areas are as follows:

- develop intellectual property into games for the global customer;
- intellectual property licensing, source acquire popular intellectual property related to movies, games and comics;
- intellectual property development, partnering with leading digital media companies to produce games and assets; and
- intellectual property commercialization (self-publish or co-publish).

SOFTWARE DEVELOPMENT COSTS

From incorporation to June 30, 2019, the Company has incurred costs of $354,225 (2018 - $339,270) for the mobile game "After: The Lawless".

SELECTED ANNUAL INFORMATION

The following table sets forth selected audited financial information of the Company from the last three completed financial years ended June 30:

	2019 $	2018 $	2017 $
Total assets	99,627	97	50
Net loss	(769,496)	(39,803)	(44,692)
Net loss per share, basic and diluted	(0.06)	(0.05)	(0.06)

RESULTS OF OPERATIONS

For the year ended June 30, 2020, the Company had a net loss of $769,496 compared to $39,803 for the year ended June 30, 2018. The net loss for the year ended June 30, 2019 includes a loss on settlements of debt of $730,376.

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the Company's financial results for the eight most recently completed quarters.

	June 30, 2019 $	March 31, 2019 $	December 31, 2018 $	September 30, 2018 $
Total revenues	–	–	–	–
Net loss	(9,088)	(737,376)	(13,128)	(9,904)
Loss per share, basic and diluted	–	(0.03)	–	–

	June 30, 2018 $	March 31, 2018 $	December 31, 2017 $	September 30, 2017 $
Total revenues	–	–	–	–
Net loss	(9,938)	(10,264)	(9,697)	(9,904)
Net loss per share, basic and diluted	(0.01)	(0.01)	(0.01)	(0.01)

The net loss for the quarter ended March 31, 2019 includes a loss on settlements of debt of $730,376.

LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2019, the Company had cash of $99,627 (2018 - $97). As at June 30, 2019, the Company had working capital of $84,827 compared to a working capital deficit of $462,770 as at June 30, 2018.

On July 25, 2019, the Company issued 3,500,000 common shares at $0.05 per share for proceeds of $175,000, of which $99,800 was received as at June 30, 2019.

As at December 10, 2019, the Company had share subscription proceeds of $86,700 as part of a private placement offering of common shares to be issued at $0.10 per share.

The Company may have capital requirements in excess of its currently available resources. In the event the Company's plans change, its assumptions change or prove inaccurate, or its capital resources in addition to projected cash flow, if any, prove to be insufficient to fund operations, the Company may be required to seek additional financing. There can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future.

Operating activities

For the year ended June 30, 2019, the Company's operating activities used cash of $6,920 compared to $2,603 for the year ended June 30, 2018.

Financing activities

For the year ended June 30, 2019, the Company was provided cash of $106,450 by financing activities from loans payable and share subscriptions received compared to $2,650 from loans payable for the year ended June 30, 2018.

Capital Management

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and equity comprised of issued capital.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances. The Company is not subject to externally imposed capital requirements.

FOURTH QUARTER

See summary of quarterly results.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not utilize off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

(a) As at June 30, 2019, the amount of $1,800 (2018 - $1,350) is owed to a company controlled by the Chief Executive Officer and a director of the Company, which is unsecured, non-interest bearing, and due on demand. On January 3, 2019, the Company issued 97,500 common shares with a fair value of $4,875 to settle debt of $1,950 owing, resulting in a loss of $2,925 on settlement.

(b) As at June 30, 2019, the amount of $400 (2018 - $64,225) is owed to a company controlled by the Chief Executive Officer of the Company, which is unsecured, non-interest bearing, and due on demand. On January 3, 2019, the Company issued 3,211,250 common shares with a fair value of $160,562 to settle debt of $64,225 owing, resulting in a loss of $96,337 on settlement.

