A copy of this preliminary prospectus has been filed with the securities regulatory authority in the Province of British Columbia but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authority.

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

PRELIMINARY PROSPECTUS

NON-OFFERING PROSPECTUS August 8, 2019

ALPHA NORTH ESPORTS & ENTERTAINMENT INC.
(the "Corporation")

No securities are being offered pursuant to this preliminary non-offering prospectus (the "**Prospectus**"). This Prospectus is being filed with the British Columbia Securities Commission for the purpose of complying with the listing requirements of the Canadian Securities Exchange (the "**Exchange**"). As no securities are being offered pursuant to this Prospectus, no proceeds will be raised in connection with this Prospectus and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Corporation.

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

There is no market through which the securities of the Corporation may be sold. This may affect the pricing of the Corporation's securities in the secondary market, the transparency and availability of trading prices, the liquidity of the Corporation's securities and the extent of issuer regulation. See "*Risk Factors*".

The Corporation plans to apply to list its class "A" common voting shares ("Common Shares") on the Exchange. Listing will be subject to the Corporation fulfilling all of the listing requirements of the Exchange.

As of the date of this Prospectus, the Corporation does not have any of its securities listed or quoted, and has not applied to list or quote any of its securities, on the Exchange, the TSX Venture Exchange, Toronto Stock Exchange, a U.S. marketplace, or a market place outside Canada and the United States of America.

An investment in the securities of the Corporation is speculative and involves a high degree of risk. In reviewing this Prospectus, you should carefully consider the matters described under the heading "*Risk Factors*".

ALPHA NORTH ESPORTS & ENTERTAINMENT INC.

Suite 2710, 200 Granville Street
Vancouver, British Columbia
V6C 1S4
Canada

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CERTIFICATE OF CORPORATION

IMPORTANT INFORMATION ABOUT THIS PROSPECTUS

No person has been authorized to provide any information or to make any representation not contained in this Prospectus, and, if provided or made, such information or representation should not be relied upon. You should assume that the information contained in this Prospectus is accurate only as of the date of this Prospectus. No securities are being offered pursuant to this Prospectus.

Capitalized terms, except as otherwise defined herein, are defined in the section entitled "*Glossary of Terms*".

Except as otherwise indicated or the context otherwise requires in this Prospectus, references to "the Corporation", "we", "us" and "our" refer to the Corporation.

Unless otherwise indicated, all currency amounts in this Prospectus are stated in Canadian dollars and references to "$" are to Canadian dollars.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This Prospectus contains certain statements that may constitute forward-looking information under applicable securities laws. All statements, other than those of historical fact, which address activities, events, outcomes, results, developments, performance or achievements that the Corporation anticipates or expects, may, or will occur in the future (in whole or in part) should be considered forward-looking information. Such information may involve, but is not limited to, comments with respect to strategies, expectations, planned operations and future actions of the Corporation. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or statements formed in the future tense or indicating that certain actions, events or results "may", "could", "would", "might" or "will" (or other variations of the forgoing) be taken, occur, be achieved, or come to pass. Forward-looking information is based on currently available competitive, financial and economic data and operating plans, strategies or beliefs as of the date of this Prospectus, but involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Corporation, as applicable, to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors may be based on information currently available to the Corporation, including information obtained from third-party industry analysts and other third party sources, and are based on management's current expectations or beliefs regarding future growth, results of operations, future capital (including the amount, nature and sources of funding thereof) and expenditures. Any and all forward-looking information contained in this Prospectus is expressly qualified by this cautionary statement.

Forward-looking information contained in this Prospectus include statements about: the Corporation's ability to execute its business plan; expectations regarding the continued growth of the Esports industry; the Corporation's ability to attract and retain key personnel, including sponsored Esports athletes; the Corporation's ability to compete with other companies that are developing or selling services and products that are competitive with the Corporation's services and products; satisfying the requirements of the Exchange with respect to the Listing Application; meeting the minimum listing requirements of the Exchange, and anticipated and unanticipated costs and other factors referenced in this Prospectus, including, but not limited to, those set forth under the caption "Risk Factors".

A number of risks, uncertainties and other factors could cause actual results to differ materially from the results discussed in the forward-looking information, including the factors discussed in the section entitled "Risk Factors" in this Prospectus.

Forward-looking information reflects the Corporation's current beliefs and is based on information currently available to the Corporation and on assumptions it believes to be not unreasonable in light of all of the circumstances. In some instances, material factors or assumptions are discussed in this Prospectus in connection with statements containing forward-looking information. Such material factors and assumptions include, but are not limited to: the Corporation's ability to compete with other companies that are developing or selling products and services that are competitive with the Corporation's products and services; the continued growth of the Esports industry and the continued popularity of certain Esports games; the Corporation's ability to attract and retain key personnel, including sponsored Esports athletes; the Corporation's ability to access the capital markets; meeting the minimum listing requirements of the Exchange, and anticipated and unanticipated costs and other factors referenced in this Prospectus, including, but not limited to, those set forth under the caption "Risk Factors". Although the Corporation has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking information contained herein is made as of the date of this Prospectus and, other than as required by law, the Corporation disclaims any obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information.

This Prospectus also contains statistical data, estimates and forecasts that are based on independent industry publications or other publicly available information, while other information is based on the Corporation's internal sources. Although the Corporation believes that these third-party sources referred to in this Prospectus are reliable, the Corporation has not independently verified the information provided by these third parties. While the Corporation is not aware of any misstatements regarding any third-party information presented in this Prospectus, their estimates, in particular, as they relate to projections, involve numerous assumptions, are subject to risks and uncertainties, and are subject to change based on various factors, including those discussed under "Risk Factors."

GLOSSARY OF TERMS

In this Prospectus, the following terms have the meanings set forth below, unless otherwise indicated. Terms and abbreviations appearing in the documents attached as appendices to this Prospectus may be defined separately and the terms and abbreviations defined below may not be used therein, except where otherwise indicated. Words importing the singular include the plural and vice versa and words importing any gender include all genders.

"**$**" means Canadian dollars.

"**Acquisition**" has the meaning ascribed thereto in "General Development of the Business – Summary of the Waves Acquisition Agreement.

"**Acquisition Agreement**" means the amended and restated share exchange agreement, dated as of June 19, 2019, entered into by and among Waves E-Gaming Inc., the Waves Shareholders, and the Corporation.

"**Alpha North**" or "**Corporation**" means Alpha North Esports & Entertainment Inc.

"**Alpha North Website**" means www.alphanorthesports.com

"**Audit Committee**" means the Audit Committee of the Corporation.

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

"**Board**" means the board of directors of the Corporation.

"**CEO**" means Chief Executive Officer.

"**CFO**" means Chief Financial Officer.

"**Common Shares**" means the Class A common shares in the capital of the Corporation.

"**Escrowed Securities**" has the meaning ascribed thereto in the section of this Prospectus titled "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer*".

"**Esports**" has the meaning ascribed thereto in "Description of the Business".

"**Exchange**" means the Canadian Securities Exchange.

"**Final Exchange Bulletin**" means the bulletin issued by the Exchange relating to the Listing, which evidences final Exchange acceptance of the Listing.

"**Financial Statements**" means the financial statements of the Corporation for the period from incorporation on March 1, 2019 to April 30, 2019.

"**Financing**" means the financing contemplated to be completed by the Corporation shortly after acceptance of the Listing.

"**Gamer**" means an individual that actively plays video games.

"**IFRS**" means International Financial Reporting Standards.

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

"**MD&A**" means management's discussion and analysis.

"**NEO**" or "**named executive officer**" means each of the following individuals of an entity:

(a) the CEO;

(b) the CFO;

(c) each of the three most highly compensated executive officers of an entity, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6 *Statement of Executive Compensation*, for that financial year; and

(d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of an entity or its subsidiaries, nor acting in a similar capacity, at that financial year.

"**NI 52-110**" means National Instrument 52-110 – *Audit Committees*, of the Canadian Securities Administrators.

"**NI 58-101**" means National Instrument 58-101 – *Disclosure of Corporate Governance Practices,* of the Canadian Securities Administrators.

"**Option**" means a stock option right issuable under the Corporation's Share-Based Compensation Plan.

"**Principal Regulator**" means the British Columbia Securities Commission.

"**Prospectus**" means this preliminary non-offering prospectus dated as of the date on the cover page.

"**Share-Based Compensation Plan**" means the share-based compensation plan, adopted by the Corporation on May 31, 2019.

"**Video Games**" means video, digital, and electronic games.

"**Waves**" means Waves E-Gaming Inc., a corporation incorporated under the laws of Canada on May 27, 2016.

"**Waves Facility**" means the e-gaming facility located at 2160 Steeles Avenue West, Vaughan, Ontario, L4K 2Y7

"**Waves Shareholders**" means Ahmad Al Jamal, DECL Ltd., Khaled Sherif, Laura Eichhorn, Karim Kolta, and Liang Wee Ooi.

SUMMARY OF PROSPECTUS

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

The Corporation

The Corporation is a company governed by the BCBCA having been incorporated on March 1, 2019 as 1199515 B.C. Ltd., and which, on May 14, 2019, changed its name to "Alpha North Esports & Entertainment Inc.". The Corporation's head office is located at Suite 2710, 200 Granville Street Vancouver, British Columbia V6C 1S4, and its registered and records office is located at Suite 2200 HSBC Building, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8.

At this time, the Corporation has no subsidiaries. Upon completion of the Acquisition, the Corporation will have one wholly-owned subsidiary: Waves E-Gaming Inc., a corporation incorporated under the federal laws of Canada.

Principal Business

Upon completion of the Acquisition, the Corporation's principal business will be to operate the first dedicated Esports arena in Canada.

Alpha North's ecosystem will conduct operations in several sub-sectors and satisfy the emerging needs of the Esports industry, in the short and long term. These will include real estate assets, IP creation with online tournaments platform, production & broadcasting, charity fundraising, celebrity and industry influencer agreements, and publishing.

See "*General Development of the Business*" and "*Description of the Business*".

Business Objectives

The Corporation's business objectives over the next 12 months are to:

- Receive the Final Exchange Bulletin and complete the Listing;
- Construction and development of the mobile Esports Recreational Entertainment Vehicle ("**REV**") (see *Description of the Business - Summary and Company Overview***)**;
- Secure live events for the REV (upon its completion);
- Identify future acquisition and partnership opportunities;
- Secure sponsorships for the REV and Waves Facility from brands connected to the Esports industry in addition to those with a more general appeal;
- Partner with major influencers in the industry to focus on the social gaming aspect of Esports;
- Host an Esports event at the Major League Baseball® winter meetings to be held at San Diego on December 8-12, 2019;
- Secure contracts with celebrities and influencers with the intention to generate revenue through live streams, merchandise, and pro/celebrity camps;
- Secure sponsors for live streaming of celebrity matches as well as live events;
- Establish merchandising lines with celebrities and ambassadors to sell Alpha North apparel;
- Achieve positive cash flow from the Waves Facility;
- Diversify membership plans at the Waves Facility to include VIP memberships;
- Continue to schedule bi-weekly tournaments and events for social gamers that includes cash prizing;
- Explore possible franchising of Esports facilities in strategic locations across North America; and
- Identify and complete strategic acquisitions in the Esports sector of companies in order to achieve diversification of revenue streams.

See "*Use of Proceeds – Business Objectives and Milestones*".

Listing

The Corporation intends to apply to list the Common Shares on the Exchange prior to filing the Final Prospectus with the Principal Regulator.

Summary of Selected Financial Information

The table below summarizes selected financial data for the periods indicated and should be read in conjunction with the Financial Statements and the related MD&A. The selected financial information for the period from incorporation on March 1, 2019 to April 30, 2019 has been derived from the audited Financial Statements and accompanying notes. The audited Financial Statements have been audited by Davidson & Company LLP, Chartered Professional Accountants. The following financial data is prepared in accordance with IFRS. The selected financial information set out below may not be indicative of the Corporation's future performance.

Financial Positions	As at April 30, 2019 ($)
Current assets	407,267
Total assets	407,267
Current liabilities	23,384
Share capital	395,501
Reserves	5,750
Deficit	(17,368)

Financial Results	For the period from incorporation on March 1, 2019 to April 30, 2019 ($)
Expenses	19,121
Net loss	(17,368)
Net loss per share – basic and diluted	(0.002)

As at July 31, 2019, the Corporation had working capital of $758,000. In addition, the Corporation expects to complete an equity financing raising aggregate proceeds of $2,400,000 within the next six months. The Corporation's estimated use of funds for the next 12 months is as follows:

Use of Available Funds	Amount ($)
Net Funds Available	**758,000**
Expenditures:	
Estimated cost of Prospectus and the Listing	150,000
Continued development and achievement of milestones(1)	1,350,000 (3)
Operating expenses for 12 months(2)	1,100,000
Subtotal	2,600,000
Net Working Capital	**(1,842,000)**

Notes:
(1) See "*Use of Proceeds – Business Objectives and Milestones*".
(2) Estimated operating expenses for the next 12 months include:

Operating Expenses 2019 Budget ($)	
Content creation / celebrity sponsorship	200,000
Professional fees	100,000
Software licensing fees	50,000
Marketing / advertising	50,000
Consulting / wages	550,000
Travel and entertainment	150,000
Total	**1,100,000**

(3) This amount should not be correlated with the Corporation's estimate of total operating costs to achieve its stated business objectives ($1,350,000).

See "*Financial Statement Disclosure*" and "*Management Discussion & Analysis*"

The Corporation intends to spend the funds available to it as stated in this Prospectus. However, there may be circumstances where, for sound business reasons, a re-allocation of the funds may be necessary. The amounts set forth above may increase if we are required to carry out due diligence investigations in regard to any prospective investment or business opportunity or if the costs of the Prospectus or Listing, or negotiating an applicable transaction, are greater than anticipated.

RISK FACTORS

Risks Relating to the Business of the Corporation:

Due to the nature of the Corporation's business, the legal and economic climate in which it operates and its present stage of development, the Corporation is subject to significant risks. The Corporation's future development and operating results may be very different from those expected as at the date of this Prospectus. Readers should carefully consider all such risks. Risk factors relating to the Corporation include, but are not limited to, the following:

- The Corporation has a limited operating history – Uncertainty of future revenues;
- The loss of one or more of the Corporation's key personnel, or its failure to attract and retain other highly qualified personnel in the future, could harm its business;
- Reputational risk;
- Reliance on participation by well-known professional players and teams;
- Reliance on advertisers for revenue;
- Limited long-term agreements for advertising revenue;
- Brand development;
- Disruption from failure of website or third-party streaming;
- The Corporation depends on third parties, including users and content providers;
- The Corporation's IP may be subject to misappropriation;
- The Corporation's business is highly competitive. Competition presents an ongoing threat to the success of its business;
- Complexity of regulations and cost of complying therewith;
- Publisher authorization;
- The Corporation's management team has limited experience managing a public company, and regulatory compliance may divert its attention from the day-to-day management of its business;
- The requirements of being a public company may strain the Corporation's resources, divert management's attention and affect its ability to attract and retain executive management and qualified board members;
- Reliance on third party owned communication networks;
- Security of the Corporation's digital media and physical properties;
- The price of the securities of the Corporation may fluctuate significantly, which may make it difficult for holders of securities of the Corporation to sell their securities at a time or price they find attractive;
- The Corporation does not know whether an active, liquid and orderly trading market will develop for the securities of the Corporation or what the market price of the securities of the Corporation will be and as a result it may be difficult for investors to sell their securities of the Corporation;
- The Corporation does not intend to pay dividends on the Common Shares for the foreseeable future;
- If research analysts do not publish research about the Corporation's business or if they issue unfavourable commentary or downgrade the Common Shares, the Corporation's stock price and trading volume could decline;
- The market price of the Corporation's Common Shares may decline due to the large number of outstanding common shares eligible for future sale;
- The Corporation may issue additional equity securities, or engage in other transactions that could dilute its book value or affect the priority of the Common Shares, which may adversely affect the market price of Common Shares;
- The Corporation may invest or spend the proceeds of any future financing in ways with which investors may not agree or in ways which may not yield a return;
- Conflicts of interest;
- Currency fluctuations;
- Historical Losses and Negative Operating Cash Flow; and
- Tax Considerations Applicable to an Investment in the Common Shares.

For further details, please see the discussion under the heading “Risk Factors”.

CORPORATE STRUCTURE

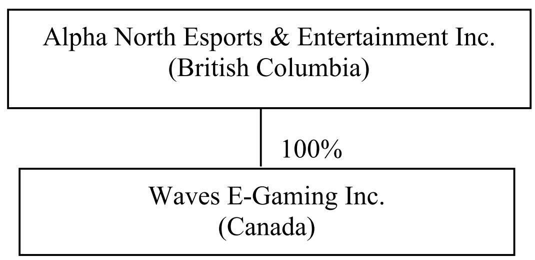
Name, Address and Incorporation

The Corporation is a company governed by the BCBCA and was incorporated on March 1, 2019 as 1199515 B.C. Ltd.. On May 14, 2019, the Corporation changed its name to Alpha North Esports & Entertainment Inc. The Corporation's head office is located at Suite 2710, 200 Granville Street Vancouver, British Columbia V6C 1S4, and its registered and records office is located at Suite 2200 HSBC Building, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8.

Intercorporate Relationships

Upon completion of the Acquisition, the Corporation will have one wholly owned subsidiary: Waves E-Gaming Inc. ("**Waves**"), a company incorporated under the federal laws of Canada, on May 27, 2016.

Upon completion of the Acquisition:



DESCRIPTION OF THE BUSINESS

Summary and Company Overview

Alpha North intends to be a vertically integrated Esports organization. The Corporation aims to be a leader in the North American Esports sector, by bringing together a portfolio of companies and assets related to the Esports industry. It has in place a binding agreement (described herein as the Acquisition Agreement) to purchase all of the outstanding share capital of Waves, which holds and operates the Waves Facility, a 13,000 square foot facility located in Vaughan, Ontario. Waves is focused on providing a space for PC and console gaming enthusiasts and the Waves Facility accomplishes this by providing an arena where gamers can watch and play games alongside their peers without having to bear the costs of buying your own equipment.

Alpha North expects to complete the Acquisition by August 31, 2019. For a summary of the terms of the Acquisition Agreement, please see *Description of the Business – Significant Acquisitions*.

The Corporation's goal is to expand upon Waves' strong community of gamers and to be the centre of the rising Esports industry in Canada. Expanding and professionalizing operations at the Waves Facility will be crucial to making that happen.

The Waves Facility caters to the casual gamer as well as the dedicated professional. Users can walk in and have a great individual experience or bring their friends and compete together as a team or against one-another individually. Waves has been active in signing up talented gamers and in facilitating the operation of Esports teams under the Waves E-Gaming banner ("**WEG**"). Alpha North intends to expand upon these efforts by providing high quality management and growth opportunities for the teams and players involved, particularly through the provision of greater financial resources.

Alpha North is also in the process of completing the development of its Esports recreational entertainment vehicle (the "**REV**"). The REV will be the first of its kind with three 16 by 9 foot electronic billboards, a health and wellness room, stage, and broadcast booth. The billboards will be used to promote tournaments, corporate sponsors, and live events. The REV will have full video production capability as well as live streaming functionality. The REV is intended to allow Alpha North to create sponsor activation and fan engagement all throughout North America. Alpha North intends to create Esports events around existing major events including but not limited to, sporting events, concerts, festivals, and more. Alpha North aims to work with athletes, celebrities, content creators, and influencers to generate brand awareness.

What is Esports?

Esports bridges the gap between online video/digital/electronic games and the phenomenon of spectator sports. Athletes from around the world compete against each other via various (primarily digital) games through organized leagues, amateur events, and professional tournaments. Individual players often compete on behalf of larger Esports organizations, with team rosters spanning across multiple game titles and geographic regions. Like traditional sports, fans can follow their favourite teams or individual players through digital streams, on traditional linear television broadcasts or in-person at live events. The Esports industry is unique in that viewers watch their favourite teams and athletes play video games rather than physical sports.

The Esports ecosystem has grown to include various supporting pillars, such as analytics, event management, player representation, physical technology, and perhaps most importantly, a vast influx of sophisticated investor capital. Esports' rise in popularity can be tied to its global accessibility and enormous pool of casual players and enthusiasts.

A Growing Market

Esports turns competitive video-gaming into a spectator sport. At major tournaments, thousands of viewers attend live events to watch professional Gamers compete on theatre sized screens. Additionally, these tournaments are often streamed online with viewers logging on to watch from their computers or mobile devices.

The industry is expected to continue growing with global Esports revenues to hit US$1.1 billion in 2019, as reported by *Newzoo*.

Market Overview

The Esports industry has seen rapid growth from both an amateur and professional perspective. Esports enthusiasts are consumers of engaging unique digital content and demand opportunities to play and compete in their favourite Esports.

Product Overview

Upon completion of the Acquisition, Alpha North's principal business will be the operation of the Waves E-Gaming Facility, the first dedicated Esports facility in Canada. The Corporation's goal is for the Waves Facility to be the central hub in Toronto for Gamers to socialize, play casually, train, compete for prizes, and be provided with recruitment opportunities. The Waves Facility houses gaming PCs & Console setups, dedicated fiber optic connections, a live commentary booth, and in-house production capabilities. Gamers can access the facility as a guest for an hourly fee or as a Waves member. Waves memberships range from $10 to $100 per month and provide members between 15 and 55 hours of access in addition to membership benefits.

A key aspect of the success of the Waves Facility is its modularity. Waves has the flexibility required to host completely different events with a very short setup and tear-down period. The design and infrastructure are easily scalable. A dedicated fibre optic connection coupled with a brand new 112.5 kVA transformer to power the gaming stations makes it possible for the company to run up to 150 PCs simultaneously.

The Waves Facility has a maximum occupancy of 250 users with all gaming stations being utilized and up to an additional 600 occupants without the gaming stations, which can be efficiently cleared out to make room for spectators only. Furthermore, it functions as a venue for competitive and social events (i.e. birthday parties, etc.) and training camps for professional teams. Corporations can also book the entire arena for conferences or team building events. The Waves Facility also hosts live Esports tournaments and events. It is equipped with a large stage, a concession stand, a wide selection of games, and a friendly gaming environment.

Pro Gamers and Waves Ambassadors

Successful professional Gamers are often followed by tens of thousands of fans on their social media streams (Twitter, Facebook, YouTube, Twitch) and, as is typical in the industry, can be contracted to promote the Waves Facility.

Waves is actively signing talented gamers and facilitating the operation of Esports teams under the WEG banner. Following the Acquisition, Waves will continue to provide high quality support and management to encourage growth opportunities for the teams and players involved.

Approximately 10 players are signed to the WEG team with the most notable being "Kyro", a 21-year-old Fortnite streamer and verified Twitch partner with a lifetime 20% win rate and 5.05 "Kill to Death" Ratio

Business Model

Upon completion of the Acquisition, the Corporation will drive revenue from the following streams; (i) sponsorship and advertising fees from tournaments hosted at the Waves Facility, (ii) Gamer membership fees, and (iii) from the operation of the REV. Other identified and targeted revenue opportunities include the following:

- Merchandise and ticket sales;
- Health and wellness – training sessions and programs for Gamers;
- Media rights – sponsorships for live streamed events; and
- Acquisitions – acquiring companies generating revenue in the production and online tournament space.

Key Advantages

Many in the Esports industry have spent large sums of money on building and operating professional Esports teams and arenas. The Corporation has a streamlined approach to its business model. First and foremost, we are an Esports Entertainment company. The goal is to create fan engagement with social gamers through our mobile Esports REV and the Waves Facility in Ontario.

The REV will be the first of its kind with three 16 by 9 foot electronic billboards, a health and wellness room, stage, and broadcast booth. The billboards will be used to promote tournaments, corporate sponsors, and live events. The truck will have full video production capability as well as live streaming functionality. Using this vehicle will allow us to create sponsor activation and fan engagement throughout North America. Alpha North will not have a title sponsor or name on the vehicle, as the key to its success will be the flexibility of being able to create tailored engagement for each of our sponsors in person and online. Waves intends to create Esports events around existing major events, including but not limited to, sporting events, concerts, festivals, and more. The Corporation aims to work with several athletes, celebrities, content creators, and influencers to generate brand awareness and draw traffic, and is already in discussions with certain key individuals.

The Corporation will also continue to work on maximizing the value of the 13,000 square feet of space at the Waves Facility and is currently in the process of planning to add health and wellness components to further augment quality, performance, and revenue.

Through key industry relationships and geographical flexibility, the Corporation plans to differentiate itself by generating revenue without incurring larger expenses such as team player contracts and building multiple arenas with fixed physical locations.

The Future of Alpha North – New Products

Upon completion of the Acquisition, the Corporation's business will be comprised of running the three components of Waves, being (i) the Waves Facility used by its members and guests to play, train and socialize, (ii) hosting tournaments and competitive events at the Waves Facility, and (iii) managing the WEG team, including competing at tournaments in Ontario.

Alpha North is also in the process of completing the development of its Esports recreational entertainment vehicle (the "**REV**"). The REV will be the first of its kind with three 16 by 9 foot electronic billboards, a health and wellness room, stage, and broadcast booth. The billboards will be used to promote tournaments, corporate sponsors, and live events. The REV will have full video production capability as well as live streaming functionality. The REV is intended to allow Alpha North to create sponsor activation and fan engagement throughout North America. Alpha North intends to create Esports events around existing major events including but not limited to, sporting events, concerts, festivals, and more.

Once a footprint in the Esports industry is established and within the next three years, Alpha North plans to expand into two key areas – media rights and publishing. The Corporation plans to sell "over-the-top" content to established streaming services, such as Twitch® (owned by Amazon®) and Mixer® (a recent market entrant, owned by Microsoft®). Alpha North anticipates many streaming services will be looking to acquire the media rights to stream the Corporation's unique and proprietary events. Once the Corporation fully develops its roster of live and online content, this has the potential be a significant revenue stream, which can be organically grown as the Corporation continues to expand its relationships with celebrities, athletes, and influencers. The Corporation expects to acquire established business in order to expand into publishing.

Alpha North will also look to grow through acquisitions. Potential targets include complementary or tuck-in businesses. Each potential acquisition will be handled on a case by case basis. The Corporation is currently looking at several areas in the Esports segment which are undervalued. The Corporation will take a bottom up approach to analyzing industry segments, seeking those with upside potential regardless of market share. This will allow the Corporation to enter into those markets while maintaining its low-cost profile.