(c) As at June 30, 2019, the amount of $nil (2018 - $78,950) is owed to the Chief Executive Officer of the Company, which is unsecured, non-interest bearing, and due on demand. On January 3, 2019, the Company issued 4,140,000 common shares with a fair value of $207,000 to settle debt of $82,800 owing, resulting in a loss of $124,200 on settlement.

(d) As at June 30, 2019, the amount of $nil (2018 - $20,000) is owed to a director of the Company, which is unsecured, non-interest bearing, and due on demand. On January 3, 2019, the Company issued 1,000,000 common shares with a fair value of $50,000 to settle debt of $20,000 owing, resulting in a loss of $30,000 on settlement.

(e) As at June 30, 2019, the amount of $nil (2018 - $43,900) is owed to the spouse of the Chief Executive Officer of the Company, which is unsecured, non-interest bearing, and due on demand. As at January 3, 2019, the Company issued 2,195,000 common shares with a fair value of $109,750 to settle debt of $43,900 owing, resulting in a loss of $65,850 on settlement.

(f) As at June 30, 2019, the amount of $12,600 (2018 - $113,400) is owed to a company controlled by the Chief Executive Officer and a director of the Company, which is unsecured, non-interest bearing, and due on demand. On January 3, 2019, the Company issued 6,300,000 common shares with a fair value of $315,000 to settle debt of $126,000 owing, resulting in a loss of $189,000 on settlement. During the year ended June 30, 2019, the Company incurred rent fees of $25,200 (2018 - $25,200) to a company controlled by the Chief Executive Officer and a director of the Company.

(g) As at June 30, 2019, the amount of $nil (2018 - $13,042) is owed to the Chief Executive Officer of the Company, which is unsecured, non-interest bearing, and due on demand. On January 3, 2019, the Company issued 652,119 common shares with a fair value of $32,606 to settle debt of $13,042 owing, resulting in a loss of $19,564 on settlement.

FINANCIAL INSTRUMENTS AND RISKS

(a) Fair Values

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of financial instruments, which includes cash, accounts payable and accrued liabilities, loans payable, and amounts due to related parties, approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. The carrying amount of financial assets represents the maximum credit exposure.

(c) Foreign Exchange Rate and Interest Rate Risk

The Company is not exposed to any significant foreign exchange rate or interest rate risk.

(d) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs

ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended June 30, 2019, and have not been applied in preparing these financial statements.

New standard IFRS 16, "Leases"

The Company has not early adopted this new standard and it is not expected to have a significant impact on the Company's financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

ADDITIONAL DISCLOSURE FOR COMPANIES WITHOUT SIGNIFICANT REVENUE

An analysis of material components of the Company's general and administrative expenses is disclosed in the audited financial statements for the year ended June 30, 2019 to which this MD&A relates.

DISCLOSURE OF OUTSTANDING SHARE DATA

Share Capital

As at December 10, 2019, the Company had 28,635,869 shares issued and outstanding.

Share Purchase Warrants

As at December 10, 2019, the Company had no share purchase warrants outstanding.

Stock Options

As at December 10, 2019, the Company had no stock options outstanding.

Interim financial statements of the Company for the nine month period ended March 31, 2020

ARCTIC FOX INTERACTIVE LTD.

Condensed Financial Statements

Nine Months Ended March 31, 2020

(Expressed in Canadian Dollars)

(unaudited)

ARCTIC FOX INTERACTIVE LTD.
Condensed Statements of Financial Position
(Expressed in Canadian Dollars)

	March 31, 2020 $	June 30, 2019 $
	(unaudited)	
Assets		
Current assets		
Cash	281,263	99,627
Prepaid expenses	10,500	–
Total assets	291,763	99,627
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	8,575	–
Loans payable (Note 3)	2,200	2,200
Due to related parties (Note 4)	–	12,600
Total liabilities	10,775	14,800
Shareholders' equity		
Share capital	1,565,245	1,225,193
Share subscriptions received (Note 5)	–	99,800
Share subscriptions receivable	(2,899)	(2,899)
Deficit	(1,281,358)	(1,237,267)
Total shareholders' equity	280,988	84,827
Total liabilities and shareholders' equity	291,763	99,627