Bankruptcy Proceedings

Neither the Corporation, nor Waves, has ever been subject to any bankruptcy, receivership or similar proceedings against it or any of its subsidiaries, or ever entered into any voluntary bankruptcy, receivership or similar proceedings.

Three-Year History

The Corporation was incorporated as a BCBCA corporation on March 1, 2019 as 1199515 B.C. Ltd. On May 14, 2019, it changed its name to "Alpha North Esports & Entertainment Inc.".

Waves was incorporated as a Canadian corporation under the laws of the Canadian Business Corporations Act on May 27, 2016.

Waves first began development of the Waves Facility in May 2018. Over the course of four months, the venue was converted from a traditional retail space to the functional Esports venue that it is today.

The venue officially opened in November of 2018 and in six months has grown to hosting multiple events and tournaments on a weekly basis. Waves has sold over 200 memberships and regularly welcomes members of the gaming community of every skill level to compete, train, and play.

Significant Acquisitions

<u>Summary of the Waves Acquisition Agreement</u>

The amended and restated share exchange agreement (the Acquisition Agreement), dated as of June 19, 2019, was entered into by and among Waves, the Waves Shareholders, and the Corporation (then, 1199515 B.C. Ltd., prior to its name change to Alpha North Esports & Entertainment).

Under the Acquisition Agreement, the Waves Shareholders agreed to sell, transfer, convey, assign and deliver all of the issued and outstanding shares in the common stock of Waves (the "**Waves Shares**") to the Corporation, in exchange for 5,000,000 Common Shares.

In addition, a further 5,000,000 Common Shares are to be placed in escrow (the "**Escrowed Shares**"), with such Escrowed Shares to be released to the Waves Shareholders in four equal tranches of 1,250,000 shares, upon the meeting of certain increasing milestone revenue targets within six-month intervals, running from six months after the date of the Acquisition Agreement (December 31, 2019) to the June 30, 2021 (the "**Acquisition**").

Following completion of the Acquisition, two of the Former Waves Shareholders, Ahmad Al Jamal and Khaled Sherif, will join the board of directors for the Corporation, as well as continue to contribute to the management and day to day operation of the Waves Facility.

The Acquisition is expected to close on or about August 31, 2019.

USE OF PROCEEDS

Use of Proceeds

This is a non-offering prospectus. The Corporation is not raising any funds in conjunction with this Prospectus. Accordingly, there are no proceeds to the Corporation in connection with the filing of this Prospectus.

Funds Available and Use of Available Funds

As at July 31, 2019, the Corporation had working capital of $758,000. In addition, the Corporation expects to complete an equity financing raising aggregate proceeds of $2,400,000 within the next six months. The Corporation's estimated use of funds for the next 12 months is as follows:

Use of Available Funds	Amount ($)
Net Funds Available	**758,000**
Expenditures:	
Estimated cost of Prospectus and the Listing	150,000
Continued development and achievement of milestones(1)	1,350,000 (3)
Operating expenses for 12 months(2)	1,100,000
Subtotal	2,600,000
Net Working Capital	**(1,842,000)**

Notes:
(1) See "*Use of Proceeds – Business Objectives and Milestones*".
(2) Estimated operating expenses for the next 12 months include:

Operating Expenses 2019-2020 Budget ($)	
Content creation / celebrity sponsorship	200,000
Professional fees	100,000
Software licensing fees	50,000
Marketing / advertising	50,000
Consulting / wages	550,000
Travel and entertainment	150,000

Total	1,100,000

(3) This amount should not be correlated with the Corporation's estimate of total operating costs to achieve its stated business objectives ($1,350,000).

See "*Financial Statement Disclosure*" and "*Management Discussion & Analysis*"

The Corporation intends to spend the funds available to it as stated in this Prospectus. However, there may be circumstances where, for sound business reasons, a reallocation of the funds may be necessary. The amounts set forth above may increase if we are required to carry out due diligence investigations in regard to any prospective investment or business opportunity, or if the costs of the Prospectus or Listing, are greater than anticipated.

Business Objectives and Milestones

The objectives that the Corporation expects to accomplish using its estimated working capital as at April 30, 2019 are to obtain a listing of its Common Shares on the Exchange as well as to pay operating expenses for the year (please see table above). Any additional expenditures to be made will be for purposes of achieving the following milestones:

Milestone(1)	Description	Estimated Cash Required ($)	Estimated Time Frame
1.	Design and build Esports REV Entertainment Vehicle	1,000,000	12 months
2.	Secure live events for Esports REV	100,000	12 months
3.	Create partnerships with celebrities and influencers	200,000	6 months
4.	Hold live and online Esports events	50,000	6 months
	Total	1,350,000	

Notes:
(1): This table assumes completion of the Acquisition.

The actual amount that the Corporation spends from its working capital may vary significantly from the amounts specified above, and will depend on a number of factors, including those listed under the heading "*Risk Factors*".

Neither the Corporation or Waves has yet achieved positive operating cash flow and there are no assurances that the Corporation will not experience negative cash flow from operations in the future.

Specialized Skills and Knowledge

All aspects of the Corporation's business require specialized skills and knowledge. Such skills and knowledge currently include those pertaining to understanding the video games and Esports community and market; the hosting and execution of Esports events and productions of offline events and programs; the ability to market Gamers so as to increase their market value through the use of social media platforms such as Twitch® and Twitter® and to promote player participation in Esports, live production capabilities and online content generation; technology integration, including production, broadcasting, and information technology operation. The Corporation intends to retain qualified employees and consultants to conduct business equal to, or which exceed, industry standards.

Competitive Conditions

The Corporation's biggest competitors in North America and Europe are:

Major League Gaming

Major League Gaming is an Esports destination that holds competitive gaming events throughout North America each year. It was launched in 2002 by Sundance DiGiovanni and Mike Sepso, and is one of the largest Esports companies in North America. According to Major League Gaming, it has over 10 million registered users and more than 700,000 online games played per month (90% male and over 40%, with household income of over $100,000). They have major revenue streams specific to "Live Tournament Events" and sponsorship advertising from many Fortune 500 brands (Microsoft, Dr. Pepper, NOS Energy Drink). Major League Gaming was acquired by Activision Blizzard® in January 2016.

Gfinity

Gfinity (GFIN:AIM) is a relatively new Esports company operating in the United Kingdom. Although it hosts online tournaments, Gfinity's focus is to deliver quality live events from their custom built arena. Gfinity was launched in September 2012 by co-founder and CEO Neville Upton. According to Gfinity, as of December 31, 2015 it surpassed 58.5 million views and has hosted 27 live events. Gfinity had raised £3.5 million at a pre-money valuation of £9.7 million. Gfinity's sponsorships include Alienware and BenQ.

Electronic Sports League

Founded in 2000 and headquartered in Cologne, Germany, the Electronic Sports League ("**ESL**") is the largest Esports league for Gamers in Europe. It provides online tournaments and ladders for multiple games and facilitates pro circuit live competitions throughout Europe and the United States. As of June 2015, ESL has more than 6 million registered users. It hosts large scale live events and cash tournaments and has partnerships with Intel and BENQ among others. In 2015, Modern Time Group acquired a 74% stake in the company for €78 million.

Millennial Esports Corp.

Millennial Esports Corp. (TSXV:GAME) owns and operates ProGamingLeague.com ("**PGL**"), an Esports platform and online community, which provides gamers with a variety of online competitions, leagues and ladders giving them an opportunity to win prizes and garner recognition within the global Esports community. PGL's production division delivers turnkey tournament and event planning, coordination and logistics. PGL also owns and operates mobile apps related to Esports (including League of Legends and Champions). PGL was launched in 2013 and seeks to unite the Esports communities on a single entertainment platform and has becoming a favoured online destination for Esports enthusiasts from around the globe. In addition, PGL provides turnkey solutions in an effort to give game publishers, consumer brands and other partners exposure and influence on a targeted audience, thereby enabling them to generate new revenue streams by reaching this unique global demographic.

Allied Esports

Named to Fast Company's World's Most Innovative Companies list in 2019, Allied Esports is a premier Esports entertainment company with a global network of dedicated Esports properties and content production facilities. Its stated mission is to connect players, streamers and fans via integrated arenas and mobile Esports trucks around the world that serve as both gaming battlegrounds and every day content generation hubs.

Allied Esports locations currently include 11 properties in the top three Esports markets across the globe: North America's HyperX Esports Arena Las Vegas; HyperX Esports Truck "Big Meta"; Esports Arena Orange County and Esports Arena Oakland; Europe's HyperX Esports Truck "Big Betty" and HyperX Studio in Hamburg, Germany; and China's Lianmeng Dianjing in Beijing, Lianmeng Dianjing SEG Arena in Shenzhen, Lianmeng Dianjing Tianjin Arena, Lianmeng Dianjing Gui'an Arena and Lianmeng Dianjing LGD Gaming Hangzhou Arena.

Changes to Contracts

No part of the Corporation's business is reasonably expected to be affected in the current financial year by either the renegotiation or termination of any contract.

Employees

As of the date of this Prospectus, the Corporation has three consultants. Including the Corporation's directors, there are six individuals actively involved in the operation or development activities of the Corporation. Upon completion of the Acquisition, the Corporation will have an additional three employees, bringing the total number of individuals actively involved to nine.

Foreign Operations

The Corporation is in the process of developing the Esports REV which will eventually be based in the Unites States and operate predominantly in several US locations.

Lending

The Corporation does not engage in any lending activities.

Bankruptcy and Similar Procedures

There are no bankruptcies, receivership or similar proceedings against the Corporation or Waves, nor is the Corporation aware of any such pending or threatened proceedings. There has not been any voluntary bankruptcy, receivership or similar proceeding, by the Corporation or Waves during its last three financial years.

Reorganizations

The Corporation has not completed any material reorganization and no reorganization is proposed for the current financial year.

DIVIDENDS OR DISTRIBUTIONS

The payment of dividends, if any, in the future, rests within the sole discretion of the Board. The payment of dividends will depend upon the Corporation's earnings, its capital requirements and its financial condition, as well as other relevant factors. The Corporation has not declared any cash dividends since its inception and the Corporation intends to retain its earnings to finance growth and expand its operations and does not anticipate paying any dividends on its Common Shares and other classes of shares in the foreseeable future.

There are no restrictions in the Corporation's constating documents that prevent the Corporation from declaring dividends. The BCBCA, however, does prohibit the Corporation from declaring dividends where, after giving effect to the distribution of the dividend, the Corporation would not be able to pay its debts as they become due in the usual course of business; or the Corporation's total assets would be less than the sum of its total liabilities plus the amount that would be needed to satisfy the rights of shareholders who have preferential rights superior to those receiving the distribution.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Corporation

The Corporation's MD&A provides an analysis of the Corporation's financial results for the period from incorporation on March 1, 2019 through to April 30, 2019 and should be read in conjunction with the Financial Statements and the notes thereto, respectively. The Corporation's MD&A is attached to this Prospectus as Appendix "B".

Certain information included in the Corporation's MD&A is forward-looking and based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See "*Caution Regarding Forward-Looking Information*" for further detail.

Additional Disclosure for Junior Issuers

The Corporation had negative cash flow from operations for its most recently completed financial year and expects to have sufficient funds available to fund operations for a period of 12 months. Assuming completion of the Acquisition, the Corporation estimates total operating costs of $2,950,000 to achieve its stated business objectives. See "*Use of Proceeds – Business Objectives and Milestones*".

DESCRIPTION OF SHARE CAPITAL

No securities are being offered pursuant to this Prospectus.

Authorized Capital

The authorized share capital of the Corporation consists of an unlimited number of class "A" common voting shares (herein referred to as "Common Shares") without par value and an unlimited number of class "B" common non-voting shares ("**Non-Voting Shares**"). See "*Consolidated Capitalization*". As of the date of this Prospectus, there were 15,661,934 Common Shares issued and outstanding, and nil Non-Voting Shares issued and outstanding**.** Upon completion of the Acquisition there will be 25,661,934(1) Common Shares issued and outstanding and nil Non-Voting Shares issued and outstanding.

Notes:____________
(1): This number includes 5,000,000 Common Shares held in escrow, as described in *Description of the Business – Summary of the Waves Acquisition Agreement*.

Class A Common Voting Shares ("Common Shares")

Holders of the Common Shares are entitled to receive notice of, and to attend and vote at, all meetings of the shareholders of the Corporation, and each Common Share confers the right to one vote, provided that the shareholder is a holder on the applicable record date declared by the Board. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Corporation, are entitled to receive such dividends in any financial year as the Board may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of the Corporation's assets among its shareholders by way of repayment of capital, the net equity of the Corporation shall be distributed among the holders of the Common Shares, without priority and on a share for share basis. There are no redemption or retraction rights associated with the Common Shares.

Class B Common Non-Voting Shares ("Non-Voting Shares")

Holders of the Non-Voting Shares are not entitled to receive notice of, nor to attend or vote at, any meetings of the shareholders of the Corporation, and shall not have any voting rights except to receive notice of, attend and vote at class meetings of the holders of the Non-Voting Shares or as required or provided by the *Business Corporations Act* with each Non-Voting Share conferring the right to one vote, provided that the shareholder is a holder on the applicable record date declared by the Board. The holders of the Non-Voting Shares, subject to the prior rights, if any, of any other class of shares of the Corporation, are entitled to receive such dividends in any financial year as the Board may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of the Corporation's assets among its shareholders by way of repayment of capital, the net equity of the Corporation shall be distributed among the holders of the Non-Voting Shares, without priority and on a share for share basis. There are no redemption or retraction rights associated with the Non-Voting Shares.

CONSOLIDATED CAPITALIZATION

The following table sets forth the capitalization of the Corporation as of the date of the Corporation's Financial Statements, as of July 31, 2019 after two rounds of seed share financing had closed, and upon the completion of the Acquisition. There has been no other material change in the Capitalization of the Corporation since July 31, 2019. See "*Prior Sales*".

Designation	**Outstanding as at April 30, 2019 (audited)**	**Outstanding as at July 31, 2019**	**Outstanding assuming completion of the Acquisition**
Common Shares	10,800,101	15,661,934	25,661,934(1)
Warrants	400,000	1,596,380	1,596,380

Options	nil	1,000,000	1,000,000
Total Capitalization	11,200,101	18,258,314	28,258,314

Notes:_____________
(1): This number includes 5,000,000 Common Shares held in escrow, as described in *Description of the Business – Summary of the Waves Acquisition Agreement*.

OPTIONS TO PURCHASE SECURITIES

Stock Options

The Corporation's share-based compensation plan (the "**Share-Based Compensation Plan**") was adopted by the Corporation on June 1, 2019**,** and as at the date of this Prospectus the Corporation has issued 1,000,000 Options (as defined below). The Options have an exercise price of $0.50 each and an expiry date for a period of 24 months from their date of issuance.

Options Held	**Number of Options**	**Exercise Price**	**Expiry Date**
Options held by all executive officers and past executive officers of the Corporation as a group (which consists of one executive officer and past executive officer).	250,000	$0.50	June 1, 2021
Options held by all directors and past directors of Corporation who are not also executive officers as a group, of the Corporation (which consists of one director and past director).	200,000	$0.50	June 1, 2021

Description of the Share-Based Compensation Plan

The following is a summary of certain provisions of the Share-Based Compensation Plan and is qualified in its entirety by the full text of the Share-Based Compensation Plan, a copy of which is attached as Appendix "C" to this Prospectus.

Eligible Persons

Awards may be granted to an employee, director, officer or consultant of the Corporation or any of its subsidiaries (an "**Eligible Person**"). A participant ("**Participant**") is an Eligible Person to whom an Award has been granted. An "**Award**" means any Option, Bonus Share, SAR, DSU, PSU or RSU (each as defined herein) granted under the Share-Based Compensation Plan.

Number of Shares available for Awards

The aggregate number of Common Shares issuable pursuant to Awards granted under the Share-Based Compensation Plan, must not exceed 10.0% of the issued and outstanding Common Shares at the time of the grant. As of the date of this Prospectus, the Corporation is authorized to issue up to 1,566,193 Common Shares under the Share-Based Compensation Plan (which represents 10.0% of the issued and outstanding Common Shares as of the date of this Prospectus), of which 566,193 Common Shares are currently available for the grant of additional Awards (which represents approximately 3.6% of the issued and outstanding Common Shares as of the date of this Prospectus).

Options

During the year ended April 30, 2019, nil Options were issued. During the period from May 1, 2019 to the date of this Prospectus, 1,000,000 Options were issued at an exercise price of $0.50 with a term of 24 months. As of the date of this Prospectus, there were 1,000,000 Options outstanding with an exercise price of $0.50, and expiry dates ranging from June 1, 2021 to August 1, 2021 (weighted average remaining life of two years).

SARs

As of the date of this Prospectus, there were nil SARs outstanding.

DSUs

Directors of the Corporation can elect to receive a portion of their director fees in the form of DSUs and. As of the date of this Prospectus, there were nil DSUs outstanding.

As of the date of this Prospectus, the Common Shares subject to outstanding Options, SARs and DSUs total, in aggregate, approximately 6.4% of the total number of issued and outstanding Common Shares.

Number of Shares under Award Grant

Subject to complying with all requirements of the Exchange and the provisions of the Share-Based Compensation Plan, the number of Shares that may be purchased under any Award will be determined and fixed by the Board at the date of grant.

Maximum Award Grant

(a) The aggregate number of Common Shares (i) reserved for issuance to insiders, at any time subject to outstanding grants, under the Share-Based Compensation Plan and under any other share compensation arrangement of the Corporation, cannot exceed 10% of the issued Shares; and (ii) issued to insiders, within any 12 month period, under the Share-Based Compensation Plan, cannot exceed 10% of the issued Common Shares, calculated on the date of the grant to any insider.

(b) The aggregate number of Common Shares reserved for issuance to all non-employee directors, at any time subject to outstanding grants, under the Share-Based Compensation Plan and under any other share compensation arrangement of the Corporation, cannot exceed, for all non-employee directors, a maximum of 1% of the issued Common Shares; and, on an individual nonemployee director basis, grants of Awards in any one calendar year cannot exceed a maximum aggregate value of $100,000 at the time of the grant (other than grants of Awards to a nonemployee director in the year of his or her initial appointment to the Board or grants of DSUs in lieu of cash compensation otherwise payable).

(c) The aggregate number of Common Shares reserved for issuance to any one Eligible Person, at any time, under the Share-Based Compensation Plan and under any other share compensation arrangement of the Corporation, cannot exceed 5% of the issued Common Shares.

(d) The maximum number of Bonus Shares that may be issued in a calendar year cannot exceed 2% of the issued and outstanding Common Shares as of January 1 of such calendar year.

Options

Exercise price of Options

The exercise price per Common Share under each Option will be determined by the Board in its sole discretion, provided that such price will not be less than the trading price at which the Common Shares traded on the Exchange as of the close of market on the day immediately prior to the date such Option is granted.

Vesting Terms and Restrictions

Vesting terms and restrictions of the Options shall be determined by the Board on a case by case basis.

Term of Options and causes of cessation

Subject to the requirements of the Exchange, each Option will expire (the "Option Expiry Date") on the earlier of:

(a) the date determined by the Board and specified in the option agreement pursuant to which such Option is granted, provided that such date may not be later than the earlier of: (i) the 10th anniversary of the date on which such Option is granted, and (ii) the latest date permitted under the applicable rules and regulations of all regulatory authorities to which the Corporation is subject, including the Exchange;

(b) in the event the Participant ceases to be an Eligible Person for any reason, other than the death of the Participant or the termination of the Participant for cause, such period of time after the date on which the Participant ceases to be an Eligible Person as may be specified by the Board, which date must not exceed 90 days following the termination of the Participant's employment with the Corporation, or, in the case of Options granted to a director, officer or consultant, 90 days following the Participant ceasing to be a director, officer or a consultant, unless the Board otherwise determines (provided that in no circumstances will the date exceed one year from the date of termination of the Participant's employment with the Corporation, or the date the Participant ceased to be a director, officer or a consultant, as applicable) and which period will be specified in the applicable Option agreement with respect to such Option;

(c) in the event of the termination of the Participant as an officer, employee or consultant of the Corporation or a subsidiary for cause, the date of such termination;

(d) in the event that a director is subject to any order, penalty or sanction by an applicable securities regulatory authority which relates to such director's activities in relation to the Corporation, and the Board determines that such director's Options should be cancelled, the date of such determination;

(e) in the event of the death of a Participant prior to (i) the Participant ceasing to be an Eligible Person, or (ii) the date which is the number of days specified by the Board pursuant to subparagraph (b) above from the date on which the Participant ceased to be an Eligible Person, the date which is one year after the date of death of such Participant or such earlier date as may be specified by the Board and which period will be specified in the option agreement with the Participant with respect to such Option; and

(f) notwithstanding the foregoing provisions of subparagraphs (b), (c) and (d) above, the Board may, subject to the Share-Based Compensation Plan and to regulatory approval, at any time prior to expiry of an Option, extend the period of time within which an Option may be exercised by a Participant who has ceased to be an Eligible Person, but such an extension must not be granted beyond the earlier to occur of (i) the date that is one year from the date such extension was granted, and (ii) the original expiry date of the Option as provided for in subparagraph (a) above.

Bonus Shares

The Board has the authority, subject to the limitations described under the heading "Maximum Award Grant" above, to issue, or reserve for issuance, for no cash consideration, to any Eligible Person, as a discretionary bonus, any number of Common Shares ("**Bonus Shares**") as the Board may determine. The deemed price at which such Bonus Shares are issued will be equal to the most recent closing price of the Common Shares on the Exchange immediately prior to the grant of the Bonus Shares. The obligation of the Corporation to issue and deliver any Bonus Shares pursuant to an Award will be subject to receipt of all necessary approvals of any applicable securities regulatory authority and the Exchange.

Stock Appreciation Rights

Grant of SARs and SAR Exercise Price

The Board has the authority, subject to the limitations contained in the Share-Based Compensation Plan, to grant to any Eligible Person (a) stock appreciation rights ("**SARs**") in tandem with a related Option or as an addition to a previously granted and outstanding Option ("**Tandem SARs**"); and (b) free-standing SARs that are not Tandem SARs ("**Free-Standing SARs**"), with the specific terms and conditions thereof to be as provided in the Share-Based Compensation Plan and in the award agreement entered into in respect of such grant.

The exercise price per Common Share under each SAR ("**SAR Exercise Price**") will be determined by the Board, in its sole discretion, provided that the exercise price for each Free-Standing SAR may not be less than the trading price at which the Common Shares traded on the Exchange as of the close of market on the day immediately prior to the grant date, and the SAR Exercise Price for each Tandem SAR will be equal to the exercise price of the related Option.

Exercise of SARs

Tandem SARs may be exercised for all or part of the Common Shares subject to the related Option upon the surrender of the right to exercise the equivalent portion of the related Option. A Tandem SAR will be exercisable only when and to the extent the related Option is exercisable and may be exercised only with respect to the Common Shares for which the related Option is then exercisable. A Tandem SAR will entitle a Participant to elect, in the manner set forth in the Share-Based Compensation Plan and the applicable Option agreement entered into in respect of such grant, in lieu of exercising his or her unexercised related Option for all or a portion of the Common Shares for which such Option is then exercisable pursuant to its terms, to surrender such Option to the Corporation with respect to any or all of such Common Shares and to receive from the Corporation in exchange therefor a payment described below. An Option with respect to which a Participant has elected to exercise a Tandem SAR will, to the extent of the Common Shares covered by such exercise, be cancelled automatically and surrendered to the Corporation. Such Option will thereafter remain exercisable according to its terms only with respect to the number of Common Shares as to which it would otherwise be exercisable, less the number of Common Shares with respect to which such Tandem SAR has been so exercised.

A Free-Standing SAR may be exercised upon whatever terms and conditions the Board in its sole discretion, in accordance with the Share-Based Compensation Plan, determines and sets forth in the SAR agreement entered into in respect of such grant.

Upon exercise, a SAR will entitle the Participant to receive payment from the Corporation in an amount determined on the following basis:

> **Payment = Number of SARs x (Current Market Price – SAR Exercise Price)**, less the deduction of any applicable withholding taxes (the "**Share Premium**") / Current Market Price

The Share Premium will be paid and satisfied by the Corporation issuing Common Shares, the number of which will be calculated by dividing the Share Premium by the Current Market Price of the Common Shares on the exercise date.

"**Current Market Price**" means in respect of SARs which are exercised: (i) the closing price of the Common Shares on the Exchange on the date the notice of exercise in respect thereof is received by the Corporation, if such day is a trading day and the notice of exercise is received by the Corporation after regular trading hours; or (ii) the closing price of the Common Shares on the Exchange on the trading day immediately prior to the date the notice of exercise in respect thereof is received by the Corporation, if the notice of exercise is received by the Corporation during regular trading hours, or on a non-trading day.

Terms of SARs

The term of a SAR will be, subject to the requirements of the Exchange, determined by the Board, in its sole discretion, provided that no SAR will be exercisable later than the tenth (10th) anniversary of its grant date (the "**SAR Expiry Date**"), provided that the SAR Expiry Date will be accelerated in the same manner as the Option Expiry Date pursuant to the Share-Based Compensation Plan.

Except as determined from time to time by the Board or in the event of death, all SARs will cease to vest as at the date upon which the Participant ceases to be an Eligible Person which, in the case of an employee or consultant of the Corporation or its subsidiaries, will be the date on which active employment or engagement, as applicable, with the Corporation or its subsidiaries terminates, specifically without regard to any period of reasonable notice or any salary continuance).

In the event of the death of a Participant prior to the Participant ceasing to be an Eligible Person, all SARs of such Participant will become immediately vested.

Deferred Share Units

Grant of DSUs

The Share-Based Compensation Plan allows for the grant of deferred share units ("**DSUs**") to any Eligible Person with the specific terms and conditions thereof to be as provided in the Share-Based Compensation Plan and in the DSU agreement entered into in respect of such grant. Each DSU will be equivalent in value to a Common Share. The number of DSUs granted at any particular time will be calculated to the nearest thousandths of a DSU, determined by dividing (a) the dollar amount of compensation payable in DSUs by (b) the DSU Fair Market Value (as defined in the Share-Based Compensation Plan) on the grant date.

Redemption of DSUs

Each Participant is entitled to redeem his or her DSUs during the period commencing on the business day immediately following the Separation Date (as defined in the Share-Based Compensation Plan) and ending on the 90th day following the Separation Date by providing a written notice of redemption to the Corporation.