Nature of operations and continuance of business (Note 1)

Approved and authorized for issuance on behalf of the Board on April 23, 2020:

/s/ "Harry Chew"
Harry Chew, Director

/s/ "Sonny Chew"
Sonny Chew, Director

(The accompanying notes are an integral part of these condensed financial statements)

ARCTIC FOX INTERACTIVE LTD.
Condensed Statements of Operations and Comprehensive Loss
(Expressed in Canadian Dollars)
(unaudited)

	Three months ended March 31, 2020 $	Three months ended March 31, 2019 $	Nine months ended March 31, 2020 $	Nine months ended March 31, 2019 $
Expenses				
Office and miscellaneous	5,362	27	6,504	82
Professional fees	–	–	16,046	–
Rent (Note 4)	6,300	6,300	18,900	18,900
Software development costs (Note 6)	603	711	2,641	12,090
Total expenses	12,265	7,038	44,091	31,072
Loss before other expense	(12,265)	(7,038)	(44,091)	(31,072)
Other expense				
Loss on settlements of debt (Note 5)	–	(730,376)	–	(730,376)
Net loss and comprehensive loss	(12,265)	(737,414)	(44,091)	(761,448)
Loss per share, basic and diluted	–	(0.03)	–	(0.09)
Weighted average shares outstanding	28,729,276	24,324,340	28,348,596	8,520,258

(The accompanying notes are an integral part of these condensed financial statements)

ARCTIC FOX INTERACTIVE LTD.
Condensed Statements of Changes in Equity
(Expressed in Canadian Dollars)
(unaudited)

	Share capital		Share subscriptions received	Share subscriptions receivable	Deficit	Total shareholders' equity (deficit)
	Number of shares	Amount $	$	$	$	$
Balance, June 30, 2019	25,135,869	1,225,193	99,800	(2,899)	(1,237,267)	84,827
Shares issued for cash	5,200,000	345,000	(99,800)	–	–	245,200
Share issuance costs	–	(4,948)	–	–	–	(4,948)
Net loss for the period	–	–	–	–	(44,091)	(44,091)
Balance, March 31, 2020	30,335,869	1,565,245	–	(2,899)	(1,281,358)	280,988
Balance, June 30, 2018	790,000	7,900	–	(2,899)	(467,771)	(462,770)
Shares issued to settle debt	24,345,869	1,217,293	–	–	–	1,217,293
Net loss for the period	–	–	–	–	(761,448)	(761,448)
Balance, March 31, 2019	25,135,869	1,225,193	–	(2,899)	(1,229,219)	(6,925)

(The accompanying notes are an integral part of these condensed financial statements)

ARCTIC FOX INTERACTIVE LTD.
Condensed Statements of Cash Flows
(Expressed in Canadian Dollars)
(unaudited)

	Nine months ended March 31, 2020 $	Nine months ended March 31, 2019 $
Operating activities		
Net loss	(44,091)	(761,448)
Items not involving cash:		
Loss on settlements of debt	–	730,376
Changes in non-cash operating working capital:		
Prepaid expenses	(10,500)	–
Accounts payable and accrued liabilities	8,575	7,000
Due to related parties	(12,600)	18,900
Net cash used in operating activities	(58,616)	(5,172)
Financing activities		
Proceeds from loans payable	–	4,450
Proceeds from related party advances	–	650
Proceeds from issuance of shares	245,200	–
Share issuance costs	(4,948)	–
Net cash provided by financing activities	240,252	5,100
Change in cash	181,636	(72)
Cash, beginning of period	99,627	97
Cash, end of period	281,163	25
Non-cash investing and financing activities:		
Shares issued to settle accounts payable	–	87,500
Shares issued to settle loans payable	–	782,187
Shares issued to settled related party debt	–	347,606

(The accompanying notes are an integral part of these condensed financial statements)

1. Nature of Operations and Continuance of Operations

Arctic Fox Interactive Ltd. (the "Company") was incorporated in the province of British Columbia on February 19, 2013. The Company is focused on mobile application development. The Company's head office is located at Suite 905, 1030 West Georgia Street, Vancouver, BC, V6E 2Y3.