In the event of death of a Participant, the notice of redemption will be filed by the legal representative of the Participant. If the Participant is a U.S. Participant (as defined in the Share-Based Compensation Plan), redemption of such Participant's DSUs will be in accordance with the provisions of the Share-Based Compensation Plan applicable to U.S. Participants.

On the date of redemption, the Participant will be entitled to receive, and the Corporation will issue or provide: (a) subject to the limitations described under the heading "Maximum Award Grant" above, a number of Common Shares issued from treasury equal to the number of DSUs in the Participant's account on the Separation Date, subject to any applicable deductions and withholdings; (b) subject to and in accordance with any applicable law, a number of Common Shares purchased by an independent administrator in the open market for the purposes of providing Common Shares to Participants equal in number to the DSUs in the Participant's account, subject to any applicable deductions and withholdings; (c) the payment of a cash amount to a Participant equal to the number of DSUs multiplied by the DSU Fair Market Value on the Separation Date, subject to any applicable deductions and withholdings; or (d) any combination of the foregoing, as determined by the Corporation, in its sole discretion.

Additional Terms of DSUs

Additional provisions relating to DSUs include, among other things:

> (a) At the option of the Board in its sole discretion, the Board may provide a Participant with the ability to elect to receive in DSUs all or part of his or her compensation that is otherwise payable in cash (with the balance, if any, being paid in cash). If such an election is made available to a Participant, the Board will provide a Participant written notice, specifying the portion of his or her compensation to which the election applies and the procedures for validly exercising such election.
>
> (b) Subject to the absolute discretion of the Board, except to the extent provided otherwise in the DSU agreement, in the event that a dividend (other than a stock dividend) is declared and paid by the Corporation on the Common Shares, a Participant may be credited with additional DSUs. The number of such additional DSUs, if any, will be calculated by dividing (a) the total amount of the dividends that would have been paid to the Participant if the DSUs in the Participant's account on the dividend record date had been outstanding Shares (and the Participant held no other Shares), by (b) the DSU Fair Market Value of the Common Shares on the date on which such dividends were paid.

Performance Share Units

The Board has the authority, subject to the limitations described under the heading "Maximum Award Grant" above and to the paragraphs below, to grant performance share units of the Corporation ("**PSUs**") to any Eligible Person with the specific terms and conditions to be as provided in the Share-Based Compensation Plan and in the PSU agreement entered into in respect of such grant. The PSU agreement in respect of the PSUs granted will set out, at a minimum, the number of PSUs granted, the Performance Period (as defined in the Share-Based Compensation Plan), the performance-based criteria and the multiplier(s).

Terms of PSUs

Subject to the provisions of the Share-Based Compensation Plan, each PSU awarded to a Participant for services performed during the year in which the PSU is granted will entitle the Participant to receive payment in an amount equal to the PSU Fair Market Value (as defined in the Share-Based Compensation Plan) on the day immediately prior to the last day of the applicable Performance Period multiplied by the applicable multiplier(s), to be determined on the last day of the Performance Period.

The Board, in its sole discretion, may determine that if and when distributions are paid on any Common Shares, additional PSUs will be credited to the Participant as of such distribution payment date. The number of additional PSUs (including fractional PSUs) to be credited to the Participant will be determined by dividing the dollar amount of the distribution payable in respect of the Common Shares underlying the PSUs by the PSU Fair Market Value on the date the distribution is paid. Fractional PSUs to two decimal places will be credited to the Participant.

If a Participant ceases to be an Eligible Person during the Performance Period because of Retirement or Termination (each as defined in the Share-Based Compensation Plan) of the Participant, all PSUs previously awarded to the Participant will be forfeited and cease to be credited to the Participant on the date of the Retirement or Termination, as the case may be; however, the Board will have the absolute discretion to modify the grant of the PSUs to provide that the Performance Period would end at the end of the calendar quarter immediately before the date of the Retirement or Termination, as the case may be, and the amount payable to the Participant will be calculated as of such date.

In the event of the death or total disability of a Participant during the Performance Period, the Performance Period will be deemed to end at the end of the calendar quarter immediately before the date of death or total disability of the Participant and the amount payable to the Participant or its executors, as the case may be, will be calculated as of such date.

In the event that (a) a Change of Control and (b) a Triggering Event (each as defined in the Share-Based Compensation Plan) occurs and within 12 months following such Triggering Event the Participant advises the Corporation of his or her intention to terminate his or her employment as a result thereof, the Performance Period will be deemed to end at the end of the calendar quarter immediately before the Change of Control and the amount payable to the Participant will be calculated as of such date.

Subject to the provisions of the Share-Based Compensation Plan (which could result in shortening any such period), the Performance Period in respect of a particular award will be one year from the date of grant of the applicable PSU, provided that the Board may, in its sole discretion, determine the Performance Period to be greater than one year, to a maximum of three years from the date of grant of the applicable PSU.

Subject to the terms of the amended Share-Based Compensation Plan, the Board, in its sole discretion, may pay earned PSUs in the form of cash or in Shares issued from treasury (or in a combination thereof) equal to the value of the PSUs at the end of the applicable Performance Period.

Restricted Share Units

The Board has the authority, subject to the limitations described under the heading "Maximum Award Grant" above and to the paragraphs below, to grant restricted share units of the Corporation ("**RSUs**") to any Eligible Person as a discretionary payment in consideration of past services to the Corporation, subject to the Share-Based Compensation Plan and with the specific terms and conditions thereof to be as provided in the Share-Based Compensation Plan and in the RSU agreement entered into in respect of such grant. At the end of the Restricted Period (as defined in the Share-Based Compensation Plan) applicable to a RSU and without the payment of additional consideration or any other further action on the part of the Participant, the Corporation will issue to the Participant one Common Share for each RSU held by the Participant for which the Restricted Period has expired. No Restricted Period will be longer than three years from the date of grant, subject to the Share-Based Compensation Plan.

Terms of RSUs

The Board, in its sole discretion, may determine that if and when distributions are paid on any Common Shares, additional RSUs will be credited to the Participant as of such distribution payment date. The number of additional RSUs to be credited to the Participant will be determined by dividing the dollar amount of the distribution payable in respect of the Restricted Shares (as defined in the Share-Based Compensation Plan) underlying the RSUs by the RSU Fair Market Value (as defined in the Share-Based Compensation Plan). The Restricted Period applicable to such additional RSUs, if any, will be the same as the Restricted Period, if any, for the RSUs.

In the event of the Retirement or Termination of a Participant during the Restricted Period, any RSUs held by the Participant will immediately terminate and be of no further force or effect; provided, however, that the Board will have the absolute discretion to modify the grant of the RSUs to provide that the Restricted Period will terminate immediately prior to a Participant's Termination or Retirement.

In the event of: (a) the death of a Participant, the Restricted Period in respect of any RSUs held by such Participant will be accelerated and will expire on the date of death of such Participant and the Restricted Shares represented by the RSUs held by such Participant will be issued to the Participant's estate as soon as reasonably practical thereafter, but in any event no later than 90 days thereafter; and (b) the disability of a Participant (determined in accordance with the Corporation's normal disability practices), the Restricted Period in respect of any RSUs held by such Participant will be accelerated and will expire on the date in which such Participant is determined to be totally disabled and the Restricted Shares represented by the RSUs held by the Participant will be issued to the Participant as soon as reasonably practical, but in any event no later than 30 days following receipt by the Corporation of notice of disability.

In the event that (a) a Change of Control and (b) a Triggering Event occurs and within 12 months following such Triggering Event the Participant advises the Corporation by written notice of his or her intention to terminate his or her employment as a result thereof, the Restricted Period in respect of all RSUs held by such Participant will expire on the date such written notice is received by the Corporation notwithstanding the Restricted Period.

Procedure for amending

Subject to the provisions of the Share-Based Compensation Plan and the requirements of the Exchange, the Board has the right at any time to suspend, amend or terminate the Share-Based Compensation Plan, including, but not limited to, the right: (a) with approval of Shareholders, by ordinary resolution, to make any amendment to any award agreement or the Share-Based Compensation Plan; and (b) without approval of Shareholders to make the following amendments to any award agreement or the Share-Based Compensation Plan: (i) amendments of a clerical nature; (ii) amendments to reflect any requirements of any regulatory authorities to which the Corporation is subject, including the Exchange; and (iii) amendments to vesting provisions of Awards.

Other material information Each Award Agreement will provide that except pursuant to a will or by the laws of descent and distribution, no Awards and no other right or interest of a Participant are transferable or assignable. Subject to the provisions of the Share-Based Compensation Plan, appropriate adjustments to the Share-Based Compensation Plan and to Awards will be made, and will be conclusively determined, by the Board, to give effect to adjustments in the number of Common Shares resulting from subdivisions, consolidations, substitutions, or reclassifications of the Common Shares, the payment of share dividends by the Corporation (other than dividends in the ordinary course) or other changes in the capital of the Corporation or from a Merger and Acquisition Transaction (as defined in the Share-Based Compensation Plan).

Common Share Purchase Warrants

As of the date of this Prospectus, the Corporation has 400,000 common share purchase warrants issued with an exercise price of $0.50 each and an expiry date for a period of 24 months from their date of issue. The Corporation has an additional 1,196,380 common share purchase warrants issued with an exercise price of $2.00 each and an expiry date for a period of 24 months from their date of issue.

PRIOR SALES

The following table summarizes all sales/issuances of securities of the Corporation for the 12 month period before the date of the Prospectus:

Date of Issue	Price per Security/Exercise Price ($)	Number of Securities	Type of Securities	Reason for Issuance
Mar-2019	0.01	100	Common Shares	Incorporation
Mar-Aug 2019	0.02	12,483,333[(1)]	Common Shares	Private placement
Mar-2019	0.25	800,001	Units[(2)]	Private placement
July-2019	0.25	134,500	Common Shares	Private placement
July-2019	0.50	2,261,000	Units[(3)]	Private placement

Notes:
(1) Of this amount, 2,483,333 common shares closed in August 2019
(2) Each Unit being comprised of one Common Share and one ½ common share purchase warrant, each being exercisable for a period of 24 months at a price of $0.50.
(3) Each Unit being comprised of one Common Share and one ½ common share purchase warrant, each being exercisable for a period of 24 months at a price of $2.00.

Trading Price and Volume

The Common Shares do not trade on any stock exchange.

ESCROWED SECURITIES

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 Corporation are subject to the escrow requirements.

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

(a) directors and senior officers of the Corporation, as listed in this prospectus;

(b) promoters of the Corporation during the two years preceding this Offering;

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

(d) those who own and/or control more than 20% of the Corporation's voting securities immediately after completion of this Offering; and

(e) a company, trust, partnership or other entity more than 50% held by one or more of the above; and

(f) a spouse of any of the above and their relatives that live at the same address.

The Principals of the Corporation are certain of the directors and senior officers of the Corporation. As of the date of this Prospectus, the following sets out the securities of the Corporation that, to the knowledge of the Corporation, will be held in escrow pursuant to the Escrow Agreement (the "**Escrowed Securities**"):

Name of Beneficial Shareholder	Designation of Class	Number of Securities Held in Escrow	Percentage of Class as at August 8, 2019
Emil Bodenstein	Common Shares	1,250,000	7.98%
Emil Bodenstein	Options	250,000	1.60%
Paul More	Common Shares	250,000	1.60%
Total:		**1,500,000**	**11.18%**

Note:

(1) These Common Shares will be held in escrow pursuant to the Escrow Agreement by Odyssey Trust Company, as escrow agent, and shall be released as follows: one-tenth will be released on the Listing Date; one-sixth of the remaining securities will be released on the date which is six months following the Listing Date; one-fifth of the remaining securities will be released on the date which is twelve months following the Listing Date; one-fourth of the remaining securities will be released on the date which is 18 months following the Listing Date; one-third of the remaining securities will be released on the date which is 24 months following the Listing Date; one-half of the remaining securities will be released on the date which is 30 months following the Listing Date; and the remaining securities will be released on the date which is 36 months following the Listing Date.

PRINCIPAL SECURITYHOLDERS

To the knowledge of the directors and officers of the Corporation, as of the date of this Prospectus no person beneficially owns or exercises control or direction over Common Shares carrying more than 10% of the votes attached to Common Shares.

DIRECTORS AND OFFICERS

The following table provides the names, municipalities of residence, position, principal occupations and the number of voting securities of the Corporation that each of the directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as of the date hereof:

Name and Municipality of Residence and Position with the Corporation	Director / Officer Since	Principal Occupation for the Past Five Years	Number of Common Shares Beneficially Owned
Ahmad Al Jamal Mississauga, Ontario, Canada Director	June 1, 2019	CEO of Waves E-Gaming from June 2016 to July 2019	2,490,000(2)
Khaled Sherif Mississauga, Ontario, Canada Director(1)	June 1, 2019	Business Analyst at IBM Canada from 2015 to 2017 and lead fundraiser for Public Outreach from 2014 to 2014	742,000(2)
Amit Mathur Burnaby, British Columbia, Canada Director(1)	June 1, 2019	Co-founder and COO of Livecare Health Canada from 2012 to 2019	Nil

Name and Municipality of Residence and Position with the Corporation	Director / Officer Since	Principal Occupation for the Past Five Years	Number of Common Shares Beneficially Owned
Emil Bodenstein Lutz, Florida, U.S.A. Chief Executive Officer, Director(1)	June 1, 2019	Co-founder and CEO of Jobu Media Group from 2017 to 2019 and Director of MLB Draft at O'Connel Sports from 2013 to 2017	1,250,000
Paul More Burnaby, British Columbia, Canada Chief Financial Officer	June 1, 2019	CFO of mid sized public entity in the health sector from 2012 to 2018	250,000

Note:
(1) Member of the Audit Committee
(2) These totals assume the completion of the Acquisition,

The term of office of the directors expires annually at the time of the Corporation's annual general meeting. The term of office of the officers expires at the discretion of the Corporation's directors.

As at the date of this Prospectus, the directors and officers of the Corporation as a group owned beneficially, directly or indirectly or exercise control or discretion over an aggregate of 1,500,000 Common Shares, which is equal to 9.58% of the Common Shares issued and outstanding.

Emil Bodenstein, age 47, Chief Executive Officer

Mr. Bodenstein is dedicated to combining his industry relationships with Esports content creators and influencers, with his experience representing professional Major League Baseball® ("**MLB**") baseball players as a professional agent. Mr. Bodenstein co-founded Jobu Media Group ("**Jobu**") in August 2017. Jobu successfully hosted online Esports tournaments with over 120 participants and hosted a live tournament in Las Vegas with over 23 professional MLB athletes in attendance. While at Jobu, Emil also helped develop programs for professional athletes to give back to children and charities, including events where MLB players visit hospitals to play video games with children. Emil worked as a certified MLB agent at O'Connell Sports from 2013 to 2017, and, more recently, as Director of the MLB Draft®. He represented various first round draft picks as well as established players, including "All-Stars" and World Series Champions during their marketing and playing contract negotiations. Emil graduated from Nova Southeastern University in Florida with a B.Sc. in Business Administration. It is anticipated that Mr. Bodenstein will dedicate 90% of his professional time to the Corporation.

Paul More, age 33, Chief Financial Officer

Paul More is a finance professional with over 10 years of combined experience in public and industry accounting. Prior to joining the Corporation, Paul was the CFO of a mid sized public entity in the health sector. Paul has a Bachelor of Commerce degree from the University of Northern British Columbia, with a double major in Accounting and Finance. He holds the Chartered Professional Accountant, CA designation. It is anticipated that Mr. More will dedicate 50% of his professional time to the Corporation.

Ahmad Al Jamal, age 24, Director

Ahmad Al Jamal founded Waves. Prior to founding Waves, Ahmad worked at internet cafés in Abu Dhabi where he focused on increasing sales and working in supervisory position. In 2014, Ahmad moved to Canada to further his education. He graduated from York University with a Bachelor of Commerce in 2016. Ahmad, driven by his passion for videogames, conducted market research and business development for two years before creating Waves E-

Gaming, the first dedicated Esports arena in Canada. It is anticipated that Mr. Al Jamal will dedicate 100% of his professional time to the Corporation.

Amit Mathur, age 44, Director

Dr. Amit Mathur is co-owner and founder of Omni Eye & Vision Inc. – an ophthalmology and optometry clinic with five locations across British Columbia. Since 2003 he has sat on national advisory boards to multiple pharmaceutical companies, including Allergen and Alcon. He has a passion for rural healthcare and has participated in international conferences and seminars in Asia as an advisor and keynote speaker on rural healthcare delivery. Amit has been part of the team lead on trade missions with the Secretary of State of Washington to India and has been on the advisory boards to Cross Border Education (training and educating nurses internationally) and Quality Program Services Inc. (BC Hydro's delivery agent for the Energy Conservation Assistance Program in the Lower Mainland). Dr. Mathur is also a partner at the business consulting firm, The Deetken Group, for business advisory and asset management. It is anticipated that Mr. Mathur will dedicate 50% of his professional time to the Corporation.

Khaled Sherif, age 26, Director

Khaled Sherif joined Waves in late 2017, working to design and build a scalable, state of the art Esports arena. He has since been responsible for attracting sponsorship, strategic partnerships, and day to day operations at the Waves facility. Prior to joining Waves, Khaled worked as a business analyst at IBM Canada and was responsible for providing financial oversight to clients. It is anticipated that Mr. Sherif will dedicate 100% of his professional time to the Corporation.

Audit Committee

The Board has constituted an Audit Committee comprised of Amit Mathur, Khaled Sherif, and Emil Bodenstein.

Corporate Cease Trade Orders or Bankruptcies

To the Corporation's knowledge and other than as disclosed herein, no director or executive officer or promoter of the Corporation is, as at the date of this Prospectus, or was within 10 years before the date hereof, a director, CEO or CFO of any person or corporation, including the Corporation, that:

(a) was subject to (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (an "order") that was issued while the director or executive officer or promoter was acting in the capacity of a director, the CEO or the CFO thereof; or

(b) was subject to an order that was issued after the director or executive officer or promoter ceased to be a director, the CEO or the CFO thereof and which resulted from an event that occurred while that person was acting in such capacity.

To the Corporation's knowledge and other than as disclosed herein, no director or executive officer or promoter of the Corporation or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation:

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

(b) 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, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Penalties or Sanctions

To the Corporation's knowledge and other than as disclosed herein, no director or executive officer or promoter of the Corporation or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Personal Bankruptcies

No director or officer of the Corporation, nor any shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation, nor any personal holding company of any such person has, within the ten years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Conflicts of Interest

The directors of the Corporation are required by law to act honestly and in good faith with a view to the best interests of the Corporation and to disclose any interests, which they may have in any project or opportunity of the Corporation. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. There are no known existing or potential conflicts of interest among the Corporation, its promoters, directors and officers or other members of management of the Corporation or of any proposed promoter, director, officer or other member of management as a result of their outside business interests except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Corporation and their duties as a director or officer of such other companies.

EXECUTIVE COMPENSATION

In accordance with Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*, the following is a discussion of all significant elements of compensation to be awarded to, earned by, paid to or payable to NEOs of the Corporation, once the Corporation becomes a reporting issuer, to the extent this compensation has been determined.

In this section NEO means each individual who acted as CEO of the Corporation, or acted in a similar capacity, for any part of the most recently completed financial year, each individual who acted as CFO of the Corporation, or acted in a similar capacity, for any part of the most recently completed financial year and each of the three most highly compensated executive officers, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an executive officer of the Corporation, at the end of the most recently completed financial year.

The Corporation's NEOs are CEO and Chairman, Emil Bodenstein, CFO, Paul More.

Director and named executive officer compensation, excluding compensation securities

This section sets forth the compensation paid by the Corporation for the period from incorporation on March 1, 2019 through to April 30, 2019.

Table of Compensation excluding compensation securities

Name and Position	Year Ended[(1)]	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of perquisites ($)	Value of all other Compensation ($)	Total Compensation ($)
Emil Bodenstein, CEO, Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
Paul More, CFO	2019	Nil	Nil	Nil	Nil	Nil	Nil
Khaled Sherif, Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
Ahmad Al Jamal, Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
Amit Mathur, Director	2019	Nil	Nil	Nil	Nil	Nil	Nil

Note:
(1) Fiscal period ended from date of incorporation on March 1, 2019 through to April 30, 2019

Stock options and other compensation securities

The Corporation currently has an incentive share-based compensation plan in place in order to assist the Corporation in attracting, retaining and motivating directors, officers, employees consultants and contractors of the Corporation and to closely align the interests of such service providers with the interests of the Corporation. As at the date of this Prospectus, the Corporation has issued 1,000,000 stock options. The stock options have an exercise price of $0.50 each and an expiry date that is 24 months from their date of issuance.

Employment, consulting and management agreements

Except as disclosed herein, the Corporation does not have any plan or arrangement with respect to compensation to its executive officers which would result from the resignation, retirement or any other termination of employment of the executive officers' employment with the Corporation or from a change of control of the Corporation or a change in the executive officers' responsibilities following a change in control.

The Corporation entered into consulting agreements with its CEO and chairman, Emil Bodenstein, and its CFO, Paul More, on June 1, 2019. The Corporation also entered into agreements on June 1, 2019 with its additional directors Amit Mathur, Ahmad Al Jama, and Khaled Sherif.

Oversight and description of director and named executive officer compensation

The Corporation, at its present stage, does not have any formal objectives, criteria and analysis for determining the compensation of its NEOs and primarily relies on the discussions and determinations of the Board. When determining individual compensation levels for the Corporation's NEOs, a variety of factors will be considered including: the overall financial and operating performance of the Corporation, each NEO's individual performance and contribution towards meeting corporate objectives and each NEO's level of responsibility and length of service.

The Corporation's executive compensation is intended to be consistent with the Corporation's business plans, strategies and goals, including the preservation of working capital as the Corporation seeks to complete its listing on the Exchange. The Corporation's executive compensation program is intended to provide appropriate compensation that permits the Corporation to attract and retain highly qualified and experienced senior executives and to encourage superior performance by the Corporation. The Corporation's compensation policies are intended to motivate individuals to achieve and to award compensation based on corporate and individual results.

The Corporation does not have any arrangements, standard or otherwise, pursuant to which directors are compensated by the Corporation for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts.

During the period from incorporation on March 1, 2019 through to April 30, 2019, the Corporation did not grant any stock options to directors or NEOs. As at the date of this Prospectus, the Corporation's CEO has been granted option to purchase up to 250,000 common shares in the Capital of the Company at an exercise price of $0.50 per share, with an expiry date of 24 months from the date of grant.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Prospectus, no director, executive officer or employee of the Corporation is or has been indebted to the Corporation at any time.

AUDIT COMMITTEE INFORMATION

The Charter of the Corporation's Audit Committee is attached to this Prospectus as Appendix "D".

Composition of Audit Committee and Independence

The following are the members of the audit committee:

Emil Bodenstein	Not Independent(1)	Financially literate(1)
Khaled Sherif	Independent(1)	Financially literate(1)
Amit Mathur	Independent(1)	Financially literate(1)

Note:
(1) As defined under NI 52-110.

See "*Directors and Executive Officers*" for the education and experience of each member of the Audit Committee relevant to the performance of their duties as a member of the Audit Committee.

Audit Committee Oversight

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

Reliance on Certain Exemptions

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

(a) the exemption in section 2.4 (De Minimis Non-audit Services) of NI 52-110;

(b) the exemption in subsection 6.1.1(4) (Circumstance Affecting the Business or Operations of the Venture Issuer) of NI 52-110;

(c) the exemption in subsection 6.1.1(5) (Events Outside Control of Member) of NI 52-110;

(d) the exemption in subsection 6.1.1(6) (Death, Incapacity or Resignation) of NI 52-110; or

(e) an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemptions).

Pre-Approval Policies and Procedures

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

External Auditor Service Fees

The following table sets out the audit fees incurred by the Corporation since incorporation for audit fees are as follows:

Period	Audit Fees ($)	Audit Related Fees ($)	Tax Fees ($)	All Other Fees ($)
Period from incorporation on March 1, 2019 to April 30, 2019	10,000	Nil	Nil	7,500

Exemption

The Corporation is relying on the exemption in section 6.1 of NI 52-110 from the requirements of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*).

CORPORATE GOVERNANCE DISCLOSURE

Board of Directors

The Corporation's Board currently consists of four directors, Emil Bodenstein, Khaled Sherif, Ahmad Al Jamal, and Amit Mathur, of whom all except Emil Bodenstein are independent based upon the tests for independence set forth in NI 52-110. The Board believes that good corporate governance improves corporate performance and benefits all shareholders. Regulatory authorities have implemented NI 58-101, which prescribes certain disclosure of the Corporation's corporate governance practices.

There is no specific written mandate of the Board, other than the corporate standard of care set out in the governing corporate legislation of the Corporation. The Board has overall responsibility for the management, or supervision of the management, of the business and affairs of the Corporation. The Board's primary tasks are to establish the policies, courses of action and goals of the Corporation and to monitor management's strategies and performance for realizing them.

All major acquisitions, dispositions, and investments, as well as financing and significant matters outside the ordinary course of the Corporation's business are subject to approval by the full Board. The Board does not currently have in place programs for succession planning and training of directors and management. As the growth of the Corporation continues, the Board will consider implementing such programs. In order to carry out the foregoing responsibilities the Board meets on a quarterly basis and as required by circumstances.

Directorships

As of the date of this Prospectus, no director of the Corporation also serves as a director of any other reporting issuer.

Orientation and Continuing Education

The skills and knowledge of the Board as a whole is such that no formal continuing education process is currently deemed required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing public companies. Board members are encouraged to communicate with management, auditors, and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. Board members have full access to the Corporation's records.

The Corporation provides continuing education to its directors as such need arises and encourages open discussion at all meetings in order to encourage learning by the directors.

Ethical Business Conduct

The Board views good corporate governance as an integral component to the success of the Corporation and to meet responsibilities to shareholders. The Board encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations, providing guidance to management to help them recognize and deal with ethical issues, promoting a culture of open communication, honesty and accountability and ensuring awareness of disciplinary action for violations of ethical business conduct. The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates in the best interests of the Corporation. The Board has not adopted a formal written code of ethics. As the growth of the Corporation continues, the Board will consider implementing such policies.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of view and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole.

Compensation

The Board is responsible for, among other things, reviewing and shaping all compensation arrangements for the executive officers and directors of the Corporation.

To determine the recommended compensation payable, the Board will review compensation paid for directors and executive officers of companies of similar size and stage of development and determines an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and executive officers while taking into account the financial and other resources of the Corporation.

In setting the compensation, the Board will annually review the performance of the executive officers in light of the Corporation's objectives and consider other factors that may have impacted the success of the Corporation in achieving its objectives. For further information regarding the how the Corporation determines compensation for its directors and executive officers, see "*Executive Compensation*".

Other Board Committees

As the directors are actively involved in the operations of the Corporation and the size of the Corporation's operations does not warrant a larger board of directors, the Board has determined that additional committees are not necessary at this stage of the Corporation's development. As the growth of the Corporation continues, the Board will review its corporate governance practices and implement more comprehensive corporate governance practices when appropriate. Apart from the Audit Committee, the Corporation does not currently have any other standing committees.

Assessments

The Board does not consider that formal assessments would be useful at this stage of the Corporation's development. The contributions of individual directors is informally monitored by the other Board members, having in mind the business and other strengths of the individual and the purpose of originally nominating the individual to the Board.

PLAN OF DISTRIBUTION

There are no securities being offered in connection with this Prospectus. The Corporation intends to apply to list the securities described in this Prospectus on the Exchange. Listing will be subject to the Corporation fulfilling all of the listing requirements of the Exchange. As at the date of the Prospectus, the Corporation 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 TSX Venture Exchange, Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside of Canada and the United States of America.

RISK FACTORS

AN INVESTMENT IN SECURITIES OF THE CORPORATION IS HIGHLY SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK AND SHOULD ONLY BE MADE BY INVESTORS WHO CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT.

Prior to making an investment decision, investors should consider the investment risks set forth below and those described elsewhere in this Prospectus, which are in addition to the usual risks associated with an investment in a business at an early stage of development. The directors of the Corporation consider the risks set forth below to be the most significant, but do not consider them to be all of the risks associated with an investment in securities of the Corporation. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the directors are currently unaware or which they consider not to be material in connection with the Corporation's business, actually occur, the Corporation's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of the Corporation's securities could decline and investors may lose all or part of their investment.

Risks Relating to the Business of the Corporation:

The Corporation has a limited operating history - Uncertainty of future revenues

Waves will be, until completion of the Acquisition, a privately-held corporation which was incorporated under the federal laws of Canada on May 27, 2016, and as such has a limited operating history. Accordingly, potential investors will have a limited basis on which to evaluate the Corporation's ability to achieve its business objectives.

The future success of the Corporation is dependent on management's ability to implement its strategy and achieve its business objectives. Although management is optimistic about the Corporation's prospects, there is no certainty that anticipated outcomes and sustainable revenue streams will be achieved. The Corporation faces risks frequently encountered by early-stage companies. In particular, its future growth and prospects will depend on its ability to expand its operation and gain additional revenue streams whilst at the same time maintaining effective cost controls.

The loss of one or more of the Corporation's key personnel, or its failure to attract and retain other highly qualified personnel in the future, could harm its business

The Corporation currently depends on the continued services and performance of its key personnel. The loss of key personnel, including members of management as well as other key personnel, could disrupt the Corporation's operations and have an adverse effect on its business and customer relationships. Additionally, the Corporation's success depends on the efforts and abilities of management to attract and retain qualified personnel to manage operations and growth. Failure to attract key individuals may have an adverse effect on the business, operations, and results.

Reputational risk

While Waves endeavours to police its events in order to ensure that participants abide by the rules, it is not possible to rule out the risk of participants attempting to cheat, for example by colluding with one another to 'fix' a result. If this were to occur at one of Waves' major events, it could damage the reputation of the events and Waves, and Waves could be liable for ticket refunds and potentially other charges.

Reliance on participation by well-known professional players and teams

A key element of the Corporation's strategy is to make the Waves Facility the ''go-to'' location for live and on-line Esports competitions. A key element of the Corporation's ability to fulfil this strategy is to host the best known or most highly rated competitors. If the Corporation's events do not attract the support of these Gamers, this could affect the popularity of the Corporation's events with a consequential impact on the potential revenues from those events.

Reliance on advertisers for revenue

Upon completion of the Acquisition, the Corporation expects to rely on advertisers on the Corporation's website (www.alphanorthesports.com) and at events held at the Waves Facility for a significant portion of its revenue. The inability of the Corporation to secure advertising partners may have a material adverse effect on the Corporation's business, financial condition, results of operations and prospects. Additionally, this is a relatively new and rapidly evolving industry and as such, it is difficult to predict the prospects for growth. There is no assurance that advertisers will continue to increase their purchases of online advertising or that the supply of advertising inventory on gaming digital media properties will not exceed the demand. If the industry grows more slowly than anticipated or Waves' existing products and services lose, or its new products and services fail to achieve, market acceptance, the Corporation may be unable to achieve its strategic business objectives, which could have a material adverse effect on its prospects, business, financial condition or results of operations.

Limited long-term agreements for advertising revenue

The Corporation's success requires it to maintain and expand its current advertising revenue-generating relationships and to develop new relationships. The Corporation's contracts that help drive advertising revenue generally do not include long-term obligations requiring third parties to purchase the Corporation's inventory and services or the Corporation to market their advertising inventory. As a result, the Corporation may have limited visibility as to its future advertising revenue streams. The Corporation cannot ensure its advertising revenue generating sources will continue to operate or that the Corporation will be able to replace, in a timely or effective manner, departing clients with new sources that generate comparable revenue. Any non-renewal, renegotiation, cancellation or deferral of significant advertising contracts that in the aggregate account for a significant amount of revenue, could have a material adverse effect on the Corporation's prospects, business, financial condition, and results of operations.

Brand development

The brand identity that the Corporation has developed has significantly contributed to the success of its business. Maintaining and enhancing the "Waves" brand is critical to expanding the Corporation's user base and subscribers, network of publishers, and advertisers. The Corporation believes that the importance of brand recognition will increase due to the relatively low barrier to entry in the industry. The "Waves" brand may be negatively impacted by a number of factors, including software malfunctions, delivery of incorrect information, and data privacy and security issues. If the Corporation fails to maintain and enhance its brand, or if the Corporation incurs excessive expenses in this effort, it could have a material adverse effect on the Corporation's prospects, business, financial condition, and results of operations. Maintaining and enhancing the "Waves" brand will depend largely on the Corporation's ability to continue to provide high-quality products and services, which the Corporation may not continue to do successfully.

Disruption from failure of website or third-party streaming

The Corporation's operations are expected to depend on the efficiency and "ease of use" of the Corporation's website to attract registrations from visitors. In turn, the content for live events and recorded is expected to depend on streaming provided by third parties such as Twitch, YouTube or Azubu. Any disruption to these third parties or to the Corporation's website could damage the reputation of the Waves as a host of on-line events. This could affect income from sponsors, advertisers and registered users which could damage the Corporation's business.

The Corporation depends on third parties, including users and content providers

The Corporation will be reliant to an extent on third parties, including game publishers, users and subscribers, Pitch, Twitch (and other streaming platforms), web developers and contractors used in staging live events. Some of the Corporation's and Waves' contemplated activities may require third parties to provide contracting services. There can be no assurance that these business relationships will continue to be maintained or that new ones will be successfully formed. A breach or disruption in these relationships or failure to engage contractors could be detrimental to the future business, operating results and/or profitability of the Corporation. Moreover, the Corporation's financial performance will be significantly determined by its success in adding, retaining, users and subscribers, and engaging active users of its network of digital media properties. If users do not perceive the Corporation's or Waves content as interesting, unique and useful, the Corporation may not be able to attract or retain additional users, which could adversely affect the business. In certain circumstances, the Corporation may be liable for the acts or omissions of its partners. If a third party pursues claims against the Corporation as a result of the acts or omissions of the Corporation's or Waves' partners, the Corporation's ability to recover from such partners may be limited.

Risks Relating to the Corporation's Business Model and Use of Technology:

The Corporation's IP may be subject to misappropriation

Protection of the Corporation's trade secrets, copyrights, trademarks, domain names and other product rights of the Corporation will be important to its success. The Corporation will protect its IP rights by relying on trademark protection, common law rights as well as contractual restrictions. However, the Corporation and Waves do not own any patents or have any patents pending, and have not made any applications for such intellectual property registrations and do not intend to do so in the near future. As such, the steps that the Corporation will take to protect its intellectual property, including contractual arrangements, may not be sufficient to prevent the misappropriation of its proprietary information or deter independent development of similar technologies and products by others.

In the future, should the Corporation proceed to register its IP in one or more jurisdictions, it would be a process that is likely expensive and time consuming and ultimately, it may not be successful in registering its IP in any or all of such jurisdictions. The absence of registered IP rights, or the failure to obtain such registrations in the future, may result in the Corporation being unable to successfully prevent its competitors from imitating its products, services, and processes. Such imitation may lead to increased competition. Even if the Corporation's IP rights were registered, its IP rights may not be sufficiently comprehensive to prevent its competitors from developing similar competitive products, services, and processes.

Litigation may be necessary to enforce the Corporation's IP rights. Litigation of this nature, regardless of the outcome, could result in substantial costs, adverse publicity or diversion of management and technical resources, any of which could adversely affect the Corporation's business and operating results. Moreover, due to the differences in foreign laws concerning proprietary rights, the Corporation's IP may not receive the same degree of protection in foreign countries as it would in Canada or the United States. The Corporation's failure to possess, obtain or maintain adequate protection of its IP rights for any reason could have a material adverse effect on its business, results of operations, and financial condition.

The Corporation may face allegations that it has infringed the trademarks, copyrights, patents, and other IP rights of third parties, including from its competitors and former employers of the Corporation's personnel.

If the Corporation's contemplated products, services, or solutions employ subject matter that is claimed under its competitors' IP, those companies may bring infringement actions against the Corporation. Whether a product infringes a patent or other IP right involves complex legal and factual issues, the determination of which is often uncertain.

Infringement and other IP claims, with or without merit, can be expensive and time consuming to litigate, and the results are difficult to predict. The Corporation may not have the financial and human resources to defend against any infringement suits that may be brought. As the result of any court judgment or settlement, the Corporation may be obligated to cancel the launch of a new product offering, stop offering certain features, pay royalties or significant settlement costs, purchase licences or modify its software and features, or develop substitutes.

In addition, the Corporation uses open source software and expects to continue to use open source software in the future. From time to time, the Corporation may face claims from companies that incorporate open source software into their products, claiming ownership of, or demanding release of, the source code, the open source software and/or derivative works that were developed using such software, or otherwise seeking to enforce the terms of the applicable open source licence. These claims could also result in litigation, require the Corporation to purchase a costly licence or require the Corporation to devote additional research and development resources, any of which would have a negative effect on its business and operating results.

The Corporation's business is highly competitive. Competition presents an ongoing threat to the success of its business of its business.

The market in which Waves operates is competitive and fast moving and may become even more competitive. There can be no guarantee that the Corporation's competitors will not develop similar or superior services to Waves' services which may render the Corporation uncompetitive. Some of the Corporation's current and potential competitors have significantly greater resources and better competitive positions in certain markets than the Corporation does. These factors may allow the Corporation's competitors to respond more effectively than the Corporation to new or emerging technologies and changes in market requirements, including changes to government regulation.

There is no certainty that the Corporation's competitors will not develop similar or superior services which may render the Corporation uncompetitive. Certain competitors have more established relationships and greater financial resources and they can use their resources against the Corporation in a variety of competitive ways, including by making acquisitions, investing aggressively in research and development, and competing aggressively for advertisers, technologies, digital media rights, websites, and applications. There is no assurance that the Corporation will be able to maintain its position in the marketplace.

Regulation

Waves is subject to general business regulations and laws as well as regulations and laws specifically governing the internet, gaming, eCommerce and electronic devices. Existing and future laws and regulations may impede the Corporation's growth strategies. These regulations and laws may cover taxation, privacy, data protection, pricing, content, copyrights, distribution, mobile communications, consumer protection, wagering, the provision of online payment services web services, websites, and the characteristics and quality of products and services. Unfavourable changes in regulations and laws could decrease demand for the Corporation's events, online offering and merchandise, increase its cost of doing business or otherwise have a material adverse effect on the Corporation's reputation, popularity, results of operations and financial condition.

Publisher authorization

A portion of the Corporation's business model is anticipated to depend upon taking footage from computer and console games, generated either by subscribers or at Waves events, and to stream live footage online. Technically, these activities infringe copyright in the games, and so could lead to an infringement claim against the Corporation if done without the licence or consent of the game publishers. To date, publishers have consented (expressly or implicitly) to the use of their games at the Wave's events and on-line, as it provides a good advertisement for their games. Waves has obtained, or will obtain any necessary assurances from the publishers whose games it intends to use in the 2019 Schedule, but there remains the possibility that there may be a change in policy by one or more of the publishers in the future. Any such change of policy may result in publishers choosing to withdraw their consent for Waves to make use of their games at events and on-line subject to commercial terms, including payment obligations. Management has no reason to believe that a change in practice is imminent or likely and are confident that the Corporation could maintain its business if some games were excluded from the site or if a small licence fee were to be charged for use of the games.

The Corporation's management team has limited experience managing a public company, and regulatory compliance may divert its attention from the day-to-day management of its business

The individuals who now constitute the Corporation's management team have limited experience managing a publicly-traded company and limited experience complying with the increasingly complex laws pertaining to public companies. The Corporation's management team may not successfully or efficiently manage a public company that is subject to significant regulatory oversight and reporting obligations.

The requirements of being a public company may strain the Corporation's resources, divert management's attention and affect its ability to attract and retain executive management and qualified board members

As a reporting issuer, the Corporation will be subject to the reporting requirements of applicable securities legislation of the jurisdiction in which it is a reporting issuer, the listing requirements of the Exchange and other applicable securities rules and regulations. Compliance with these rules and regulations will increase the Corporation's legal and financial compliance costs, make some activities more difficult, time consuming or costly and increase demand on its systems and resources. Applicable securities laws would require the Corporation to, among other things, file certain annual and quarterly reports with respect to its business and results of operations. In addition, applicable securities laws require the Corporation to, among other things, maintain effective disclosure controls and procedures and internal control over financial reporting. In order to maintain and, if required, improve its disclosure controls and procedures and internal control over financial reporting to meet this standard, significant resources and management oversight may be required. Specifically, due to the increasing complexity of its transactions, it is anticipated that the Corporation will improve its disclosure controls and procedures and internal control over financial reporting primarily through the continued development and implementation of formal policies, improved processes and documentation procedures, as well as the continued sourcing of additional finance resources. As a result, management's attention may be diverted from other business concerns, which could harm the Corporation's business and results of operations. To comply with these requirements, the Corporation may need to hire more employees in the future or engage outside consultants, which will increase its costs and expenses.

In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time consuming. These laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. The Corporation intends to continue to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management's time and attention from revenue generating activities to compliance activities. If its efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to their application and practice, regulatory authorities may initiate legal proceedings against the Corporation and the Corporation's business may be adversely affected.

As a public company subject to these rules and regulations, the Corporation may find it more expensive for it to obtain director and officer liability insurance, and it may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for the Corporation to attract and retain qualified members of its board of directors, particularly to serve on its audit committee, and qualified executive officers.

As a result of disclosure of information in filings required of a public company, the Corporation's business and financial condition will become more visible, which may result in threatened or actual litigation, including by competitors and other third parties. If such claims are successful, the Corporation's business and results of operations could be harmed, and even if the claims do not result in litigation or are resolved in its favour, these claims, and the time and resources necessary to resolve them, could divert the resources of the Corporation's management and harm its business and results of operations.

Reliance on third party owned communication networks

The delivery of Waves products and services and, upon completion of the Acquisition, a significant portion of the Corporation's expected revenues will be dependent on the continued use and expansion of third party owned communication networks, including wireless networks and the internet. No assurance can be given of the use and expansion of these networks as a medium of communications for the Corporation.

Effective delivery of Waves products and services through the internet is dependent on internet service providers continuing to expand high-speed internet access, maintaining reliable networks with the necessary speeds, data capacity and security, and developing complementary products and services for providing reliable and timely access and services. Changes in access fees (for example, revising the application of bandwidth caps or other metered usage schemes) to users may adversely affect the ability or willingness of users to access the Corporation's content. Changes in access fees to distributors, such as the Corporation or its service providers, or a departure from "net neutrality" (the principle that all forms of internet traffic (including video, voice, and text) are subject to equal treatment in transmission speed and quality) or its governing regulations, could result in increased costs to the Corporation. All of these factors are out of the Corporation's control and manifestation of any of them could ultimately have a material adverse effect on the Corporation's prospects, business, financial condition or results of operations.

In addition, increasing traffic, user numbers or bandwidth requirements may result in a decline in internet (or a subset thereof, including in particular mobile internet) performance and/or reliability. Internet outages, delays or loss of network connectivity may result in partial or total failure of the Corporation's services, additional and unexpected expenses to fund further product development or to add programming personnel to complete a development project, or the loss of revenue because of the inability of users to access the Corporation's network of digital properties, any of which could have a material adverse effect on the Corporation's prospects, business, financial condition or results of operations.

Security of The Corporation's digital media properties

The Corporation will not be able to guarantee absolute protection against unauthorized attempts to access its IT systems, including malicious third-party applications or denial of service attacks that may interfere with or exploit security flaws in its digital media properties. Viruses, worms, and other malicious software programs could jeopardize the security of information stored in a user's computer or in the Corporation's computer systems or attempt to change the internet experience of users by interfering with the Corporation's ability to connect with a user. If any compromise to the Corporation's security measures were to occur and the Corporation's efforts to combat this breach were unsuccessful, the Corporation's reputation may be harmed leading to an adverse effect on the Corporation's financial condition and future prospects.

Risks Relating to Securities:

The price of the securities of the Corporation may fluctuate significantly, which may make it difficult for holders of securities of the Corporation to sell their securities at a time or price they find attractive

The Corporation's stock price may fluctuate significantly as a result of a variety of factors, many of which are beyond its control. In addition to those described under *"Forward Looking Information"* these factors include:

- actual or anticipated quarterly fluctuations in its operating results and financial condition;
- changes in financial estimates or publication of research reports and recommendations by financial analysts with respect to it or other financial institutions;
- divergence in financial results from analysts' expectations,
- reports in the press or investment community generally or relating to the Corporation's reputation or the industry in which it operates;
- strategic actions by the Corporation or its competitors, such as acquisitions, restructurings, dispositions, or financings;
- fluctuations in the stock price and operating results of the Corporation's competitors;
- changes in the business prospects for the Corporation,
- future sales of the Corporation's equity or equity-related securities;
- proposed or adopted regulatory or legislative changes or developments; and
- domestic and international economic factors unrelated to the Corporation's performance.

In addition, stock markets have from time to time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for the Common Shares, including for reasons unrelated to their operating performance. These broad market fluctuations may adversely affect the Corporation's stock price, notwithstanding the Corporation's operating results. The Corporation expects that the market price of the Common Shares will fluctuate and there can be no assurances about the market prices of such shares.

The Corporation does not know whether an active, liquid and orderly trading market will develop for the securities of the Corporation or what the market price of the securities of the Corporation will be and as a result it may be difficult for investors to sell their securities of the Corporation

An active trading market for securities of the Corporation may never develop or be sustained following the listing. The lack of an active market may impair an investor's ability to sell their securities of the Corporation at the time they wish to sell them or at a price that they consider reasonable. The lack of an active market may also reduce the fair market value of an investor's securities of the Corporation. Further, an inactive market may also impair the Corporation's ability to raise capital by selling securities of the Corporation and may impair its ability to enter into collaborations or acquire companies or products by using securities of the Corporation as consideration. The market price of securities of the Corporation may be volatile, and an investor could lose all or part of their investment.

The Corporation does not intend to pay dividends on the Common Shares for the foreseeable future

The Corporation currently does not plan to declare dividends on the Common Shares in the foreseeable future. Any determination to pay dividends in the future will be at the discretion of the board of directors of the Corporation. Consequently, an investor's only opportunity to achieve a return on the investment in the Corporation will be if the market price of the Common Shares appreciates and the investor sells shares at a profit. Any dividends paid by the Corporation would be subject to tax and, potentially, withholdings.

If research analysts do not publish research about the Corporation's business or if they issue unfavourable commentary or downgrade the Common Shares, the Corporation's stock price and trading volume could decline

The trading market for the securities of the Corporation may depend in part on the research and reports that research analysts publish about the Corporation and its business. If the Corporation does not maintain adequate research coverage, or if one or more analysts who covers the Corporation downgrades its stock or publishes inaccurate or unfavourable research about the Corporation's business, the price of the Common Shares could decline. If one or more of the research analysts ceases to cover the Corporation or fails to publish reports on it regularly, demand for securities of the Corporation could decrease, which could cause the Corporation's stock price or trading volume to decline.

The market price of the Common Shares may decline due to the large number of outstanding common shares eligible for future sale

Sales of substantial amounts of Common Shares in the public market, or the perception that these sales could occur, could cause the market price of Common Shares to decline. These sales could also make it more difficult for the Corporation to raise additional capital by issuing additional Common Shares or other securities on terms favourable to the Corporation or the Corporation's shareholders, or at all. The Corporation may also issue common shares or securities convertible into common shares from time to time in connection with a financing, acquisition or otherwise. Any such issuance could result in substantial dilution to existing holders of common shares and cause the trading price of the Corporation's securities to decline.

The Corporation may issue additional equity securities, or engage in other transactions that could dilute its book value or affect the priority of the Common Shares, which may adversely affect the market price of Common Shares

Although the Corporation does not currently require funding and has funds in place for the next 12 months, the Corporation may require additional financial resources to fund its long-term expansion, and the board of directors of the Corporation may determine from time to time that it needs to raise additional capital by issuing additional Common Shares or other securities, through public or private financing. No assurance can be given that any such additional financing will be available or that, if available, it will be available on terms favourable to the Corporation or the Corporation's shareholders. Except as otherwise described in this Filing Statement, the Corporation will not be restricted from issuing additional Common Shares, including securities that are convertible into or exchangeable for, or that represent the right to receive, Common Shares. Because the Corporation's decision to issue securities in any future offering will depend on market conditions and other factors beyond the Corporation's control, it cannot predict or estimate the amount, timing, or nature of any future offerings, or the prices at which such offerings may be affected. Additional equity offerings may dilute the holdings of its existing shareholders or reduce the market price of its common stock, or both. Holders of Common Shares are not entitled to pre-emptive rights or other protections against dilution. New investors also may have rights, preferences, and privileges that are senior to, and that adversely affect the Corporation's then-current holders of Common Shares. Additionally, if the Corporation raises additional capital by making offerings of debt or preference shares, upon liquidation of the Corporation, holders of its debt securities and preference shares, and lenders with respect to other borrowings, may receive distributions of its available assets before the holders of Common Shares.

The Corporation may invest or spend the proceeds of the Financing in ways with which investors may not agree or in ways which may not yield a return

The Corporation's management will have broad discretion in using the net proceeds from the Financing. Investors will not have the opportunity, as part of their investment decision, to assess whether the proceeds will be used appropriately, and investors may disagree with how they are used. Investors will be relying on the judgment of the Corporation's management who may fail to apply such proceeds in ways that benefit the business or increase its value. If the proceeds are not applied effectively, the ability to maintain and grow the business could be impaired.

Conflicts of interest

Certain of the directors and officers of the Corporation are also directors and officers of other companies or are engaged and will continue to be engaged in activities that may put them in conflict with the business strategy of the Corporation. Consequently, there exists the possibility for such directors and officers to be in a position of conflict. All decisions to be made by such directors and officers involving the Corporation are required to be made in accordance with their duties and obligations to act honestly and in good faith with a view to the best interests of the Corporation. In addition, such directors and officers are required to declare their interests in, and such directors are required to refrain from voting on, any matter in which they may have a material conflict of interest.

Currency fluctuations

The Corporation's reporting currency is Canadian dollars but an increasing proportion of the Corporation's revenue may be earned and expenses may be incurred in other currencies, including the US dollar. The movement of the US dollar against the Canadian dollar could have a material adverse effect on the Corporation's prospects, business, financial condition, and results of operation.

Historical Losses and Negative Operating Cash Flows

The Corporation has a history of operating losses and may generate continued operating losses and negative cash flows in the future while it carries out its current business plan to further develop and expand its network of digital media properties. The Corporation has made significant up-front investments in acquiring significant digital media assets, marketing, and general and administrative expenses in order to rapidly develop and expand its business. The successful development and commercialization of these operations will depend on a number of significant financial, logistical, technical, marketing, legal, competitive, economic and other factors, the outcome of which cannot be predicted. There is no guarantee that the Corporation's operations will be profitable or produce positive cash flow or that the Corporation will be successful in generating significant revenues in the future or at all. While the Corporation can utilise cash and cash equivalents to fund its operating and growth expenditures, it does not have access to significant committed credit facilities or other committed sources of funding. The Corporation's inability to ultimately generate sufficient revenues to become profitable and have positive cash flows could have a material adverse effect on its prospects, business, financial condition, results of operations or overall viability as an operating business.

Tax Considerations Applicable to an Investment in the Common Shares

Each prospective investor should consult with their own tax advisor with respect to the Canadian and non-Canadian income tax consequences of acquiring, holding, and disposing of Common Shares, based on each prospective investor's particular circumstances.

PROMOTERS

Ahmad Al Jamal took the initiative in founding the Waves and, accordingly, may be considered a promoter of the Corporation within the meaning of applicable securities legislation in British Columbia. Upon completion of the Acquisition, he will beneficially own or control, directly or indirectly, an aggregate of 2,490,000 Common Shares.

See "*Options to Purchase Securities*"; "*Directors and Executive Officers*"; "*Executive Compensation*" and "*Interest of Management and Others in Material Transactions*" for disclosure regarding the Corporation's promoters.

LEGAL PROCEEDINGS AND REGULATORY MATTERS

The Corporation is not a party to any legal proceedings or regulatory actions and is not aware of any such proceedings known to be contemplated.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No person who is: (a) a director or executive officer of the Corporation; (b) a person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10 percent of any class or series of the Corporation's outstanding voting securities; (c) an associate or affiliate of any of the persons or companies referred to in paragraphs (a) or (b), has any material interest, direct or indirect, in any material transaction since incorporation or in any proposed transaction that has materially affected or will materially affect the Corporation.