These condensed financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at March 31, 2020, the Company has not generated any revenues from operations, has negative cash flow from operations, and has an accumulated deficit of $1,281,358. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing through debt or equity. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These factors may cast significant doubt on the Company's ability to continue as a going concern. These condensed financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

2. Significant Accounting Policies

(a) Basis of Presentation

These condensed financial statements have been prepared in accordance with International Financial Reporting Standards applicable to interim financial information, as outlined in International Accounting Standard ("IAS") 34, "Interim Financial Reporting" and using the accounting policies consistent with those in the audited financial statements as at and for the year ended June 30, 2019.

These condensed financial statements do not include all disclosures normally provided in annual financial statements and should be read in conjunction with the annual financial statements as at and for the year ended June 30, 2019. Interim results are not necessarily indicative of the results expected for the fiscal year.

(b) Recent Accounting Standards

The Company adopted IFRS 16, "Leases" effective July 1, 2019 and it did not have a material impact on the Company's financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

3. Loans Payable

(a) As at March 31, 2020, the amount of $1,800 (June 30, 2019 - $1,800) is owed to a company controlled by the Chief Executive Officer and a director of the Company, which is unsecured, non-interest bearing, and due on demand.

(b) As at March 31, 2020, the amount of $400 (June 30, 2019 - $400) is owed to a company controlled by the Chief Executive Officer of the Company, which is unsecured, non-interest bearing, and due on demand.

4. Related Party Transactions

As at March 31, 2020, the amount of $nil (June 30, 2019 - $12,600) is owed to a company controlled by the Chief Executive Officer and a director of the Company, which is unsecured, non-interest bearing, and due on demand. During the nine months ended March 31, 2020, the Company incurred rent fees of $18,900 (2019 - $18,900) to a company controlled by the Chief Executive Officer and a director of the Company.

5. Share Capital

(a) On July 25, 2019, the Company issued 3,500,000 common shares at $0.05 per share for proceeds of $175,000, of which $99,800 was received as at June 30, 2019. In connection with this private placement, the Company incurred share issuance costs of $4,948.

(b) On July 19, 2019, the Company repurchased 100 Class "B" voting common shares each from the Chief Executive Officer and Chief Financial Officer pursuant to the repurchase agreements and the related share certificates were cancelled.

(c) Effective September 5, 2019, the Company changed its authorized share structure such that only 100,000,000 Class A Voting Common Shares remains.

(d) On March 26, 2020, the Company issued 1,700,000 common shares at $0.10 per share for proceeds of $170,000.

6. Software Development Costs

From incorporation to March 31, 2020, the Company has incurred costs of $347,866 (June 30, 2019 - $345,225) for the mobile game "After: The Lawless".

MD&A of the Company
for the nine month period ended March 31, 2020

ARCTIC FOX INTERACTIVE LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS
For the nine months ended March 31, 2020

This Management's Discussion and Analysis ("MD&A") of Arctic Fox Interactive Ltd. ("Arctic" or the "Company"), prepared as of April 23, 2020, should be read in conjunction with the financial statements and the notes thereto for the nine months ended March 31, 2020 which were prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in Canadian dollars unless otherwise indicated.

This MD&A may contain "forward-looking statements" which reflect the Company's current expectations regarding future results of operations, performance and achievements of the Issuer. The Issuer has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as "anticipate," "believe," "estimate," "expect" and similar expressions. The statements reflect the current beliefs of the management of the Company, and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Issuer to differ materially from those expressed in, or implied by, these statements.

The Company undertakes no obligation to publicly update or review the forward-looking statements whether as a result of new information, future events or otherwise.

Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

DESCRIPTION OF BUSINESS

The Company was incorporated by a Certificate of Incorporation issued pursuant to the provisions of the Business Corporations Act (British Columbia) on February 19, 2013.

The Company is focused on mobile game application development. The Company's head office is located at Suite 905, 1030 West Georgia Street, Vancouver, BC, V6E 2Y3.

The Company is a technology company that is engaged in the development and potential subsequent commercialization of apps in the mobile gaming industry, and has one game currently in operation. The Company intends to develop and acquire intellectual property, and with that intellectual property, to develop and/or co-develop games. Specifically, the Company hopes to license intellectual property that could be used within its existing game, and ultimately to launch new games.

Since inception on game development the Company has produced its initial gaming app, "After: The Lawless", a multiplayer online role-playing game that has been designed to be easily scaled to be played on Apple devices. After currently allows players to engage with each other and with the game itself. Players are able to interact and join other players in certain activities in the game.

The Company's main focus is on acquiring and aggregating intellectual property related to entertainment co-development products with experienced individuals in digital asset creation, and marketing these digital assets to the global market to hopefully generate a continual revenue stream. Once the Company acquires intellectual property, it will develop assets and content to launch with the core game engine it is developing.

The Company's main business areas are as follows:

- develop intellectual property into games for the global customer;
- intellectual property licensing, source acquire popular intellectual property related to movies, games and comics;
- intellectual property development, partnering with leading digital media companies to produce games and assets; and
- intellectual property commercialization (self-publish or co-publish).

SOFTWARE DEVELOPMENT COSTS

From incorporation to March 31, 2020, the Company has incurred costs of $347,866 (June 30, 2019 - $345,225) for the mobile game "After: The Lawless".

RESULTS OF OPERATIONS

For the nine months ended March 31, 2020, the Company had a net loss of $44,091 compared to $761,448 for the nine months ended March 31, 2019. The net loss for the nine months ended March 31, 2019 includes a loss on settlements of debt of $730,376.

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the Company's financial results for the eight most recently completed quarters.

	March 31, 2020 $	December 31, 2019 $	September 30, 2018 $	June 30, 2019 $
Total revenues	–	–	–	–
Net loss	(12,265)	(20,867)	(10,959)	(9,088)
Loss per share, basic and diluted	–	–	–	–

	March 31, 2019 $	December 31, 2018 $	September 30, 2018 $	June 30, 2018 $
Total revenues	–	–	–	–
Net loss	(737,376)	(13,128)	(9,904)	(9,938)
Net loss per share, basic and diluted	(0.03)	–	–	(0.01)

The net loss for the quarter ended March 31, 2019 includes a loss on settlements of debt of $730,376.

LIQUIDITY AND CAPITAL RESOURCES

As at March 31, 2020, the Company had cash of $281,263 (June 30, 2019 - $99,627. As at March 31, 2020, the Company had working capital of $280,988 (June 30, 2019 - $88,427).

The Company may have capital requirements in excess of its currently available resources. In the event the Company's plans change, its assumptions change or prove inaccurate, or its capital resources in addition to projected cash flow, if any, prove to be insufficient to fund operations, the Company may be required to seek additional financing. There can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future.

Nine months ended March 31, 2020:

Operating activities

For the nine months ended March 31, 2020, the Company's operating activities used cash of $58,616 compared to $5,172 for the nine months ended March 31, 2019.

Financing activities

For the nine months ended March 31, 2020, the Company was provided cash of $240,252 by financing activities from the issuance of shares from private placements net of share issuance costs of $4,948 compared to $5,100 provided by loans for the year ended March 31, 2019.

LIQUIDITY AND CAPITAL RESOURCES (continued)

Capital Management

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and equity comprised of issued capital.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances. The Company is not subject to externally imposed capital requirements.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not utilize off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

(a) As at March 31, 2020, the amount of $1,800 (June 30, 2019 - $1,800) is owed to a company controlled by the Chief Executive Officer and a director of the Company, which is unsecured, non-interest bearing, and due on demand.