AUDITOR, TRANSFER AGENT AND REGISTRARS

The auditors of the Corporation are Davidson & Company LLP, Chartered Professional Accountants of 1200 – 609 Granville Street, Pacific Centre, Vancouver, British Columbia, V7Y 1G6. They have advised the Corporation that they are independent of the Corporation within the meaning of the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of British Columbia.

The Corporation intends to appoint, in due course, Odyssey Trust Company, located at United Kingdom Building, 323 – 409 Granville Street, Vancouver, British Columbia, V6C 1T2, as the registrar and transfer agent of the Corporation.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Corporation since its incorporation, which are currently in effect and considered to be currently material:

1. Amended and Restated Share Exchange Agreement, between Waves, the Waves Shareholders, and the Corporation (formerly 1199515 B.C. Ltd.), dated June 19, 2019;

2. Investor Relations Engagement Agreement, between the Corporation and Investing News Network, dated May 16, 2019, where the vendor will provide lead generation, news marketing, social media marketing, and newsletter advertising, for a period of 12 months.

3. Consulting Agreement, between Emil Bodenstein and the Corporation, dated June 1, 2019, where the consultant will provide CEO related services for a period of 36 months.

4. Consulting Agreement, between Paul More and the Corporation, dated June 1, 2019, where the consultant will provide CFO related services for a period of 24 months.

5. Consulting Agreement, between Matt Schmidt and the Corporation, dated June 1, 2019, where the consultant will provide visual portfolio management related services for a period of 12 months.

6. Lease Agreement, between Waves and 1041886 Ontario Limited (the "**Landlord**"), dated April 10, 2018, where the Landlord will provide designated space for the Waves Facility for a term expiring on October 31, 2025. Waves has the option to renew the lease for a term of an additional five years, with written notice of Waves' intent to exercise such option to be provided to the Landlord at between nine and twelve months notice prior to the expiration of the initial term. Waves has paid the amount equal to one month of rent as security deposit. Waves pays the Minimum rent and Additional Rent on a monthly basis. In addition to utilities payable in connection with the premises, Waves is liable for its proportionate share of all operating costs, including insurance in respect of the premises, maintenance, janitorial and snow removal services, and real property taxes. Waves has access to the common area, including parking for its customers. The permitted use of the premises is limited to the business of offices and the operation of a Gaming company.

EXPERTS

Davidson & Company LLP, Chartered Professional Accountants, have audited the Corporation's Financial Statements.

No person or company whose profession or business gives authority to a report, valuation, statement or opinion and whom is named as having prepared or certified a report or valuation described or included in this Prospectus holds or is to hold any beneficial or registered interest, direct or indirect, in any securities or property of the Corporation or any associate of the Corporation.

As at the date hereof, none of the aforementioned persons beneficially owns, directly or indirectly, securities of the Corporation or its associates and affiliates. In addition, none of the aforementioned persons nor any director, officer or employee of any of the aforementioned persons, is or is expected to be elected, appointed or employed as, a director, senior officer or employee of the Corporation or of an associate or affiliate of the Corporation, or as a promoter of the Corporation or an associate or affiliate of the Corporation.

OTHER MATERIAL FACTS

To management's knowledge, there are no other material facts relating to the Corporation that are not otherwise disclosed in this Prospectus or are necessary for the Prospectus to contain full, true and plain disclosure of all material facts relating to the Corporation.

FINANCIAL STATEMENT DISCLOSURE

The following financial statements are included herein:

APPENDIX "A"	-	ALPHA NORTH ESPORTS & ENTERTAINMENT INC. - FINANCIAL STATEMENTS FOR THE PERIOD FROM INCEPTION ON MARCH 1, 2019 TO APRIL 30, 2019
APPENDIX "B"	-	ALPHA NORTH ESPORTS & ENTERTAINMENT INC. - MANAGEMENT DISCUSSION AND ANALYSIS FOR THE PERIOD FROM INCEPTION ON MARCH 1, 2019 TO APRIL 30, 2019
APPENDIX "C"	-	ALPHA NORTH ESPORTS & ENTERTAINMENT INC. - SHARE-BASED COMPENSATION PLAN
APPENDIX "D"	-	ALPHA NORTH ESPORTS & ENTERTAINMENT INC. - AUDIT COMMITTEE CHARTER

APPENDIX “E”	-	WAVES E-GAMING INC. - FINANCIAL STATEMENTS FOR THE YEAR ENDED APRIL 30, 2019
APPENDIX “F”	-	WAVES E-GAMING INC. - MANAGEMENT’S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED APRIL 30, 2019
APPENDIX “G”		ALPHA NORTH ESPORTS & ENTERTAINMENT INC. - PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS AS AT APRIL 30, 2019

APPENDIX "A"
ALPHA NORTH ESPORTS & ENTERTAINMENT INC. FINANCIAL STATEMENTS FOR THE PERIOD FROM INCEPTION ON MARCH 1, 2019 TO APRIL 30, 2019 (ATTACHED)

Alpha North Esports & Entertainment Inc.

Financial Statements

For the period from incorporation on March 1, 2019 to April 30, 2019

(Expressed in Canadian Dollars)

INDEPENDENT AUDITOR’S REPORT

Alpha North Esports & Entertainment Inc.
Statement of Financial Position
As at April 30, 2019
(Expressed in Canadian dollars)

As at	Notes		April 30, 2019
ASSETS			
Current Assets			
Cash		$	205,514
Interest receivable	6		1,753
Loan receivable	6		200,000
TOTAL ASSETS		$	407,267
LIABILITIES			
Current			
Accounts payable and accrued liabilities		$	23,384
SHAREHOLDERS' EQUITY			
Share capital	5		395,501
Subscriptions received	5		5,750
Deficit			(17,368)
Total equity			383,883
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		$	407,267

Nature of operations – Note 1
Going concern – Note 2
Subsequent event – Note 11

These financial statements were authorized for issue by the Board of Directors on July xx, 2019.

Approved on behalf of the Board of Director:

"HARWINDER PARMAR", Director

The accompanying notes are an integral part of these financial statements.

Alpha North Esports & Entertainment Inc.
Statement of Loss and Comprehensive Loss
For the period from incorporation on March 1, 2019 to April 30, 2019
(Expressed in Canadian dollars)

		Period ended April 30, 2019
EXPENSES		
Office and miscellaneous	$	239
Professional fees		18,882
TOTAL OPERATING EXPENSES		(19,121)
OTHER ITEM		
Interest income		1,753
		(17,368)
LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	$	(17,368)
Loss per share, basic and diluted	$	(0.002)
Weighted average number of common shares outstanding – Basic and diluted		7,560,101

The accompanying notes are an integral part of these financial statements.

Alpha North Esports & Entertainment Inc.
Statement of Changes in Shareholders' Equity
For the period from incorporation on March 1, 2019 to April 30, 2019
(Expressed in Canadian dollars)

	Share Capital				
	Number	**Amount**	**Subscriptions Received**	**Deficit**	**Total Equity**
		$	$	$	$
Incorporation, March 1, 2019	-	-	-	-	-
Incorporation shares – Class A	100	1	-	-	1
Private placement	10,800,001	400,000	-	-	400,000
Share issuance cost	-	(4,500)	-	-	(4,500)
Subscription receipts	-	-	5,750	-	5,750
Net loss for the period	-	-	-	(17,368)	(17,368)
April 30, 2019	10,800,101	395,501	5,750	(17,368)	383,883

The accompanying notes are an integral part of these financial statements.

Alpha North Esports & Entertainment Inc.
Statement of Cash Flows
For the period from incorporation on March 1, 2019 to April 30, 2019
(Expressed in Canadian dollars)

		Period ended April 30, 2019
Cash (used in) provided by:		
OPERATING ACTIVITIES		
Net loss for the period	$	(17,368)
Items not involving cash:		
Interest income		(1,753)
Net changes in non-cash working capital items:		
Accounts payable and accrued liabilities		18,884
Net cash used in operating activities		(237)
INVESTING ACTIVITIES:		
Loan receivable		(200,000)
Cash used in investing activities		(200,000)
FINANCING ACTIVITIES:		
Proceeds from issuance of common shares		1
Proceeds from private placement		400,000
Subscriptions received		5,750
Cash provided by financing activities		405,751
Net increase in cash		205,514
Cash, beginning of period		-
Cash, end of period	$	205,514

Cash paid for interest	**$**	-
Cash paid for income taxes	**$**	-
Share issuance cost included in accounts payable	**$**	4,500

The accompanying notes are an integral part of these financial statements.

1. NATURE OF OPERATIONS

Alpha North Esports & Entertainment Inc. (‘the Company’) was incorporated under the laws of British Columbia on March 1, 2019. The Company’s registered office is 2710-200 Granville, Vancouver, British Columbia V6C 1S4.

The Company was incorporated in order to facilitate the Share Exchange Agreement (‘Agreement’) with Waves E-Gaming Inc. (‘Waves’), a private company. Pursuant to the terms of the Agreement, the shareholders of Waves will transfer all their issued and outstanding shares to the Company in exchange for a pro rated number of shares of the Company. Consequently, the transaction will constitute control of Waves by the Company, with Waves representing a wholly-owned subsidiary of the Company for accounting and reporting purposes. This transaction has not yet completed as of the date of the audit report.

Upon completion of the share exchange transaction, the Company will pursue a going-public transaction and list its shares on the Canadian Stock Exchange (‘CSE’). The Company will focus it’s business on pursuing opportunities in the e-gaming and entertainment industry.

These audited financial statements of the Company for the period ended March 31, 2019, were approved by the Board of Director on July xx, 2019.

2. GOING CONCERN

The Company has incurred losses since inception and has no current source of operating revenue and is accordingly dependent upon the receipt of equity and/or related party debt financing on terms which are acceptable to it.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of material uncertainties related to events or conditions that cast significant doubt upon the Company's ability to continue as a going concern.

3. BASIS OF PRESENTATION

These financial statements have been prepared on a historical cost basis. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The accounting policies below have been applied to all periods presented in these financial statements and are based on International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretation Committee (“IFRIC”).

3.1. Basis of measurement

These financial statements have been prepared using the measurement basis specified by IFRS for each type of asset, liability, revenue and expense. Certain items are stated at fair value.

3.2. Significant judgments, estimates and assumptions

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

Critical Accounting Judgments

The assumption that the Company will be able to continue as a going concern is subject to critical judgments by management with respect to assumptions surrounding the short and long-term operating budget, expected profitability, investing and financing activities and management's strategic planning. Should those judgments prove to be inaccurate, management's continued use of the going concern assumption could be inappropriate.

Financial Instruments

The determination of categories of financial assets and financial liabilities has been identified as an accounting policy which involves judgements or assessments made by management.

Critical Accounting Estimates

Critical Accounting Estimate

Income Taxes

The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for income taxes.

3.3 Foreign Currency Translation

Functional currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates (the "functional currency").

The functional currency of the Company was determined to be the Canadian dollar.

3.3 Foreign Currency Translation (continued)

Transactions and balances

Foreign currency transactions are translated into the relevant functional currency using the exchange rate prevailing at the date of the transaction. Foreign currency gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of profit or loss.

4. SIGNIFICANT ACCOUNTING POLICIES

4.1 Provisions

Liabilities are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation. A provision is a liability of uncertain timing or amount.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects the current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to the passage of time is recognized as a financing expense.

4.2 Income Taxes

Tax expense recognized in profit or loss comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity.

Current tax assets and liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting periods, that are unpaid at the reporting date. Current tax is payable on taxable profit which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax is not provided on the initial recognition of goodwill or on the initial recognition of an asset or liability unless the related transaction is a business combination or affects taxable profit or accounting profit. Deferred tax liabilities on temporary differences associated with shares in subsidiaries and joint ventures is not provided for if reversal of these temporary differences can be controlled by the Company and it is probable that reversal will not occur in the foreseeable future.

4.3 Income Taxes (continued)

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are likely to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in profit or loss in the period that includes the substantive enactment date. Deferred tax assets are recognized for all temporary differences, carry-forward of unused tax credits and unused tax losses to the extent that it is probable that future taxable profits will be available against which they can be utilized.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realization, provided they are enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset only when the Company has a right and intention to offset current tax assets and liabilities from the same taxation authority and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same entity or different entities which intend to settle current tax assets and liabilities on a net basis or simultaneously in each future period in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

Changes in deferred tax assets or liabilities are recognized as a component of income or expense in profit or loss, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively.

4.4 Share capital

The Company records proceeds from share issuances net of issue costs and any tax effects in shareholders' equity. Common shares issued for consideration other than cash are valued based on their market value at the date the shares were granted. Common shares held by the Company are classified as treasury stock and recorded as a reduction to shareholders' equity.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in private placements to be the more easily measurable component of unit offerings and the common shares are valued at their fair value, as determined by the closing quoted bid price on the announcement date. The balance, if any, is allocated to any attached warrants or other features. Any fair value attributed to warrants is recorded as contributed surplus.

4.5 Share-based Payments

Share-based payment arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity-settled transactions and, when determinable, are recorded at the value of the goods and services received. If the value of the goods and services received is not determinable, then the fair value of the share-based payment is used.

The Company uses a fair value-based method (Black-Scholes Option Pricing Model) for all share options granted to directors, employees and certain non-employees. For directors and employees, the fair value of the share options is measured at the date of grant. For grants to non-employees where the fair value of the goods or services is not determinable, the fair value of the share options is measured on the date the services are received.

The fair value of share-based payments is charged either to profit or loss, with the offsetting credit to contributed surplus. For directors, employees and consultants, the share options are recognized over the vesting period based on the best available estimate of the number of share options expected to vest. If options vest immediately, the expense is recognized when the options are issued. Estimates are subsequently revised if there is any indication that the number of share options expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognized in the current period. No adjustment is made to any expense recognized in prior periods where vested. For non-employees, the share options are recognized over the related service period. When share options are exercised, the amounts previously recognized in contributed surplus are transferred to share capital.

In the event share options are forfeited prior to vesting, the associated fair value recorded to date is reversed. The fair value of any vested share options that expire remain in contributed surplus.

4.6 Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Related party transactions that are in the normal course of business and have commercial substance are measured at the exchange amount.

4.7 Earnings (Loss) per Share

Basic earnings (loss) per share is computed by dividing net income (loss) (the numerator) by the weighted average number of outstanding common shares for the period (denominator). In computing diluted earnings per share, an adjustment is made for the dilutive effect of outstanding share options, warrants and other convertible instruments.

In the periods when the Company reports a net loss, the effect of potential issuances of shares under share options and other convertible instruments is anti-dilutive. Therefore, basic and diluted loss per share are the same. When diluted earnings per share is calculated, only those share options and other convertible instruments with exercise prices below the average trading price of the Company's common shares for the period will be dilutive.

4.8 Financial Instruments - Recognition and Measurement

The following is the Company's accounting policy for financial instruments under IFRS 9:

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The Company classifies its financial instruments as follows:

Financial assets/liabilities	
Cash	FVTPL
Interest receivable	FVTPL
Loan receivable	Amortized cost
Accounts payable and accrued liabilities	Amortized cost

4.8 Financial Instruments - Recognition and Measurement (continued)

(ii) Measurement

Financial assets and liabilities at amortized cost.

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL.

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statement of loss in the period in which they arise.

(iii) Impairment of financial assets at amortized cost.

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of loss.

4.9 Comprehensive Loss

Total comprehensive loss comprises all components of profit or loss and other comprehensive loss. Other comprehensive loss includes items such as gains and losses on re-measuring financial instruments designated as FVOCI financial assets and the effective portion of gains and losses on hedging instruments in a cash flow hedge.

4.10 Changes in Significant Accounting Policies

Accounting standard anticipated to be effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning after January 1, 2019, or later periods. New standards and updates, which are not applicable or are not consequential to the Company, have been excluded from the list below.

IFRS 16, *Leases*, specifies how an entity will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17 Leases. IFRS 16 is effective for years beginning after January 1, 2019. The Company does not anticipate the adoption of this standard to have a significant impact on the Company's financial statements.

IFRIC 23, It may be unclear how tax law applies to a particular transaction or circumstance, or whether a taxation authority will accept a company's tax treatment. IAS 12 *Income Taxes* specifies how to account for current and deferred tax, but not how to reflect the effects of uncertainty. IFRIC 23 provides requirements that add to the requirements in IAS 12 by specifying how to reflect the effects of uncertainty in accounting for income taxes. IFRIC 23 is effective for years beginning after January 1, 2019. The Company does not anticipate the adoption of this standard to have a significant impact on the Company's financial statements.

5. EQUITY

5.1 Authorized Share Capital

1. Unlimited number of Class "A" Common voting shares without par value
2. Unlimited number of Class "B" Common non-voting shares without par value

5.2 Shares Issued

Shares issued and outstanding as at April 30, 2019 are 10,800,101 Class A common shares.

During the period ended April 30, 2019, the following share transactions occurred:

On March 1, 2019, the Company issued 100 Class A common shares at $0.01 per common share for total proceeds of $1 pursuant to incorporation;

On March 19, 2019, the Company issued 10,000,000 Class A common shares at $0.02 per common share for total proceeds of $200,000 pursuant to a private placement;

On March 19, 2019, the Company issued 800,001 units at $0.25 per common share for total proceeds of $200,000 pursuant to a private placement. Each unit is comprised of one common share and one half common share purchase warrant exercisable at $0.50 for a period of 24 months from the date of issuance.

(Expressed in Canadian dollars)

5.2 Shares Issued (continued)

As at April 30, 2019, the Company raised $5,750 included in subscriptions received, pursuant to a private placement that has not closed as of the date of these audited financial statements.

The Company incurred legal fees of $4,500 pursuant to the share issuances described above and remains in accounts payable and accrued liabilities as at April 30, 2019.

5.3 Warrants

As of April 30, 2019, the following warrants were outstanding:

	Warrants	Exercise Price
March 1, 2019	-	-
Issued	400,000	0.50
April 30, 2019	400,000	$ 0.50

Expiry date	Warrants	Exercise Price
March 19, 2021	400,000	$ 0.50

At April 30, 2019, the weighted-average remaining life of the outstanding warrants was 1.89 years.

6. LOAN RECEIVABLE

On March 29, 2019 the Company entered into a promissory note agreement (the "Loan") with Waves E-Gaming Inc. (the "Borrower") to advance CDN $200,000 in two separate tranches of CDN $40,000 and CDN $160,000 for the purpose of pursuing a transaction whereby the Company and the Borrower would enter into a share exchange (Note 11) with the effect that the Borrower would become a wholly-owned subsidiary of the Company, and the Company would subsequently pursue a going-public transaction in respect of the Borrower. The Loan will accrue interest at 10% per annum payable on the 1st day of each successive month beginning March 30, 2019. The Loan is due on demand with repayment of the principal and all accrued and unpaid interest due on the demand date. The Borrower has the privilege of prepaying the Loan in whole or in part without notice, penalty or bonus. At April 30, 2019, the Company has recognized accrued interest of $1,753.

(Expressed in Canadian dollars)

7. RELATED PARTY TRANSACTIONS AND BALANCES

Key management	**Key management are those personnel having the authority and responsibility for planning, directing and controlling the Company and include the President and Chief Executive Officer, and Chief Financial Officer.**

There were no key management compensation or related party transactions during the period.

8. INCOME TAXES

A reconciliation of income taxes at statutory rates is as follows:

	April 30, 2019
Loss and comprehensive loss for the period	$ (17,368)
Expected income tax (recovery)	(5,000)
Share issuance cost	(1,000)
Change in unrecognized deductible temporary differences	6,000
Total income tax expense (recovery)	$ -

The Company's deductible temporary differences and unused tax losses consist of the following:

	April 30, 2019
Deferred income tax asset:	
Non-capital loss carry forwards	$ 5,000
Share issuance cost	$ 1,000

The Company did not recognize the deferred tax assets for the period ended April 30, 2019 as future taxable profits are uncertain.

The Company has non-capital losses of approximately $18,000 which may be carried forward and applied against taxable income in future years. Future tax benefits which may arise as a result of these losses have not been recognized in these financial statements and have been offset by a valuation allowance.

9. MANAGEMENT OF CAPITAL

The Company defines the capital that it manages as its cash and share capital.

The Company's objective when managing capital is to maintain corporate and administrative functions necessary to support the Company's operations and corporate functions; and to seek out and acquire new projects of merit.

9. MANAGEMENT OF CAPITAL (CONTINUED)

The Company manages its capital structure in a manner that provides sufficient funding for operational and capital expenditure activities. Funds are secured, when necessary, through debt funding or equity capital raised by means of private placements. There can be no assurances that the Company will be able to obtain debt or equity capital in the case of working capital deficits.

The Company does not pay dividends and has no long-term debt or bank credit facility. The Company is not subject to any externally imposed capital requirements.

10. RISK MANAGEMENT

10.1 Financial Risk Management

The Company may be exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The main objectives of the Company's risk management processes are to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. The principal risks to which the Company is exposed are described below.

a. Capital Risk
The Company manages its capital to ensure that there are adequate capital resources for the Company to maintain operations. The capital structure of the Company consists of cash and share capital.

b. Credit Risk
Credit risk is the risk that a counter party will be unable to pay any amounts owed to the Company. The Company currently holds a loan receivable. There is a risk that this amount will not be collectible due to unforeseen material events.

c. Liquidity Risk
Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due. As at April 30, 2019, the Company's working capital is $383,883 and it does not have any long-term liabilities. The Company may seek additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at April 30, 2019, the Company had cash of $205,514 and total liabilities of $23,384.

d. Market Risk
Market risk incorporates a range of risks. Movements in risk factors, such as market price risk and currency risk, affect the fair values of financial assets and liabilities. The Company is not exposed to these risks.

10.2 Fair Values

The carrying values of cash and accounts payable and accrued liabilities approximate their fair values due to their short-term to maturity.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in markets that are not active, or inputs that are not observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

11. SUBSEQUENT EVENT

i) On April 26, 2019, the Company entered into a share exchange agreement ('Agreement') with Waves E-Gaming Inc. ('Waves') and amended ('amended Agreement') on June 26, 2019. Under the terms of the amended Agreement, the Company will acquire 100% of the outstanding shares of Waves. Waves' Shareholders will receive the Company's share in exchange for theirs on the following basis:

a) 5,000,000 common shares on the date of closing the acquisition; and
b) 5,000,000 pursuant to an escrow agreement receivable only if the following Milestones are achieved as described below:
   a. In the event that Waves achieves revenue of at least $300,000 during the period from July 1, 2019 – December 31, 2019, 1,250,000 Shares shall be received;
   b. In the event that Waves achieves revenue of at least $400,000 during the period from January 1, 2020 – June 30, 2020, 1,250,000 Shares shall be received;
   c. In the event that Waves achieves revenue of at least $500,000 during the period from July 1, 2020 – December 31, 2020, 1,250,000 Shares shall be received; and
   d. In the event that Waves achieves revenue of at least $750,000 during the period from January 1, 2021 – June 30, 2021, 1,250,000 Shares shall be received.

Pursuant to the escrow agreement if Waves is within 10% of the revenue target of any milestone, Waves will receive 625,000 Shares in respect of each Milestone. Additionally, if Waves achieves revenue of at least $2,000,000 during the period, July 1, 2019 – June 30, 2020 and the first and or second milestone have been met, then Waves will receive all 5,000,000 escrow Shares.

ii) During June 2019, the Company issued 1,000,000 common share purchase options to officers, directors, and consultants of the Company exercisable at $0.50 for a period of 24 months from the date of issuance.

11. SUBSEQUENT EVENT (CONTINUED)

iii) During July 2019, the Company issued 137,500 Class A common shares at $0.25 per common share for total proceeds of $34,375 pursuant to completion of a private placement.

iv) During July 2019, the Company issued 2,241,000 units at $0.50 per unit for total proceeds of $1,120,500 pursuant to a private placement. Each unit is comprised of one Class A common share and one half common share purchase warrant exercisable at $2.00 for a period of 24 months from the date of issuance.

APPENDIX "B"
ALPHA NORTH ESPORTS & ENTERTAINMENT INC. MANAGEMENT DISCUSSION AND ANALYSIS FOR THE PERIOD FROM INCEPTION ON MARCH 1, 2019 TO APRIL 30, 2019
(ATTACHED)

ALPHA NORTH ESPORTS & ENTERTAINMENT INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS
For the period from incorporation on March 1, 2019 to April 30, 2019

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the consolidated financial statements and notes thereto for the from incorporation on March 1, 2019 to April 30, 2019 of Alpha North Esports & Entertainment Inc. (the "Company"). Such financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

All dollar amounts are expressed in Canadian dollars unless otherwise indicated.

DATE

This MD&A is prepared as of June xx, 2019.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this report are forward-looking statements, which reflect our management's expectations regarding our future growth, results of operations, performance and business prospects and opportunities including statements related to the development of existing and future property interests, availability of financing and projected costs and expenses. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of the date of this report. These assumptions, which include management's current expectations, estimates and assumptions about the global economic environment, the market price and demand for products and our ability to manage our operating costs, may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions, (2) the uncertainty of government regulation and politics (3) potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, and (4) other factors beyond our control.

There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Additional information about these and other assumptions, risks and uncertainties are set out in the section entitled "Risk Factors" below.

DESCRIPTION OF BUSINESS

Alpha North Esports & Entertainment Inc, the Company, was incorporated under the laws of the province of British Columbia on March 1, 2019. The Company was incorporated in order to facilitate the Share Exchange Agreement ('Agreement') with Waves E-Gaming Inc. ('Waves'), a private company. Pursuant to the terms of the Agreement, the shareholders of Waves will transfer all their issued and outstanding shares to the Company in exchange for a pro rated number of shares of the Company. Consequently, the transaction will constitute control of Waves by the Company, with Waves representing a wholly-owned subsidiary of the Company for accounting and reporting purposes.

Upon completion of the share exchange transaction, the Company will pursue a going-public transaction and list its shares on the Canadian Stock Exchange ('CSE'). The Company will focus it's business of pursuing opportunities in the Esports and entertainment industry.

OVERALL PERFORMANCE

The Company has not generated revenues to date from operations as it is in the start up phase. Once the Company completes the proposed share exchange transaction it will immediately begin recognizing revenue from the wholly-owned subsidiary and continue pursuing e-gaming and entertainment related operating activities. The Company is in the process of completing an equity financing during the period and has raised $405,750 as of June xx, 2019.

The net assets of the Company total $383,883 at April 30, 2019 and consist of cash of $205,514, interest receivable of $1,753, loan receivable of $200,000 net of accounts payable and accrued liabilities of $23,384.

SELECTED ANNUAL INFORMATION

The following information sets out the Company's audited selected annual information for the period from incorporation on March 1, 2019 to April 30, 2019:

	Period Ended April 30, 2019
	($)
Operating Expenses	(19,121)
Net Income (Loss)	(17,368)
Basic and Diluted Earnings (Loss) Per Share	$(0.002)

	As at April 30, 2019
	($)
Cash	205,514
Interest receivable	1,753
Loan receivable	200,000
Total Assets	407,267

RESULTS OF OPERATIONS

Period Ended April 30, 2019

During the period ended April 30, 2019, the Company incurred a net and comprehensive loss of $17,368. The net and comprehensive loss for the period consists primarily of professional fees of $18,882.

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the Company's financial results for the period from inception on March 1, 2019 to April 30, 2019:

	Period from inception on March 1, 2019 to April 30, 2019 $
Revenue	Nil
Net loss	(17,368)
Loss per share, basic and diluted	(173.68)

On a quarter-by-quarter basis, losses are expected to fluctuate significantly due to a number of factors including timing of operating activities from the date of incorporation due to the nature of a start up Company.

An analysis of the quarterly result from inception shows that the Company has incurred mostly professional fees related to the newly formed entity and the pending transaction to acquire a e-gaming Company.

LIQUIDITY

The Company had cash of $205,514 at April 30, 2019. The Company had working capital of $383,883 at April 30, 2019.

During the period ended April 30, 2019:

a. The Company issued 100 Class A common shares at $0.01 per common share for total proceeds of $1 pursuant to incorporation; The Company incurred legal fees of $4,500 pursuant to the share issuances described above and is included with share issuance costs;

b. The Company issued 10,000,000 Class A common shares at $0.02 per common share for total proceeds of $200,000 pursuant to a private placement;

c. The Company issued 800,001 Class A common shares at $0.25 per common share for total proceeds of $200,000 pursuant to a private placement; and

d. The Company raised $5,752 included in subscriptions received, pursuant to a private placement that has not closed as of the date of these audited financial statements.

If additional funds are required, the Company plans to raise additional capital primarily through the private placement of its equity securities. Under such circumstances, there is no assurance that the Company will be able to obtain further funds required for the Company's continued working capital requirements.

In addition to the above, the Company holds a loan receivable of $200,000 with a related party for the purpose of the Share Exchange Agreement. See Note 6 of the April 30, 2019 audited financial statements.

Operating Activities

The Company used net cash of $237 in operating activities during the period ended April 30, 2019.

Financing Activities

The Company received a net $405,751 from financing activities during the period ended April 30, 2019.

The Company is in the process of completing the private placement for the remaining 2,483,333 common shares at $0.02 per common share.

Investing Activities

The Company used net cash of $200,000 in investing activities during the period ended April 30, 2019.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Relationships	**Nature of the relationship**

Key management	Key management are those personnel having the authority and responsibility for planning, directing and controlling the Company and include the Chief Executive Officer and Chief Financial Officer.

There were no elated party transactions during the period.

PROPOSED TRANSACTIONS

As of the date of this MD&A, there were no proposed transactions.

SUBSEQUENT EVENTS

i) On April 26, 2019, the Company entered into a share exchange agreement (‘Agreement’) with Waves E-Gaming Inc. (‘Waves’) and amended (‘amended Agreement’) on June 26, 2019. Under the terms of the amended Agreement, the Company will acquire 100% of the outstanding shares of Waves. Waves’ Shareholders will receive the Company’s share in exchange for theirs on the following basis:

a) 5,000,000 common shares on the date of closing the acquisition; and
b) 5,000,000 pursuant to an escrow agreement receivable only if the following Milestones are achieved as described below:
    a. In the event that Waves achieves revenue of at least $300,000 during the period from July 1, 2019 – December 31, 2019, 1,250,000 Shares shall be received;
    b. In the event that Waves achieves revenue of at least $400,000 during the period from January 1, 2020 – June 30, 2020, 1,250,000 Shares shall be received;
    c. In the event that Waves achieves revenue of at least $500,000 during the period from July 1, 2020 – December 31, 2020, 1,250,000 Shares shall be received; and
    d. In the event that Waves achieves revenue of at least $750,000 during the period from January 1, 2021 – June 30, 2021, 1,250,000 Shares shall be received.

Pursuant to the escrow agreement if Waves is within 10% of the revenue target of any milestone, Waves will receive 625,000 Shares in respect of each Milestone. Additionally, if Waves achieves revenue of at least $2,000,000 during the period, July 1, 2019 – June 30, 2020 and the first and or second milestone have been met, then Waves will receive all 5,000,000 escrow Shares.

ii) During June 2019, the Company issued 1,000,000 common share purchase options to officers, directors, and consultants of the Company exercisable at $0.50 for a period of 24 months from the date of issuance.

iii) During July 2019, the Company issued 137,500 Class A common shares at $0.25 per common share for total proceeds of $34,375 pursuant to completion of a private placement.

iv) During July 2019, the Company issued 2,241,000 units at $0.50 per unit for total proceeds of $1,120,500 pursuant to a private placement. Each unit is comprised of one Class A common share and one half common share purchase warrant exercisable at $2.00 for a period of 24 months from the date of issuance.

ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

Accounting standard anticipated to be effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning after January 1, 2019, or later periods. New standards and updates, which are not applicable or are not consequential to the Company, have been excluded from the list below.

IFRS 16, *Leases*, specifies how an entity will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17 Leases. IFRS 16 is effective for years beginning after January 1, 2019. The Company does not anticipate the adoption of this standard to have a significant impact on the Company's financial statements.

IFRIC 23, It may be unclear how tax law applies to a particular transaction or circumstance, or whether a taxation authority will accept a company's tax treatment. IAS 12 *Income Taxes* specifies how to account for current and deferred tax, but not how to reflect the effects of uncertainty. IFRIC 23 provides requirements that add to the requirements in IAS 12 by specifying how to reflect the effects of uncertainty in accounting for income taxes. IFRIC 23 is effective for years beginning after January 1, 2019. The Company does not anticipate the adoption of this standard to have a significant impact on the Company's financial statements.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The following is the Company's accounting policy for financial instruments under IFRS 9:

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The Company classifies its financial instruments as follows:

Financial assets/liabilities	
Cash	FVTPL
Interest receivable	FVTPL
Loan receivable	Amortized cost
Accounts payable and accrued liabilities	Amortized cost

(ii) Measurement

Financial assets and liabilities at amortized cost.

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statement of loss in the period in which they arise.

(iii) Impairment of financial assets at amortized cost.

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the consolidated statements of loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of loss.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

During the period from incorporation on March 1, 2019 to April 30, 2019, the Company incurred the following expenses:

	2019	**2018**
General and administrative costs	$19,121	-

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

DISCLOSURE OF OUTSTANDING SHARE DATA

Common Shares

The Company is currently a private company. The Company's authorized share capital consists of an unlimited number of class A and B common shares without par value. As at April 30, 2019 the Company had 10,800,101 common shares issued and outstanding.

Share Purchase Warrants

As of April 30, 2019, the following warrants were outstanding:

Expiry date	**Warrants**	**Exercise Price**
March 19, 2021	400,000	$ 0.50

At April 30, 2019, the weighted-average remaining life of the outstanding warrants was 1.89 years.

RISK FACTORS

Much of the information included in this report includes or is based upon estimates, projections or other forward-looking statements. Such forward-looking statements include any projections or estimates made by the Company and its management in connection with the Company's business operations. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect the Company's current judgment regarding the direction of its business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein. Except as required by law, the Company undertakes no obligation to update forward-looking statements to reflect events or circumstances occurring after the date of such statements.

Such estimates, projections or other forward-looking statements involve various risks and uncertainties as outlined below. The Company cautions readers of this report that important factors in some cases have affected and, in the future, could materially affect actual results and cause actual results to differ materially from the results expressed in any such estimates, projections or other forward-looking statements. In evaluating the Company, its business and any investment in its business, readers should carefully consider the following factors:

Risks Related to the Company's Business

The Company's future is dependent upon its ability to obtain financing and if the Company does not obtain such financing, the Company may have to cease its activities and investors could lose their entire investment.

There is no assurance that the Company will operate profitably or will generate positive cash flow in the future. The Company will require additional financing to sustain its business operations if it is not successful in earning revenues. The Company currently does not have any arrangements for further financing and it may not be able to obtain financing when required. The Company's future is dependent upon its ability to obtain financing. If the Company does not obtain such financing, its business could fail and investors could lose their entire investment.

The Company's directors and officers are engaged in other business activities and accordingly may not devote sufficient time to the Company's business affairs, which may affect its ability to conduct operations and generate revenues.

The Company's directors and officers are involved in other business activities. As a result of their other business endeavours, the directors and officers may not be able to devote sufficient time to the Company's business affairs, which may negatively affect its ability to conduct its ongoing operations and its ability to generate revenues. In addition, the management of the Company may be periodically interrupted or delayed as a result of its officers' other business interests.

The Company has no operating history

The Company has no operating history and may not succeed. The Company is subject to all risks inherent in a developing business enterprise. The Company's likelihood of continued success must be considered in light of the problems, expenses, difficulties, undercapitalization, cash shortages, limitations with respect to personnel, financial and other resources, lack of revenues, complications, and delays frequently encountered in connection with the competitive and regulatory environment in which it operates. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of the early stage of operations.

History of Losses

The Company has incurred losses in the period from inception to April 30, 2019. The Company may not be able to achieve or maintain profitability and may continue to incur significant losses in the future. In addition, the Company expects to continue to increase operating expenses as it implements initiatives to continue to grow its business. If the Company's revenues do not increase to offset these expected increases in costs and operating expenses, it will not be profitable.

Reliance on Management

The Company is currently in good standing with all high-level employees and believes that with well managed practices will remain in good standing. The success of the Company will be dependent upon the ability, expertise, judgment, discretion and good faith of its senior management and key personnel. While employment agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. Any loss of the services of such individuals could have a material adverse effect on the Company's business, operating results or financial condition.

Insurance and Uninsured Risks

The Company's business is subject to a number of risks and hazards including accidents, labour disputes and changes in the regulatory environment. Such occurrences could result in damage to assets, personal injury or death, delays in operations, monetary losses and possible legal liability.

Although the Company intends to continue to maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability.

The Company Will Be an Entrant Engaging in a New Industry

The ESports industry is fairly new. There can be no assurance that an active and liquid market for shares of the Company will develop and shareholders may find it difficult to resell their shares. Accordingly, no assurance can be given that the Company will be successful in the long term.

Dependence on Suppliers and Skilled Labour

The ability of the Company to compete and grow will be dependent on it having access, at a reasonable cost and in a timely manner, to skilled labour, equipment, parts and components. No assurances can be given that the Company will be successful in maintaining its required supply of skilled labour, equipment, parts and components. This could have an adverse effect on the financial results of the Company.

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 e-gaming industry. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition 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 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 and prospects.

Internal Controls

Effective internal controls are necessary for the Company to provide reliable financial reports and to help prevent fraud. Although the Company will undertake a number of procedures and will implement a number of safeguards, in each case, in order to help ensure the reliability of its financial reports, including those imposed on the Company under Canadian securities law, the Company cannot be certain that such measures will ensure that the Company will maintain adequate control over financial processes and reporting. 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 Company's shares.

Liquidity

The Company cannot predict at what prices the Company will trade and there can be no assurance that an active trading market will develop or be sustained. There is a significant liquidity risk associated with an investment in the Company.

Litigation

The Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company such a decision could adversely affect the Company's ability to continue operating and the market price for Reporting Issuer's shares and could use significant resources. Even if the Company is involved in litigation and wins, litigation can redirect significant Reporting Issuer resources.

BOARD APPROVAL

The board of directors of the Company has approved this MD&A.

APPENDIX "C"

ALPHA NORTH ESPORTS & ENTERTAINMENT INC. - SHARE-BASED COMPENSATION PLAN

ALPHA NORTH ESPORTS & ENTERTAINMENT INC.
(the "Company")

EQUITY INCENTIVE PLAN

May 31, 2019

PART 1
PURPOSE

1.1 Purpose

The purpose of this Plan is to secure for the Company and its shareholders the benefits inherent in share ownership by the employees and directors of the Company and its affiliates who, in the judgment of the Board, will be largely responsible for its future growth and success. It is generally recognized that equity incentive plans of the nature provided for herein aid in retaining and encouraging employees and directors of exceptional ability because of the opportunity offered them to acquire a proprietary interest in the Company.

1.2 Available Awards

Awards that may be granted under this Plan include:

(a) Options;

(b) Deferred Share Units; and

(c) Restricted Share Rights.

PART 2
INTERPRETATION

2.1 Definitions

(a) "**Affiliate**" has the meaning set forth in the BCA.

(b) "**Award**" means any right granted under this Plan, including Options, Deferred Share Units and Restricted Share Rights.

(c) "**BCA**" means the *Business Corporations Act* (British Columbia).

(d) "**Blackout Period**" means a period in which the trading of Shares or other securities of the Company is restricted under any policy of the Company then in effect.

(e) "**Board**" means the board of directors of the Company.

(f) "**Change of Control**" means the occurrence and completion of any one or more of the following events:

(A) the Company shall not be the surviving entity in a merger, amalgamation or other reorganization (or survives only as a subsidiary of an entity other than a previously wholly-owned subsidiary of the Company);

(B) the Company shall sell or otherwise transfer, including by way of the grant of a leasehold interest or joint venture interest (or one or more subsidiaries of the Company shall sell or otherwise transfer, including without limitation by way of the grant of a leasehold interest or joint venture interest) property or assets (i) aggregating more than 50% of the consolidated assets (measured by either book value or fair market value) of the Company and its subsidiaries as at the end of the most recently completed financial year of the Company or (ii) which during the most recently completed financial year of the Company generated, or during the then current financial year of the Company are expected to generate, more than 50% of the consolidated operating income or cash flow of the Company and its subsidiaries, to any other person or persons (other than one or more Designated Affiliates of the Company), in which case the Change of Control shall be deemed to occur on the date of transfer of the assets representing one dollar more than 50% of the consolidated assets in the case of clause (i) or 50% of the consolidated operating income or cash flow in the case of clause (ii), as the case may be;

(C) the Company is to be dissolved and liquidated;

(D) any person, entity or group of persons or entities acting jointly or in concert acquires or gains ownership or control (including, without limitation, the power to vote) more than 50% of the Company's outstanding voting securities; or

(E) as a result of or in connection with: (i) the contested election of directors, or; (ii) a transaction referred to in subparagraph (i) above, the persons who were directors of the Company before such election or transaction shall cease to constitute a majority of the directors.

For the purposes of the foregoing, "voting securities" means Shares and any other shares entitled to vote for the election of directors and shall include any securities, whether or not issued by the Company, which are not shares entitled to vote for the election of directors but are convertible into or exchangeable for shares which are entitled to vote for the election of directors, including any options or rights to purchase such shares or securities.

(g) "**Code**" means the United States Internal Revenue Code of 1986, as amended, and any applicable United States Treasury Regulations and other binding guidance thereunder.

(h) "**Company**" means Alpha North ESports & Entertainment Inc., a company incorporated under the laws of British Columbia.

(i) "**Deferred Payment Date**" for a Participant means the date after the Restricted Period which is the earlier of (i) the date which the Participant has elected to defer receipt of Restricted Shares in accordance with Section 4.4 of this Restricted Share Plan; and (ii) the Participant's Separation Date.

(j) "**Deferred Share Unit**" means the agreement by the Company to pay, and the right of the Participant to receive, a Deferred Share Unit Payment for each Deferred Share Unit held, evidenced by way of book-keeping entry in the books of the Company and administered pursuant to this Plan.

(k) "**Deferred Share Unit Grant Letter**" has the meaning ascribed thereto in Section 5.2 of this Plan.

(l) "**Deferred Share Unit Payment**" means, subject to any adjustment in accordance with Section 5.5 of this Plan, the issuance to a Participant of one previously unissued Share for each whole Deferred Share Unit credited to such Participant.

(m) "**Designated Affiliate**" means subsidiaries of the Company designated by the Board from time to time for purposes of this Plan.

(n) "**Director Retirement**" in respect of a Participant, means the Participant ceasing to hold any directorships with the Company, any Designated Affiliate and any entity related to the Company for purposes of the *Income Tax Act* (Canada) after attaining a stipulated age in accordance with the Company's normal retirement policy, or earlier with the Company's consent.

(o) "**Director Separation Date**" means the date that a Participant ceases to hold any directorships with the Company and any Designated Affiliate due to a Director Retirement or Director Termination and also ceases to serve as an employee or consultant with the Company, any Designated Affiliate_and any entity related to the Company for the purposes of the *Income Tax Act* (Canada).

(p) "**Director Termination**" means the removal of, resignation or failure to re-elect the Eligible Director (excluding a Director Retirement) as a director of the Company, a Designated Affiliate and any entity related to the Company for purposes of the *Income Tax Act* (Canada).

(q) "**Effective Date**" means **May 31**, 2019, being the date upon which this Plan was adopted by the Board.

(r) "**Eligible Directors**" means the directors of the Company or any Designated Affiliate who are, as such, eligible for participation in this Plan.

(s) "**Eligible Employees**" means employees (including employees who are officers and directors) of the Company or any Designated Affiliate thereof, whether or not they have a written employment contract with Company, determined by the Board, as employees eligible for participation in this Plan. Eligible Employees shall include Service Providers eligible for participation in this Plan as determined by the Board.

(t) "**Exchange**" means such stock exchange or other organized market on which the Shares are principally listed or posted from trading from time to time, as applicable, which such stock exchange may include the Canadian Securities Exchange, the TSX Venture Exchange or any successor entity thereto.

(u) **“Fair Market Value”** means, with respect to a Share subject to an Award, the greater of the closing market price of the Shares on (a) the trading day prior to the date of grant of the Award; and (b) the date of grant of the Award.

(v) “**Option**” means an option granted under the terms of this Plan.

(w) “**Option Period**” means the period during which an Option is outstanding.

(x) “**Optionee**” means an Eligible Employee or Eligible Director to whom an Option has been granted under the terms of this Plan.

(y) “**Participant**” means an Eligible Employee or Eligible Director who participates in this Plan.

(z) “**Plan**” means this Equity Incentive Plan, as it may be amended and restated from time to time.

(aa) “**Restricted Period**” means any period of time that a Restricted Share Right is not vested and the Participant holding such Restricted Share Right remains ineligible to receive the relevant Shares, determined by the Board in its absolute discretion, however, such period of time may be reduced or eliminated from time to time and at any time and for any reason as determined by the Board, including, but not limited to, circumstances involving death or disability of a Participant.

(bb) “**Retirement**” in respect of an Eligible Employee, means the Eligible Employee ceasing to hold any employment with the Company or any Designated Affiliate after attaining a stipulated age in accordance with the Company’s normal retirement policy, or earlier with the Company’s consent.

(cc) “**Restricted Share Right**” has such meaning as ascribed to such term at Section 4.1 of this Plan.

(dd) “**Restricted Share Right Grant Letter**” has the meaning ascribed to such term in Section 4.2 of this Plan.

(ee) “**Separation Date**” means the date that a Participant ceases to be an Eligible Director or Eligible Employee.

(ff) “**Service Provider**” means any person or company engaged by the Company or a Designated Affiliate to provide services for an initial, renewable or extended period of 12 months or more.

(gg) “**Shares**” means the common shares of the Company.

(hh) “**Specified Employee**” means a U.S. Taxpayer who meets the definition of “specified employee”, as defined in Section 409A(a)(2)(B)(i) of the Internal Revenue Code.

(ii) “**Termination**” means the termination of the employment (or consulting services) of an Eligible Employee with or without cause by the Company or a Designated Affiliate or the cessation of employment (or consulting services) of the Eligible Employee with the Company or a Designated Affiliate as a result of resignation or otherwise, other than the Retirement of the Eligible Employee.

(jj) “**US Taxpayer**” means a Participant who is a US citizen, US permanent resident or other person who is subject to taxation on their income under the United States Internal Revenue Code of 1986.

2.2 Interpretation

(a) This Plan is created under and is to be governed, construed and administered in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

(b) Whenever the Board (or Board committee, as the case may be) is to exercise discretion in the administration of the terms and conditions of this Plan, the term “**discretion**” means the sole and absolute discretion of the Board (or Board committee, as the case may be).

(c) As used herein, the terms “**Part**” or “**Section**” mean and refer to the specified Part or Section of this Plan, respectively.

(d) Where the word “**including**” or “**includes**” is used in this Plan, it means “including (or includes) without limitation”.

(e) Words importing the singular include the plural and vice versa and words importing any gender include any other gender.

(f) Unless otherwise specified, all references to money amounts are to Canadian dollars.

PART 3
STOCK OPTIONS

3.1 Participation

The Company may from time to time grant Options to Participants pursuant to this Plan.

3.2 Price

The exercise price per Share of any Option shall be not less than one hundred per cent (100%) of the Fair Market Value.

3.3 Grant of Options

The Board may at any time authorize the granting of Options to such Participants as it may select for the number of Shares that it shall designate, subject to the provisions of this Plan. The date of grant of an Option shall be the date such grant was approved by the Board.

Each Option granted to a Participant shall be evidenced by a stock option agreement with terms and conditions consistent with this Plan and as approved by the Board (and in all cases which terms and conditions need not be the same in each case and may be changed from time to time, subject to Section 7.7 of this Plan, and any required approval of the Exchange or any other exchange or exchanges on which the Shares are then traded, if applicable).

3.4 Terms of Options

The Option Period shall be five years from the date such Option is granted, or such greater or lesser duration as the Board may determine at the date of grant, and may thereafter be reduced with respect to any such Option as provided in Section 3.5 hereof covering termination of employment or death of the Optionee; provided, however, that at any time the expiry date of the Option Period in respect of any outstanding Option under this Plan should be determined to occur either during a Blackout Period or within ten business days following the expiry of the Blackout Period, the expiry date of such Option Period shall be deemed to be the date that is the tenth business day following the expiry of the Blackout Period.

The exercise of any Option will be contingent upon the Options having vested in accordance with the terms as described in the Option agreement granting such options. Except as set forth in Section 3.5, no Option may be exercised unless the Optionee is at the time of such exercise:

(a) in the case of an Eligible Employee, in the employ (or retained as a Service Provider) of the Company or a Designated Affiliate and shall have been continuously so employed or retained since the grant of the Option; or

(b) in the case of an Eligible Director, a director of the Company or a Designated Affiliate and shall have been such a director continuously since the grant of the Option.

The exercise of any Option will be contingent upon the Optionee having entered into an Option agreement with the Company on such terms and conditions as have been approved by the Board and which incorporates by reference the terms of this Plan. The exercise of any Option will also be contingent upon receipt by the Company of cash payment of the full purchase price of the Shares being purchased.

3.5 Effect of Termination of Employment or Death

If an Optionee:

(a) dies while employed by, a Service Provider to or while a director of the Company or a Designated Affiliate, any Option held by him or her at the date of death shall become exercisable in whole or in part, but only by the person or persons to whom the Optionee's rights under the Option shall pass by the Optionee's will or applicable laws of descent and distribution. Unless otherwise determined by the Board, all such Options shall be exercisable only to the extent that the Optionee was entitled to exercise the Option at the date of his or her death and only for 12 months after the date of death or prior to the expiration of the Option Period in respect thereof, whichever is sooner; and

(b) ceases to be employed by, a Service Provider to, or act as a director of, the Company or a Designated Affiliate for cause, no Option held by such Optionee will, unless otherwise determined by the Board, be exercisable following the date on which such Optionee ceases to be so engaged; provided, however, that if an Optionee ceases to be employed by, a Service Provider to, or act as a director of, the Company or a Designated Affiliate for any reason other than cause then, unless otherwise determined by the Board, any Option held by such Optionee at the effective date thereof shall become exercisable for a period of up to 30 days thereafter or prior to the expiration of the Option Period in respect thereof, whichever is sooner.

3.6 Effect of Takeover Bid

In the event of a Change of Control, unless otherwise determined by the Board, (i) all Options outstanding shall immediately vest and be exercisable; and (ii) all Options that are not otherwise exercised contemporaneously with the completion of the Change of Control will terminate and expire immediately thereafter.

3.7 Effect of Amalgamation or Merger

Subject to Section 3.6, if the Company amalgamates or otherwise completes a plan of arrangement or merges with or into another corporation, any Shares receivable on the exercise of an Option shall be converted into the securities, property or cash which the Participant would have received upon such amalgamation, arrangement or merger if the Participant had exercised his or her Option immediately prior to the record date applicable to such amalgamation, arrangement or merger, and the option price shall be adjusted appropriately by the Board and such adjustment shall be binding for all purposes of this Plan.

PART 4
RESTRICTED SHARE RIGHTS

4.1 Participants

The Company has the right to grant, in its sole and absolute discretion, to any Participant, rights to receive any number of fully paid and non-assessable Shares ("**Restricted Share Rights**") as a discretionary payment in consideration of past services to the Company or as an incentive for future services, subject to this Plan and with such additional provisions and restrictions as the Board may determine.

4.2 Restricted Share Right Grant Letter

Each grant of a Restricted Share Right under this Plan shall be evidenced by a grant letter (a "**Restricted Share Right Grant Letter**") issued to the Participant by the Company. Such Restricted Share Right Grant Letter shall be subject to all applicable terms and conditions of this Plan and may be subject to any other terms and conditions (including without limitation any recoupment, reimbursement or claw-back compensation policy as may be adopted by the Board from time to time) which are not inconsistent with this Plan and which the Board deems appropriate for inclusion in a Restricted Share Right Grant Letter. The provisions of the various Restricted Share Right Grant Letters issued under this Plan need not be identical.

4.3 Restricted Period

Concurrent with the determination to grant Restricted Share Rights to a Participant, the Board shall determine the Restricted Period applicable to such Restricted Share Rights. In addition, at the sole discretion of the Board, at the time of grant, the Restricted Share Rights may be subject to performance conditions to be achieved by the Company or a class of Participants or by a particular Participant on an individual basis, within a Restricted Period, for such Restricted Share Rights to entitle the holder thereof to receive the underlying Shares. Upon expiry of the applicable Restricted Period (or on the Deferred Payment Date, as applicable), a Restricted Share Right shall be automatically settled, and without the payment of additional consideration or any other further action on the part of the holder of the Restricted Share Right, the underlying Shares shall be issued to the holder of such Restricted Share Rights, which Restricted Share Rights shall then be cancelled.