(b) As at March 31, 2020, the amount of $400 (June 30, 2019 - $400) is owed to a company controlled by the Chief Executive Officer of the Company, which is unsecured, non-interest bearing, and due on demand.

(c) As at March 31, 2020, the amount of $nil (June 30, 2019 - $12,600) is owed to a company controlled by the Chief Executive Officer and a director of the Company, which is unsecured, non-interest bearing, and due on demand. During the nine months ended March 31, 2020, the Company incurred rent fees of $18,900 (2019 - $18,900) to a company controlled by the Chief Executive Officer and a director of the Company.

FINANCIAL INSTRUMENTS AND RISKS

(a) Fair Values

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of financial instruments, which includes cash, accounts payable and accrued liabilities, loans payable, and amounts due to related parties, approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. The carrying amount of financial assets represents the maximum credit exposure.

FINANCIAL INSTRUMENTS AND RISKS (continued)

(c) Foreign Exchange Rate and Interest Rate Risk

The Company is not exposed to any significant foreign exchange rate or interest rate risk.

(d) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs

RECENT ACCOUNTING STANDARDS

The Company adopted IFRS 16, "Leases" effective July 1, 2019 and it did not have a material impact on the Company's financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

ADDITIONAL DISCLOSURE FOR COMPANIES WITHOUT SIGNIFICANT REVENUE

An analysis of material components of the Company's general and administrative expenses is disclosed in the unaudited financial statements for the nine months ended March 31, 2020 to which this MD&A relates.

DISCLOSURE OF OUTSTANDING SHARE DATA

Share Capital

As at April 23, 2020, the Company had 30,335,869 shares issued and outstanding.

Share Purchase Warrants

As at April 23, 2020, the Company had no share purchase warrants outstanding.

Stock Options

As at April 23, 2020, the Company had no stock options outstanding.

SCHEDULE "A"

ARCTIC FOX INTERACTIVE LTD.

(THE "COMPANY")

AUDIT COMMITTEE CHARTER

I. MANDATE

The Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Arctic Fox Interactive Ltd. (the "**Company**") shall assist the Board in fulfilling its financial oversight responsibilities. The Committee's primary duties and responsibilities under this mandate are to serve as an independent and objective party to monitor:

1. The quality and integrity of the Company's financial statements and other financial information;
2. The compliance of such statements and information with legal and regulatory requirements;
3. The qualifications and independence of the Company's independent external auditor (the "**Auditor**"); and
4. The performance of the Company's internal accounting procedures and Auditor.

II. STRUCTURE AND OPERATIONS

A. <u>Composition</u>

The Committee shall be comprised of three or more members.

B. <u>Qualifications</u>

Each member of the Committee must be a member of the Board.

Each member of the Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement.

C. <u>Appointment and Removal</u>

In accordance with the Articles of the Company, the members of the Committee shall be appointed by the Board and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board.

D. **Chair**

Unless the Board shall select a Chair, the members of the Committee shall designate a Chair by the majority vote of all of the members of the Committee. The Chair shall call, set the agendas for and chair all meetings of the Committee.

E. **Meetings**

The Committee shall meet as frequently as circumstances dictate. The Auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Company's annual financial statements and, if the Committee feels it is necessary or appropriate, at every other meeting. On request by the Auditor, the Chair shall call a meeting of the Committee to consider any matter that the Auditor believes should be brought to the attention of the Committee, the Board or the shareholders of the Company.

At each meeting, a quorum shall consist of a majority of members that are not officers or employees of the Company or of an affiliate of the Company.

As part of its goal to foster open communication, the Committee may periodically meet separately with each of management and the Auditor to discuss any matters that the Committee or any of these groups believes would be appropriate to discuss privately. In addition, the Committee should meet with the Auditor and management annually to review the Company's financial statements in a manner consistent with Section III of this Charter.