4.4 Deferred Payment Date

Participants who are residents of Canada for the purposes of the *Income Tax Act* (Canada) (and for greater certainty, who are not US Taxpayers), may elect to defer to receive all or any part of the Shares underlying Restricted Share Rights until one or more Deferred Payment Dates. Any other Participants may not elect a Deferred Payment Date.

4.5 Prior Notice of Deferred Payment Date

Participants who elect to set a Deferred Payment Date must, in respect of each such Deferred Payment Date, give the Company written notice of the Deferred Payment Date(s) not later than thirty (30) days prior to the expiration of the applicable Restricted Period. For certainty, Participants shall not be permitted to give any such notice after the day which is thirty (30) days prior to the expiration of the Restricted Period and a notice once given may not be changed or revoked. For the avoidance of doubt, the foregoing shall not prevent a Participant from electing an additional Deferred Payment Date, provided, however that notice of such election is given by the Participant to the Company not later than thirty (30) days prior to the expiration of the subject Restricted Period.

4.6 Retirement or Termination during Restricted Period

In the event and to the extent of the Retirement or Termination and/or, as applicable, the Director Retirement or Director Termination of a Participant from all such roles with the Company during the Restricted Period, any Restricted Share Rights held by the Participant shall immediately terminate and be of no further force or effect; provided, however, that the Board shall have the absolute discretion to modify the grant of the Restricted Share Rights to provide that the Restricted Period shall terminate immediately prior to the date of such occurrence.

4.7 Retirement or Termination after Restricted Period

In the event and to the extent of the Retirement or Termination and/or, as applicable, the Director Retirement or Director Termination of the Participant from all such roles with the Company following the Restricted Period and prior to a Deferred Payment Date, the Participant shall be entitled to receive, and the Company shall issue forthwith, Shares in satisfaction of the Restricted Share Rights then held by the Participant.

4.8 Death or Disability of Participant

In the event of the death or total disability of a Participant, any Shares represented by Restricted Share Rights held by the Participant shall be immediately issued by the Company to the Participant or legal representative of the Participant.

4.9 Payment of Dividends

Subject to the absolute discretion of the Board, in the event that a dividend (other than a stock dividend) is declared and paid by the Company on the Shares, a Participant may be credited with additional Restricted Share Rights. The number of such additional Restricted Share Rights, if any, will be calculated by dividing (a) the total amount of the dividends that would have been paid to the Participant if the Restricted Share Rights (including Restricted Share Rights in which the Restricted Period has expired but the Shares have not been issued due to a Deferred Payment Date) in the Participant's account on the dividend record date had been outstanding Shares (and the Participant held no other Shares) by (b) the Fair Market Value of the Shares on the date on which such dividends were paid.

4.10 Change of Control

In the event of a Change of Control, all Restricted Share Rights outstanding shall vest immediately and be settled by the issuance of Shares notwithstanding the Restricted Period and any Deferred Payment Date.

PART 5
DEFERRED SHARE UNITS

5.1 Deferred Share Unit Grants

The Board may from time to time determine to grant Deferred Share Units to one or more Eligible Directors in a lump sum amount or on regular intervals, based on such formulas or criteria as the Board may from time to time determine. Deferred Share Units will be credited to the Eligible Director's account when designated by the Board.

5.2 Deferred Share Unit Grant Letter

Each grant of a Deferred Share Unit under this Plan shall be evidenced by a grant letter (a "**Deferred Share Unit Grant Letter**") issued to the Eligible Director by the Company. Such Deferred Share Unit Grant Letter shall be subject to all applicable terms and conditions of this Plan and may be subject to any other terms and conditions (including without limitation any recoupment, reimbursement or claw-back compensation policy as may be adopted by the Board from time to time) which are not inconsistent with this Plan and which the Board deems appropriate for inclusion in a Deferred Share Unit Grant Letter. The provisions of Deferred Share Unit Grant Letters issued under this Plan need not be identical.

5.3 Redemption of Deferred Share Units and Issuance of Deferred Shares

The Deferred Share Units held by each Eligible Director who is not a US Taxpayer shall be redeemed automatically and with no further action by the Eligible Director on the 20th business day following the Separation Date for that Eligible Director. For US Taxpayers, Deferred Share Units held by an Eligible Director who is a Specified Employee will be automatically redeemed with no further action by the Eligible Director on the date that is six months following the Separation Date for the Eligible Director, or if earlier, upon such Eligible Director's death. Upon redemption, the former Eligible Director shall be entitled to receive and the Company shall issue, the number of Shares issued from treasury equal to the number of Deferred Share Units in the Eligible Director's account, subject to any applicable deductions and withholdings. In the event a Separation Date occurs during a year and Deferred Share Units have been granted to such Eligible Director for that entire year, the Eligible Director will only be entitled to a pro-rated Deferred Share Unit Payment in respect of such Deferred Share Units based on the number of days that he or she was an Eligible Director in such year.

No amount will be paid to, or in respect of, an Eligible Director under this Plan or pursuant to any other arrangement, and no other additional Deferred Share Units will be granted to compensate for a downward fluctuation in the value of the Shares of the Company nor will any other benefit be conferred upon, or in respect of, an Eligible Director for such purpose.

5.4 Death of Participant

In the event of the death of an Eligible Director, the Deferred Share Units shall be redeemed automatically and with no further action on the 20th business day following the death of an Eligible Director.

5.5 Payment of Dividends

Subject to the absolute discretion of the Board, in the event that a dividend (other than a stock dividend) is declared and paid by the Company on the Shares, an Eligible Director may be credited with additional Deferred Share Units. The number of such additional Deferred Share Units, if any, will be calculated by dividing (a) the total amount of the dividends that would have been paid to the Eligible Director if the Deferred Share Units in the Eligible Director's account on the dividend record date had been outstanding Shares (and the Eligible Director held no other Shares), by (b) the Fair Market Value of the Shares on the date on which such dividends were paid.

PART 6
WITHHOLDING TAXES

6.1 Withholding Taxes

The Company or any Designated Affiliate may take such steps as are considered necessary or appropriate for the withholding of any taxes or other amounts which the Company or any Designated Affiliate is required by any law or regulation of any governmental authority whatsoever to withhold in connection with any Award including, without limiting the generality of the foregoing, the withholding of all or any portion of any payment or the withholding of the issue of any Shares to be issued under this Plan, until such time as the Participant has paid the Company or any Designated Affiliate for any amount which the Company or Designated Affiliate is required to withhold by law with respect to such taxes or other amounts. Without limitation to the foregoing, the Board may adopt administrative rules under this Plan, which provide for the automatic sale of Shares (or a portion thereof) in the market upon the issuance of such Shares under this Plan on behalf of the Participant to satisfy withholding obligations under an Award.

PART 7
GENERAL

7.1 Number of Shares

The aggregate number of Shares that may be issued under this Plan (together with any other securities–based compensation arrangements of the Company in effect from time to time, shall not exceed 10% of the outstanding issue from time to time, such Shares to be allocated among Awards and Participants in amounts and at such times as may be determined by the Board from time to time.

For the purposes of this Section 7.1, “outstanding issue” means the total number of Shares, on a non-diluted basis, that are issued and outstanding immediately prior to the date that any Shares are issued or reserved for issuance pursuant to an Award.

7.2 Lapsed Awards

If Awards are surrendered, terminated or expire without being exercised in whole or in part, new Awards may be granted covering the Shares not issued under such lapsed Awards, subject to any restrictions that may be imposed by the Exchange, including, without limitation, the restriction that if an Option is cancelled prior to its expiry date, the Company shall post notice of the cancellation and shall not grant new Options to the same Participant until 30 days have elapsed from the date of cancellation.

7.3 Adjustment in Shares Subject to this Plan

If there is any change in the Shares through the declaration of stock dividends of Shares, through any consolidations, subdivisions or reclassification of Shares, or otherwise, the number of Shares available under this Plan, the Shares subject to any Award, and the exercise price of any Option shall be adjusted as determined to be appropriate by the Board, and such adjustment shall be effective and binding for all purposes of this Plan.

7.4 Transferability

Any Awards accruing to any Participant in accordance with the terms and conditions of this Plan shall not be transferable unless specifically provided herein. During the lifetime of a Participant all Awards may only be exercised by the Participant. Awards are non-transferable except by will or by the laws of descent and distribution.

7.5 Employment

Nothing contained in this Plan shall confer upon any Participant any right with respect to employment or continuance of employment with the Company or any Affiliate, or interfere in any way with the right of the Company or any Affiliate to terminate the Participant's employment at any time. Participation in this Plan by a Participant is voluntary.

7.6 Record Keeping

The Company shall maintain a register in which shall be recorded:

(a) the name and address of each Participant;

(b) the number of Awards granted to each Participant and relevant details regarding such Awards; and

(c) such other information as the Board may determine.

7.7 Amendments to Plan

The Board shall have the power to, at any time and from time to time, either prospectively or retrospectively, amend, suspend or terminate this Plan or any Award granted under this Plan without shareholder approval, including, without limiting the generality of the foregoing: changes of a clerical or grammatical nature, changes regarding the persons eligible to participate in this Plan, changes to the exercise price, vesting, term and termination provisions of the Award, changes to the cashless exercise right provisions, changes to the authority and role of the Board under this Plan, and any other matter relating to this Plan and the Awards that may be granted hereunder, provided however that:

(a) such amendment, suspension or termination is in accordance with applicable laws and the rules of any stock exchange on which the Shares may be listed;

(b) no amendment to this Plan or to an Award granted hereunder will have the effect of impairing, derogating from or otherwise adversely affecting the terms of an Award which is outstanding at the time of such amendment without the written consent of the holder of such Award;

(c) the terms of an Option will not be amended once issued; and

(d) the expiry date of an Option Period in respect of an Option shall not be more than ten years from the date of grant of an Option except as expressly provided in Section 3.4.

If this Plan is terminated, the provisions of this Plan and any administrative guidelines and other rules and regulations adopted by the Board and in force on the date of termination will continue in effect as long as any Award or any rights pursuant thereto remain outstanding and, notwithstanding the termination of this Plan, the Board shall remain able to make such amendments to this Plan or the Award as they would have been entitled to make if this Plan were still in effect.

7.8 No Representation or Warranty

The Company makes no representation or warranty as to the future market value of any Shares issued in accordance with the provisions of this Plan.

7.9 Section 409A

It is intended that any payments under this Plan to US Taxpayers shall be exempt from or comply with Section 409A of the Code, and all provisions of this Plan shall be construed and interpreted in a manner consistent with the requirements for avoiding taxes and penalties under Section 409A of the Code.

7.10 Compliance with Applicable Law, etc.

If any provision of this Plan or any agreement entered into pursuant to this Plan contravenes any law or any order, policy, by-law or regulation of any regulatory body or stock exchange having authority over the Company or this Plan, then such provision shall be deemed to be amended to the extent required to bring such provision into compliance therewith.

7.11 Term of the Plan

This Plan shall remain in effect until it is terminated by the Board.

PART 8
ADMINISTRATION OF THIS PLAN

8.1 Administration by the Board

(a) Unless otherwise determined by the Board, this Plan shall be administered by the Board or a Board committee designated by the Board.

(b) The Board (or Board committee, as the case may be) shall have the power, where consistent with the general purpose and intent of this Plan and subject to the specific provisions of this Plan, to:

(i) adopt and amend rules and regulations relating to the administration of this Plan and make all other determinations necessary or desirable for the administration of this Plan. The interpretation and construction of the provisions of this Plan and related agreements by the Board (or Board committee, as the case may be) shall be final and conclusive. The Board (or Board committee, as the case may be) may correct any defect or supply any omission or reconcile any inconsistency in this Plan or in any related agreement in the manner and to the extent it shall deem expedient to carry this Plan into effect and it shall be the sole and final judge of such expediency;

(ii) determine and designate from time to time the individuals to whom Awards shall be made, the amounts of the Awards and the other terms and conditions of the Awards;

(iii) delegate any of its responsibilities or powers under this Plan to a Board committee; and

(iv) otherwise exercise the powers under this Plan as set forth herein.

APPENDIX “D”

ALPHA NORTH ESPORTS & ENTERTAINMENT INC. - AUDIT COMMITTEE CHARTER (ATTACHED)

AUDIT COMMITTEE CHARTER

Alpha North Esports & Entertainment Inc.

AUDIT COMMITTEE CHARTER

1. PURPOSE

The main purpose of the Audit Committee (the **"Committee"**) of the Board of Directors (the **"Board"**) of Alpha North Esports & Entertainments Inc. (**"Alpha North"** or the **"Company"**) is to assist the Board in fulfilling its statutory responsibilities in relation to internal control and financial reporting, and to carry out certain oversight functions on behalf of the Board, including the oversight of:

(a) the integrity of the Company's financial statements and other financial information provided by the Company to securities regulators, governmental bodies and the public to ensure that the Company's financial disclosures are complete, accurate, in accordance with International Financial Reporting Standards (**"IFRS"**) as issued by the International Accounting Standards Board (**"IASB"**) and interpretations by the International Financial Reporting Interpretations Committee (**"IFRIC"**), and fairly present the financial position and risks of the Company;

(b) assessing the independence, qualifications and performance of the Company's independent auditor (the **"Auditor"**), appointing and replacing the Auditor, overseeing the audit and non-audit services provided by the Auditor, and approving the compensation of the Auditor;

(c) Senior Management (as defined below) responsibility for assessing and reporting on the effectiveness of internal controls;

(d) financial matters and management of financial risks;

(e) the prevention and detection of fraudulent activities; and

(f) investigation of complaints and submissions regarding accounting or auditing matters and unethical or illegal behavior.

The Committee provides an avenue for communication between the Auditor, the Company's executive officers and other senior managers (**"Senior Management"**) and the Board, and has the authority to communicate directly with the Auditor. The Committee shall have a clear understanding with the Auditor that they must maintain an open and transparent relationship with the Committee. The Auditor is ultimately accountable to the Committee and the Board, as representatives of the Company's shareholders.

2. COMPOSITION

The Committee shall be comprised of three directors. Each Committee member shall:

(a) satisfy the laws governing the Company;

(b) be "independent" in accordance with Sections 1.4 and 1.5 of National Instrument 52-110 *Audit Committees* (**"NI 52-110"**), which sections are reproduced in Appendix "A" of this charter; and

(c) be "financially literate" in accordance with the definition set out in Section 1.6 of NI 52-110, which definition is reproduced in Appendix "A" of this charter.

For purposes of subparagraph (b) above, the position of non-executive Chair of the Board is considered to be an executive officer of the Company.

Committee members and the chair of the Committee (the **"Committee Chair"**) shall be appointed annually by the Board at the first Board meeting that is held after every annual general meeting of the Company's shareholders. The Board may remove a Committee member at any time in its sole discretion by a resolution of the Board.

If a Committee member simultaneously serves on the audit committees of more than three public companies, the Committee shall seek the Board's determination as to whether such simultaneous service would impair the ability of such member to effectively serve on the Committee and ensure that such determination is disclosed.

3. MEETINGS

The Committee shall meet at least once per financial quarter and as many additional times as the Committee deems necessary to carry out its duties effectively.

The Committee shall meet:

(a) within 60 days following the end of each of the first three financial quarters to review and discuss the unaudited financial results for the preceding quarter and the related management's discussion and analysis (**"MD&A"**) prior to their filing with the applicable securities regulatory authorities; and

(b) within 120 days following the end of the Company's fiscal year end to review and discuss the audited financial results for the year and related MD&A prior to their filing with the applicable securities regulatory authorities.

As part of its job to foster open communication, the Committee shall meet at least once each financial quarter with Senior Management and the Auditor in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately.

A majority of the members of the Committee shall constitute a quorum for any Committee meeting. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by unanimous written consent of the Committee members.

The Committee Chair shall preside at each Committee meeting. In the event the Committee Chair is unable to attend or chair a Committee meeting, the Committee will appoint a chair for that meeting from the other Committee members.

The Corporate Secretary of the Company, or such individual as appointed by the Committee, shall act as secretary for a Committee meeting (the **"Committee Secretary"**) and, upon receiving a request to convene a Committee meeting from any Committee member, shall arrange for such meeting to be held.

The Committee Chair, in consultation with the other Committee members, shall set the agenda of items to be addressed at each Committee meeting. The Committee Secretary shall ensure that the agenda and any supporting materials for each upcoming Committee meeting are circulated to each Committee member in advance of such meeting.

The Committee may invite such officers, directors and employees of the Company, the Auditor, and other advisors as it may see fit from time to time to attend at one or more Committee meetings and assist in the discussion and consideration of any matter. For purposes of performing their duties, members of the Committee shall, upon request, have immediate and full access to all corporate information and shall be permitted to discuss such information and any other matters relating to the duties and responsibilities of the Committee with officers, directors and employees of the Company, with the Auditor, and with other advisors subject to appropriate confidentiality agreements being in place.

Unless otherwise provided herein or as directed by the Board, proceedings of the Committee shall be conducted in accordance with the rules applicable to meetings of the Board.

4. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board and the Articles of the Company, in order to carry out its oversight responsibilities, the Committee shall:

4.1 Financial Reporting Process

(a) Review with Senior Management and the Auditor any items of concern, any proposed changes in the selection or application of accounting principles and policies and the reasons for the change, any identified risks and uncertainties, and any issues requiring the judgement of Senior Management, to the extent that the foregoing may be material to financial reporting.

(b) Consider any matter required to be communicated to the Committee by the Auditor under generally accepted auditing standards, applicable law and listing standards, including the Auditor's report to the Committee (and the response of Senior Management thereto) on:

- (i) accounting policies and practices used by the Company;
- (ii) alternative accounting treatments of financial information that have been discussed with Senior Management, including the ramifications of the use of such alternative treatments and disclosures and the treatment preferred by the Auditor; and
- (iii) any other material written communications between the Auditor and Senior Management.

(c) Discuss with the Auditor their views about the quality, not just the acceptability, of accounting principles and policies used by the Company, including estimates and judgements made by Senior Management and their selection of accounting principles.

(d) Discuss with Senior Management and the Auditor:

(i) any accounting adjustments that were noted or proposed (immaterial or otherwise) by the Auditor but were not reflected in the financial statements;

(ii) any material correcting adjustments that were identified by the Auditor in accordance with generally accepted accounting principles ("**GAAP**") or applicable law;

(iii) any communication reflecting a difference of opinion between the audit team and the Auditor's national office on material auditing or accounting issues raised by the engagement; and

(iv) any "management" or "internal control" letter issued, or proposed to be issued, by the Auditor to the Company.

(e) Discuss with Senior Management and the Auditor any significant financial reporting issues considered during the fiscal period and the method of resolution, and resolve disagreements between Senior Management and the Auditor regarding financial reporting.

(f) Review with Senior Management and the Auditor:

(i) any off-balance sheet financing mechanisms being used by the Company and their effect on the Company's financial statements; and

(ii) the effect of regulatory and accounting initiatives on the Company's financial statements, including the potential impact of proposed initiatives.

(g) Review with Senior Management and the Auditor and legal counsel, if necessary, any litigation, claim or other contingency, including tax assessments, that could have a material effect on the financial position or operating results of the Company, and the manner in which these matters have been disclosed or reflected in the financial statements.

(h) Review with the Auditor any audit problems or difficulties experienced by the Auditor in performing the audit, including any restrictions or limitations imposed by Senior Management, and the response of Senior Management, and resolve any disagreements between Senior Management and the Auditor regarding these matters.

(i) Review the results of the Auditor's work, including findings and recommendations, Senior Management's response, and any resulting changes in accounting practices or policies and the impact such changes may have on the financial statements.

(j) Review and discuss with Senior Management the audited annual financial statements and related MD&A and make recommendations to the Board with respect to approval thereof before their release to the public.

(k) Review and discuss with Senior Management and the Auditor all interim unaudited financial statements and related interim MD&A.

(l) Approve interim unaudited financial statements and related interim MD&A prior to their filing and dissemination.

(m) In connection with Sections 4.1 and 5.1 of National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (**"NI 52-109"**), obtain confirmation from the Chief Executive Officer (**"CEO"**) and the Chief Financial Officer (**"CFO"**) (and considering the Auditor's comments, if any, thereon) to their knowledge:

(i) that the audited financial statements, together with any financial information included in the annual MD&A and annual information form, fairly present in all material respects the Company's financial condition, financial performance and cash flows, as of the date and for the periods presented in such filings; and

(ii) that the interim financial statements, together with any financial information included in the interim MD&A, fairly present in all material respects the Company's financial condition, financial performance and cash flows, as of the date and for the periods presented in such filings.

(n) Review news releases to be issued in connection with the audited annual financial statements and related MD&A and the interim unaudited financial statements and related interim MD&A, before being disseminated to the public, paying particular attention to any use of "pro-forma" or "adjusted" non-GAAP, information.

(o) Review any news release containing earnings guidance or financial information based upon the Company's financial statements prior to the release of such statements.

(p) Review the appointment of the CFO and have the CFO report to the Committee on the qualifications of new key financial personnel involved in the financial reporting process.

4.2 <u>Internal Controls</u>

(q) Consider and review with Senior Management and the Auditor the adequacy and effectiveness of internal controls over accounting and financial reporting within the Company and any proposed significant changes in them.

(r) Consider and discuss any Auditor's comments on the Company's internal controls, together with Senior Management responses thereto.

(s) Discuss, as appropriate, with Senior Management and the Auditor any major issues as to the adequacy of the Company's internal controls and any special audit steps in light of material internal control deficiencies.

(t) Review annually the disclosure controls and procedures.

(u) Receive confirmation from the CEO and the CFO of the effectiveness of disclosure controls and procedures, and whether there are any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information or any fraud, whether or not material, that involves Senior Management or other employees who have a significant role in the Company's internal control over financial reporting. In addition, receive confirmation from the CEO and the CFO that they are prepared to sign the annual and quarterly certificates required by Sections 4.1 and 5.1 of NI 52-109, as amended from time to time.

4.3 <u>The Auditor</u>

Qualifications and Selection

(v) Subject to the requirements of applicable law, be solely responsible to select, retain, compensate, oversee, evaluate and, where appropriate, replace the Auditor. The Committee shall be entitled to adequate funding from the Company for the purpose of compensating the Auditor for authorized services.

(w) Instruct the Auditor that:

- (i) they are ultimately accountable to the Board and the Committee, as representatives of shareholders; and
- (ii) they must report directly to the Committee.

(x) Ensure that the Auditor have direct and open communication with the Committee and that the Auditor meet with the Committee once each financial quarter without the presence of Senior Management to discuss any matters that the Committee or the Auditor believe should be discussed privately.

(y) Evaluate the Auditor's qualifications, performance, and independence. As part of that evaluation:

- (i) at least annually, request and review a formal report by the Auditor describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues;
- (ii) annually review and confirm with Senior Management and the Auditor the independence of the Auditor, including all relationships between the Auditor and the Company, including the amount of fees received by the Auditors for the audit services, the extent of non-audit services and fees therefor, the extent to which the compensation of the audit partners of the Auditor is based upon selling non-audit

services, the timing and process for implementing the rotation of the lead audit partner, reviewing partner and other partners providing audit services for the Company, and whether there should be a regular rotation of the audit firm itself; and

(iii) annually review and evaluate senior members of the audit team of the Auditor, including their expertise and qualifications. In making this evaluation, the Committee should consider the opinions of Senior Management.

Conclusions on the independence of the Auditor should be reported by the Committee to the Board.

(z) Approve and review, and verify compliance with, the Company's policies for hiring of employees and former employees of the Auditor and former auditors. Such policies shall include, at minimum, a one-year hiring "cooling off" period.

Other Matters

(aa) Meet with the Auditor to review and approve the annual audit plan of the Company's financial statements prior to the annual audit being undertaken by the Auditor, including reviewing the year-to-year co-ordination of the audit plan and the planning, staffing and extent of the scope of the annual audit. This review should include an explanation from the Auditor of the factors considered by the Auditor in determining their audit scope, including major risk factors. The Auditor shall report to the Committee all significant changes to the approved audit plan.

(bb) Review and pre-approve all audit and non-audit services and engagement fees and terms in accordance with applicable law, including those provided to the Company's subsidiaries by the Auditor or any other person in its capacity as independent auditor of such subsidiary. Between scheduled Committee meetings, the Committee Chair, on behalf of the Committee, is authorized to pre-approve any audit or non-audit services and engagement fees and terms up to $50,000. At the next Committee meeting, the Committee Chair shall report to the Committee any such pre-approval given.

(cc) Establish and adopt procedures for such matters.

4.4 <u>Compliance</u>

(dd) Monitor compliance by the Company with all payments and remittances required to be made in accordance with applicable law, where the failure to make such payments could render the Company's directors personally liable.

(ee) Receive regular updates from Senior Management regarding compliance with laws and regulations and the process in place to monitor such compliance, excluding, however, legal compliance matters subject to the oversight of the Corporate Governance and Nominating Committee of the Board. Review the findings of any examination by regulatory authorities and any observations by the Auditor relating to such matters.

(ff) Establish and oversee the procedures in the Company's Whistleblower Policy to address:

(i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting or auditing matters or unethical or illegal behaviour; and

(ii) confidential, anonymous submissions by employees of concerns regarding questionable accounting and auditing matters or unethical or illegal behaviour.

(gg) Ensure that political and charitable donations conform with policies and budgets approved by the Board.

(hh) Monitor management of hedging, debt and credit, make recommendations to the Board respecting policies for management of such risks, and review the Company's compliance therewith.

(ii) Approve the review and approval process for the expenses submitted for reimbursement by the CEO.

(jj) Oversee Senior Management's mitigation of material risks within the Committee's mandate and as otherwise assigned to it by the Board.

4.5 <u>Financial Oversight</u>

(kk) Assist the Board in its consideration and ongoing oversight of matters pertaining to:

(i) capital structure and funding including finance and cash flow planning;

(ii) capital management planning and initiatives;

(iii) property and corporate acquisitions and divestitures including proposals which may have a material impact on the Company's capital position;

(iv) the Company's annual budget;

(v) the Company's insurance program;

(vi) directors' and officers' liability insurance and indemnity agreements; and

(vii) matters the Board may refer to the Committee from time to time in connection with the Company's capital position.