The Committee may invite to its meetings any director, any manager of the Company, and any other person whom it deems appropriate to consult in order to carry out its responsibilities. The Committee may also exclude from its meetings any person it deems appropriate to exclude in order to carry out its responsibilities.

III. DUTIES

A. **Introduction**

The following functions shall be the common recurring duties of the Committee in carrying out its purposes outlined in Section I of this Charter. These duties should serve as a guide with the understanding that the Committee may fulfill additional duties and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern which the Committee in its sole discretion deems appropriate for study or investigation by the Committee.

The Committee shall be given full access to the Company's internal accounting staff, managers, other staff and Auditor as necessary to carry out these duties. While acting within the scope of its stated purpose, the Committee shall have all the authority of, but shall remain subject to, the Board.

B. **Powers and Responsibilities**

The Committee will have the following responsibilities and, in order to perform and discharge these responsibilities, will be vested with the powers and authorities set forth below, namely, the Committee shall:

Independence of Auditor

1. Review and discuss with the Auditor any disclosed relationships or services that may impact the objectivity and independence of the Auditor and, if necessary, obtain a formal written statement from the Auditor setting forth all relationships between the Auditor and the Company.

2. Take, or recommend that the Board take, appropriate action to oversee the independence of the Auditor.

3. Require the Auditor to report directly to the Committee.

4. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external auditor of the Company.

Performance and Completion by Auditor of its Work

1. Be directly responsible for the oversight of the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, including resolution of disagreements between management and the Auditor regarding financial reporting.

2. Review annually the performance of the Auditor and recommend the appointment by the Board of a new, or re-election by the Company's shareholders of the existing, Auditor for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company.

3. Recommend to the Board the compensation of the Auditor.

4. Pre-approve all non-audit services, including the fees and terms thereof, to be performed for the Company by the Auditor.

Internal Financial Controls and Operations of the Company

1. Establish procedures for:

   (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and

   (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Preparation of Financial Statements

1. Discuss with management and the Auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.

2. Discuss with management and the Auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies.

3. Discuss with management and the Auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.

4. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

5. Discuss with the Auditor the matters required to be discussed relating to the conduct of any audit, in particular:

   (a) The adoption of, or changes to, the Company's significant auditing and accounting principles and practices as suggested by the Auditor, internal auditor or management.

   (b) The management inquiry letter provided by the Auditor and the Company's response to that letter.

   (c) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

Public Disclosure by the Company

1. Review the Company's annual and interim financial statements, management's discussion and analysis (MD&A) and earnings press releases before the Board approves and the Company publicly discloses this information.

2. Review the Company's financial reporting procedures and internal controls to be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph, and periodically assessing the adequacy of those procedures.

3. Review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process of the Company's financial statements about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

Manner of Carrying Out its Mandate

1. Consult, to the extent it deems necessary or appropriate, with the Auditor, but without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.

2. Request any officer or employee of the Company or the Company's outside counsel or Auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

3. Meet, to the extent it deems necessary or appropriate, with management, any internal auditor and the Auditor in separate executive sessions.

4. Have the authority, to the extent it deems necessary or appropriate, to retain special independent legal, accounting or other consultants to advise the Committee advisors.

5. Make regular reports to the Board.

6. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

7. Annually review the Committee's own performance.

8. Provide an open avenue of communication among the Auditor, the Company's financial and senior management and the Board.

9. Not delegate these responsibilities.

B. **Limitation of Audit Committee's Role**

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations.

These are the responsibilities of management and not the auditor.

CERTIFICATE OF THE COMPANY

Dated: April 27, 2020

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Company as required by securities legislation of British Columbia and Ontario.

"Harry Chew"

Harry Chew
Chief Executive Officer,
President and Director

"Sonny Chew"

Sonny Chew
Chief Financial Officer,
Secretary and Director

ON BEHALF OF THE BOARD OF DIRECTORS

"Terrance Owen"

Terrance Owen
Director

"Eddy Siu"

Eddy Siu
Director