4.6 <u>Other</u>

(ll) Perform such other duties as may be assigned to the Committee by the Board.

(mm) Annually review and assess the adequacy of its charter and recommend any proposed changes to the Corporate Governance and Nominating Committee.

(nn) Review its own performance annually, and provide the results of such evaluation to the Board for its review.

5. AUTHORITY

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to:

a. select, retain, terminate, set and approve the fees and other retention terms of special or independent counsel, accountants or other experts, as it deems appropriate; and

b. obtain appropriate funding to pay, or approve the payment of, such approved fees, without seeking approval of the Board or Senior Management.

6. ACCOUNTABILITY

The Committee Chair shall make periodic reports to the Board, as requested by the Board, on matters that are within the Committee's area of responsibility.

The Committee shall maintain minutes of its meetings with the Company's Corporate Secretary and shall provide an oral report to the Board at the next Board meeting that is held after a Committee meeting.

Appendix "A"

Definitions from National Instrument 52-110 Audit Committees

Section 1.4 Meaning of Independence

(1) An audit committee member is independent if he or she has no direct or indirect material relationship with the issuer.

(2) For the purposes of subsection (1), a "material relationship" is a relationship which could, in the view of the issuer's board of directors, be reasonably expected to interfere with the exercise of a member's independent judgement.

(3) Despite subsection (2), the following individuals are considered to have a material relationship with an issuer:

- (a) an individual who is, or has been within the last three years, an employee or executive officer of the issuer;
- (b) an individual whose immediate family member is, or has been within the last three years, an executive officer of the issuer;
- (c) an individual who:
  - (i) is a partner of a firm that is the issuer's internal or external auditor,
  - (ii) is an employee of that firm, or
  - (iii) was within the last three years a partner or employee of that firm and personally worked on the issuer's audit within that time;
- (d) an individual whose spouse, minor child or stepchild, or child or stepchild who shares a home with the individual:
  - (i) is a partner of a firm that is the issuer's internal or external auditor,
  - (ii) is an employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning) practice, or
  - (iii) was within the last three years a partner or employee of that firm and personally worked on the issuer's audit within that time;
- (e) an individual who, or whose immediate family member, is or has been within the last three years, an executive officer of an entity if any of the issuer's current executive officers serves or served at that same time on the entity's compensation committee; and
- (f) an individual who received, or whose immediate family member who is employed as an executive officer of the issuer received, more than $75,000 in direct compensation from the issuer during any 12 month period within the last three years.

(4) Despite subsection (3), an individual will not be considered to have a material relationship with the issuer solely because

(a) he or she had a relationship identified in subsection (3) if that relationship ended before March 30, 2004; or

(b) he or she had a relationship identified in subsection (3) by virtue of subsection (8) if that relationship ended before June 30, 2005.

(5) For the purposes of clauses (3)(c) and (3)(d), a partner does not include a fixed income partner whose interest in the firm that is the internal or external auditor is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service with that firm if the compensation is not contingent in any way on continued service.

(6) For the purposes of clause (3)(f), direct compensation does not include:

(a) remuneration for acting as a member of the board of directors or of any board committee of the issuer, and

(b) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.

(7) Despite subsection (3), an individual will not be considered to have a material relationship with the issuer solely because the individual or his or her immediate family member

(a) has previously acted as an interim chief executive officer of the issuer, or

(b) acts, or has previously acted, as a chair or vice-chair of the board of directors or of any board committee of the issuer on a part-time basis.

(8) For the purpose of Section 1.4, an issuer includes a subsidiary entity of the issuer and a parent of the issuer.

Section 1.5 Additional Independence Requirements

(1) Despite any determination made under Section 1.4, an individual who

(a) accepts, directly or indirectly, any consulting, advisory or other compensatory fee from the issuer or any subsidiary entity of the issuer, other than as remuneration for acting in his or her capacity as a member of the board of directors or any board committee, or as a part-time chair or vice-chair of the board or any board committee; or

(b) is an affiliated entity of the issuer or any of its subsidiary entities, is considered to have a material relationship with the issuer.

(2) For the purposes of subsection (1), the indirect acceptance by an individual of any consulting, advisory or other compensatory fee includes acceptance of a fee by

(a) an individual's spouse, minor child or stepchild, or a child or stepchild who shares the individual's home; or

(b) an entity in which such individual is a partner, member, an officer such as a managing director occupying a comparable position or executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the issuer or any subsidiary entity of the issuer.

(3) For the purposes of subsection (1), compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.

Section 1.6 Meaning of Financial Literacy

For the purposes of this Instrument, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the issuer's financial statements.

APPENDIX "E"

WAVES E-GAMING INC. - FINANCIAL STATEMENTS FOR THE YEAR ENDED APRIL 30, 2019 (ATTACHED)

Waves E-Gaming Inc.

Financial Statements for the years ended

April 30, 2019 and 2018

(Expressed in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

Waves E-Gaming Inc.
Statements of Financial Position
As at April 30, 2019 and April 30, 2018
(Expressed in Canadian dollars)

As at	Note		April 30, 2019		April 30, 2018
ASSETS					
Current					
Cash		$	50,392	$	127,183
Amounts receivable			21,145		-
Prepaids			25,184		74,762
			96,721		201,945
Non-Current					
Property and equipment	5		715,790		16,291
			715,790		16,291
TOTAL ASSETS		$	812,511	$	218,236
LIABILITIES					
Current					
Accounts payable and accrued liabilities		$	37,565	$	-
Deferred revenues			10,073		-
Promissory note payable	6		201,753		-
Loan payable	7		32,130		-
Capital lease obligation	8		36,139		-
Shareholder loan	10		127,697		-
			445,357		-
Non-Current					
Loan payable	7		270,428		-
Capital lease obligation	8		171,786		-
			442,214		-
Total liabilities			887,571		-
SHAREHOLDERS' EQUITY					
Share capital	9		261,022		251,022
Subscriptions receivable			-		(25,000)
Deficit			(336,082)		(7,786)
Total shareholders' equity			(75,060)		218,236
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		$	812,511	$	218,236

Nature of operations – Note 1
Going concern – Note 2
Subsequent event – Note 16

These financial statements were authorized for issue by the Board of Directors on June xx, 2019.

Approved on behalf of the Board of Directors:

"NAME", Director   *"NAME",* Director

The accompanying notes are an integral part of these financial statements.

Waves E-Gaming Inc.
Statements of Loss and Comprehensive Loss
For the years ended April 30, 2018 and April 30, 2019
(Expressed in Canadian dollars)

	Note		Year ended April 30, 2019		Year ended April 30, 2018
Revenues		$	103,634	$	-
Expenses					
Advertising and marketing		$	8,735	$	3,670
Bank charges			888		26
Consulting and payroll			22,355		-
Depreciation	5		74,073		-
Dues and subscriptions			10,199		-
Insurance			7,001		-
Office			15,271		150
Professional fees			12,414		2,854
Rent			149,793		-
Subcontractors			46,796		-
Supplies			23,575		177
Telephone			6,315		790
Tournament prizes			22,653		-
Travel			3,261		97
Utilities			14,672		-
Total operating expenses			(418,001)		(7,764)
Loss before other items			(314,367)		(7,764)
Interest expense			(25,755)		-
Debt forgiveness	8		12,046		-
Foreign exchange loss			(220)		-
			(13,929)		-
Loss and comprehensive loss for the year		$	(328,296)	$	(7,764)
Loss per share, basic and diluted		$	(0.65)	$	(0.02)
Weighted average number of common shares outstanding			502,945		319,886

The accompanying notes are an integral part of these financial statements.

Waves E-Gaming Inc.
Statements of Changes in Shareholders' Equity
For the years ended April 30, 2018 and April 30, 2019
(Expressed in Canadian dollars)

	Share Capital				
	Number	**Amount**	**Subscriptions Receivable**	**Deficit**	**Total Shareholders' Equity**
		$	$	$	$
April 30, 2017	231,667	1,022	(1,000)	(22)	-
Shares issued on private placement	268,333	250,000	(25,000)	-	225,000
Subscriptions received	-	-	1,000	-	1,000
Net loss for the year	-	-	-	(7,764)	(7,764)
April 30, 2018	500,000	251,022	(25,000)	(7,786)	218,236
Shares issued on private placement	5,000	10,000	-	-	10,000
Subscriptions received	-	-	25,000	-	25,000
Net loss for the year	-	-	-	(328,296)	(328,296)
April 30, 2019	505,000	261,022	-	(336,082)	(75,060)

The accompanying notes are an integral part of these financial statements.

Waves E-Gaming Inc.
Statements of Cash Flows
For the years ended April 30, 2018 and April 30, 2019
(Expressed in Canadian dollars)

		Year ended April 30, 2019		Year ended April 30, 2018
Cash (used in) provided by:				
OPERATING ACTIVITIES				
Net loss for the year	$	(328,296)	$	(7,764)
Items not involving cash:				
Interest expense		6,782		-
Depreciation		74,073		-
Forgiveness of debt		(12,046)		-
Net changes in non-cash working capital items:				
Accounts payable and accrued liabilities		37,565		-
Deferred revenues		10,073		-
Amounts receivable		(21,145)		-
Prepaids		49,578		(74,762)
Net cash used in operating activities		(183,416)		(82,526)
INVESTING ACTIVITIES:				
Property and equipment		(568,572)		(16,291)
Cash used in investing activities		(568,572)		(16,291)
FINANCING ACTIVITIES:				
Proceeds from share issuance		10,000		225,000
Share subscriptions received		25,000		1,000
Proceeds from promissory note		200,000		-
Proceeds from bank loan		321,300		-
Repayment of bank loan		(18,742)		-
Proceeds from equipment finance,		25,000		-
Repayment on capital lease obligation		(15,058)		-
Proceeds from shareholder		127,697		-
Cash provided by financing activities		675,197		226,000
Net decrease in cash		(76,791)		127,183
Cash, beginning of year		127,183		-
Cash, end of year	$	50,392	$	127,183
Cash paid for interest	**$**	18,973	**$**	-
Cash paid for income taxes	**$**	-	**$**	-

The accompanying notes are an integral part of these financial statements.

1. NATURE OF OPERATIONS

Waves E-Gaming Inc. (‘the Company’) was incorporated under the laws of Ontario on May 27, 2016. The Company’s registered office is 2160 Steeles Ave W, Concord, Ontario L4K 2Y7.

The Company is a private company operating in the e-gaming and entertainment industry and has entered into a Share Exchange Agreement (‘Agreement’) with Alpha North Esports & Entertainment Inc. (‘Alpha North’), a private company. Pursuant to the terms of the Agreement, the shareholders of the Company will transfer all their issued and outstanding shares to Alpha North in exchange for a pro rated number of shares of Alpha North. Consequently, the transaction will constitute control of the Company by Alpha North, with the Company representing a wholly-owned subsidiary of Alpha North for accounting and reporting purposes. This transaction has not yet completed as of the date of the audit report.

Upon completion of the share exchange transaction, Alpha North will pursue a going-public transaction and list its shares on the Canadian Stock Exchange (‘CSE’). The Company will continue to focus it’s business in the e-gaming and entertainment industry.

These audited financial statements of the Company for the period ended April 30, 2019, were approved by the Board of Directors on June xx, 2019.

2. GOING CONCERN

The Company has incurred losses since inception. The Company’s continuation as a going concern is dependent upon its ability to attain profitable operations and generate funds therefrom and/or raise equity or related party debt financing on terms which are acceptable to it to meet current and future obligations.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of material uncertainties related to events or conditions that cast significant doubt upon the Company's ability to continue as a going concern.

3. BASIS OF PRESENTATION

These financial statements have been prepared on a historical cost basis except for financial instruments which are classified as fair value through profit or loss. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The accounting policies below have been applied to all periods presented in these financial statements and are based on International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretation Committee (“IFRIC”).

3.1. Basis of measurement

These financial statements have been prepared using the measurement basis specified by IFRS for each type of asset, liability, revenue and expense. Certain items are stated at fair value.

3.2. Significant judgments, estimates and assumptions

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

Critical Accounting Judgments

The assumption that the Company will be able to continue as a going concern is subject to critical judgments by management with respect to assumptions surrounding the short and long-term operating budget, expected profitability, investing and financing activities and management's strategic planning. Should those judgments prove to be inaccurate, management's continued use of the going concern assumption could be inappropriate.

Financial Instruments

The determination of categories of financial assets and financial liabilities has been identified as an accounting policy which involves judgements or assessments made by management.

Critical Accounting Estimates

Estimated useful lives, impairment considerations and amortization of tangible assets

Amortization of tangible assets is dependent upon estimates of useful lives based on management's judgment.

Impairment of tangible assets with limited lives is affected by judgments about impairment indicators and estimates used to measure impairment losses where necessary.

The recoverable value of tangible assets is determined using discounted cash flow models, which incorporate assumptions about future events including future cash flows, growth rates and discount rates.

Critical Accounting Estimates (continued)

Income Taxes

The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for income taxes.

4. SIGNIFICANT ACCOUNTING POLICIES

4.1 Impairment of Non-Financial Assets

The carrying amount of the Company's long-lived assets is reviewed for an indication of impairment at the end of each reporting period. If an indication of impairment exists, the Company makes an estimate of the asset's recoverable amount. Individual assets are grouped for impairment assessment purposes at the lowest level at which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets (cash generating units "CGU"). The recoverable amount of an asset group is the higher of its fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are adjusted for the risks specific to the CGU and are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money.

Where the carrying amount of an asset group exceeds its recoverable amount, the CGU is considered impaired and is written down to its recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are allocated to reduce the carrying amounts of the assets in the CGU on a pro rata basis.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized.

4.2 Provisions

Liabilities are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation. A provision is a liability of uncertain timing or amount.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects the current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to the passage of time is recognized as a financing expense.

4.3 Income Taxes

Tax expense recognized in profit or loss comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity.

Current tax assets and liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting periods, that are unpaid at the reporting date. Current tax is payable on taxable profit which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax is not provided on the initial recognition of goodwill or on the initial recognition of an asset or liability unless the related transaction is a business combination or affects taxable profit or accounting profit. Deferred tax liabilities on temporary differences associated with shares in subsidiaries and joint ventures is not provided for if reversal of these temporary differences can be controlled by the Company and it is probable that reversal will not occur in the foreseeable future.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are likely to reverse. The effect on

deferred tax assets and liabilities of a change in tax rates is recognized in profit or loss in the period that includes the substantive enactment date. Deferred tax assets are recognized for all temporary differences, carry-forward of unused tax credits and unused tax losses to the extent that it is probable that future taxable profits will be available against which they can be utilized.
Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realization, provided they are enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset only when the Company has a right and intention to offset current tax assets and liabilities from the same taxation authority and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same entity or different entities which intend to settle current tax assets and liabilities on a net basis or simultaneously in each future period in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

Changes in deferred tax assets or liabilities are recognized as a component of income or expense in profit or loss, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively.

4.4 Share Capital

The Company records proceeds from share issuances net of issue costs and any tax effects in shareholders’ equity. Common shares issued for consideration other than cash are valued based on their market value at the date the shares were granted. Common shares held by the Company are classified as treasury stock and recorded as a reduction to shareholders’ equity.

4.4 Share Capital (continued)

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in private placements to be the more easily measurable component of unit offerings and the common shares are valued at their fair value. The balance, if any, is allocated to any attached warrants or other features. Any fair value attributed to warrants is recorded as contributed surplus.

4.5 Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Related party transactions that are in the normal course of business and have commercial substance are measured at the exchange amount.

4.6 Earnings (Loss) per Share

Basic earnings (loss) per share is computed by dividing net income (loss) (the numerator) by the weighted average number of outstanding common shares for the period (denominator). In computing diluted earnings per share, an adjustment is made for the dilutive effect of outstanding share options, warrants and other convertible instruments.

In the periods when the Company reports a net loss, the effect of potential issuances of shares under share options and other convertible instruments is anti-dilutive. Therefore, basic and diluted loss per share are the same. When diluted earnings per share is calculated, only those share options and other convertible instruments with exercise prices below the average trading price of the Company's common shares for the period will be dilutive.

4.7 Property and Equipment

Property and equipment is carried at cost less accumulated depreciation and accumulated impairment losses. In the year of acquisition, depreciation is recorded at one-half the normal rate. Depreciation is recognized using the declining balance method at the following annual rates:

Furniture	Declining-Balance	20%
Equipment	Declining-Balance	55%
Leasehold Improvements	Straight line over the term of the lease	
Signage	Declining-Balance	20%

Property and equipment that is withdrawn from use or has no reasonable prospect of being recovered through use or sale, are regularly identified and written off.

4.7 Property and Equipment (continued)

The assets' residual values, depreciation methods and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

Subsequent expenditure relating to an item of equipment is capitalized when it is probable that future economic benefits from the use of the assets will be increased. All other subsequent expenditure is recognized as repairs and maintenance expense.

4.8 Financial Instruments - Recognition and Measurement

The following is the Company's accounting policy for financial instruments under IFRS 9:

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The Company classifies its financial instruments as follows:

Financial assets/liabilities	
Cash	FVTPL
Amounts receivable	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Promissory note payable	Amortized cost
Shareholder loan	Amortized cost
Loan payable	Amortized cost
Capital lease obligation	Amortized cost

(ii) Measurement

Financial assets and liabilities at amortized cost.

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statement of loss in the period in which they arise.

4.8 Financial Instruments - Recognition and Measurement (continued)

(iii) Impairment of financial assets at amortized cost.

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the consolidated statements of loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of loss.

4.9 Comprehensive Income (Loss)

Total comprehensive income comprises all components of profit or loss and other comprehensive income. Other comprehensive income includes items such as gains and losses on re-measuring financial instruments designated as FVOCI financial assets and the effective portion of gains and losses on hedging instruments in a cash flow hedge.

4.10 Changes in Significant Accounting Policies

Accounting standard anticipated to be effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or International Financial Reporting Interpretations Committee (“IFRIC”) that are mandatory for accounting periods beginning after January 1, 2019, or later periods. New standards and updates, which are not applicable or are not consequential to the Company, have been excluded from the list below.

IFRS 16, *Leases*, specifies how an entity will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16’s approach to lessor accounting substantially unchanged from its predecessor, IAS 17 Leases. IFRS 16 is effective for years beginning after January 1, 2019. On adoption of this standard, the Company’s leased premises is anticipated to be treated as a capital lease with recognition of a lease obligation and corresponding asset. This is not expected to have a significant impact on the Company’s statement of profit and loss or retained earnings.

(Expressed in Canadian dollars)

Accounting standard anticipated to be effective (Continued)

IFRIC 23, It may be unclear how tax law applies to a particular transaction or circumstance, or whether a taxation authority will accept a company's tax treatment. IAS 12 *Income Taxes* specifies how to account for current and deferred tax, but not how to reflect the effects of uncertainty. IFRIC 23 provides requirements that add to the requirements in IAS 12 by specifying how to reflect the effects of uncertainty in accounting for income taxes. IFRIC 23 is effective for years beginning after January 1, 2019. The Company does not anticipate the adoption of this standard to have a significant impact on the Company's financial statements.

5. PROPERTY AND EQUIPMENT

	Furniture	Equipment	Signage	Leasehold Improvements	TOTAL
Cost					
April 30, 2017	$ -	$ -	$ -	$ -	$ -
Additions	-	-	-	-	-
April 30, 2018	$ -	$ -	$ -	$ 16,291	**$ 16,291**
Additions	24,611	218,099	17,704	513,158	**773,572**
April 30, 2019	$ 24,611	$ 218,099	$ 17,704	$ 529,449	**$ 789,863**
Accumulated depreciation					
April 30, 2017	$ -	$ -	$ -	$ -	**$ -**
Depreciation for the year	-	-	-	-	**-**
April 30, 2018	$ -	$ -	$ -	$ -	**$ -**
Depreciation for the year	1,528	42,581	942	29,022	**74,073**
April 30, 2019	$ 1,528	$ 42,581	$ 942	$ 29,022	**$ 74,073**
Net Book Value					
As at April 30, 2018	$ -	$ -	$ -	$ 16,291	**$ 16,291**
As at April 30, 2019	$ 23,083	$ 163,779	$ 16,762	$ 500,427	**$ 715,790**

6. PROMISSORY NOTE PAYABLE

On March 29, 2019, the Company entered into a promissory note agreement (the "Loan") with Alpha North Esports & Entertainment Inc. (the "Lender") to advance CDN $200,000 in two separate tranches of CDN $40,000 and CDN $160,000 for the purpose of pursuing a transaction whereby the Company and the Lender would enter into a share exchange with the effect that the Company would become a wholly-owned subsidiary of the Lender, and the Lender would subsequently pursue a going-public transaction in respect of the Company. The Loan will accrue interest at 10% per annum payable on the 1st day of each successive month. The Loan is due on demand with repayment of the principal and all

(Expressed in Canadian dollars)

6. PROMISSORY NOTE PAYABLE (CONTINUED)

accrued and unpaid interest due on the demand date. The Company has the privilege of prepaying the Loan in whole or in part without notice, penalty or bonus. Interest is payable monthly beginning May 31, 2019.

During the year ended April 30, 2019, the Company recorded $1,753 (2018 - $nil) in interest in connection with the loan payable.

7. LOAN PAYABLE

On February 27, 2018 the Company entered into a government loan (the "Loan") with RBC Royal Bank. (the "Lender") to advance CDN $321,300 for the purpose of financing leasehold improvements. The Loan will accrue interest at prime plus 3% payable in monthly amounts of $2,677 principle and interest. The Loan has a payment term of 60 months with 120 months amortization.

During the year ended April 30, 2019, the Company recorded $13,594 (2018 - $nil) in interest in connection with the loan payable.

7.1 Future Minimum Loan Payments

Year		Amount
2020	$	32,130
2021		32,130
2022		32,130
2023		32,130
Thereafter		174,038
	$	302,558
Current portion	$	(32,130)
Non-current portion	$	270,428

8. CAPITAL LEASE

On August 1, 2018 the Company entered into a seven year capital lease (the "Lease") with DECL Limited (the "Lessor") for a total value of CDN $230,000 of which $205,000 has been capitalized as equipment and $25,000 was received in cash. The Lease will accrue interest at 2.75% payable in monthly blended lease payments of interest and principal of $3,012.

During the year ended April 30, 2019 the Lessor forgave $12,046 (2018 - $nil) of the total value of the Lease to be applied against the cost of borrowing.

During the year ended April 30, 2019, the Company recorded $5,030 (2018 - $nil) in interest in connection with the Lease.

(Expressed in Canadian dollars)

8. CAPITAL LEASE (CONTINUED)

Capital lease obligation	$	230,000
Forgiveness of debt		(12,046)
Interest expense		5,029
Repayment on lease obligation		(15,058)
Carry valuing	$	207,925
Current portion	$	36,139
Non-current portion	$	171,786

8.1 Future Minimum Lease Payments

Year		Amount
2020	$	36,139
2021		36,139
2022		36,139
2023		36,139
Thereafter		84,325
	$	228,881
Effects of discounting		(20,956)
Carrying value	$	207,925

9. EQUITY

9.1 Authorized Share Capital

1. Unlimited number of Class “A” Common voting shares
2. Unlimited number of Class “B” Common non-voting shares

9.2 Shares Issued

Shares issued and outstanding as at April 30, 2019 are 505,000 Class A common shares.

During the year ended April 30, 2019, the following transactions occurred:

On September 27, 2018, the Company issued 5,000 Class A common shares at $2.00 per common share for total proceeds of $10,000 pursuant to a private placement.

During the year ended April 30, 2018, the following transactions occurred:

On December 31, 2017, the Company issued 268,333 Class A common shares at $0.9317 per common share for gross proceeds of $250,000. As at April 30, 2018, $25,000 in subscriptions was receivable in connection with this issuance and was collected during the year ended April 30, 2019.

(Expressed in Canadian dollars)

10. RELATED PARTY TRANSACTIONS AND BALANCES

Key management	Key management are those personnel having the authority and responsibility for planning, directing and controlling the Company and include the President and Chief Executive Officer, and Chief Financial Officer.

The Company paid $16,000 to Directors and Officers. As of April 30, 2019, an additional $5,000 is owed to Directors and Officers for unpaid fees.

A shareholder lent the Company $137,697 of which $10,000 was repaid during the year ended April 30, 2019. As of April 30, 2019, there is a shareholder loan due to the shareholder of $127,697. The shareholder loan is non-interest bearing and is due on demand.

There were no other related party transactions during the period.

11. INCOME TAXES

A reconciliation of income taxes at statutory rates is as follows:

	April 30, 2019	April 30, 2018
Loss and comprehensive loss for the period	$ (328,296)	$ (7,764)
Expected income tax recovery	(88,000)	(2,000)
Valuation allowance	20,000	
Change in unrecognized deductible temporary differences	68,000	2,000
Income tax expense	$ -	$ -

The Company's deductible temporary differences and unused tax losses consist of the following:

	April 30, 2019	April 30, 2018
Deferred income tax asset:		
Share issuance costs	$ -	$ -
Non-capital loss carry forwards	$ 68,000	$ 2,000

The Company did not recognize the deferred tax assets for the period ended April 30, 2019 as future taxable profits are uncertain.

The Company has non-capital loss carry forwards of approximately $70,000 which may be carried forward and applied against taxable income in future years. Future tax benefits which may arise as a result of these losses have not been recognized in these financial statements and have been offset by a valuation allowance.

12. MANAGEMENT OF CAPITAL

The Company defines the capital that it manages as its cash and share capital.

The Company's objective when managing capital is to maintain corporate and administrative functions necessary to support the Company's operations and corporate functions; and to seek out and acquire new projects of merit.

The Company manages its capital structure in a manner that provides sufficient funding for operational and capital expenditure activities. Funds are secured, when necessary, through debt funding or equity capital raised by means of private placements. There can be no assurances that the Company will be able to obtain debt or equity capital in the case of working capital deficits.

The Company does not pay dividends and has no long-term debt or bank credit facility. The Company is not subject to any externally imposed capital requirements and there were no changes to managements approach to capital management during the year.

13. RISK MANAGEMENT

13.1 Financial Risk Management

The Company may be exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The main objectives of the Company's risk management processes are to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. The principal risks to which the Company is exposed are described below.

a. **Capital Risk**
The Company manages its capital to ensure that there are adequate capital resources for the Company to maintain operations. The capital structure of the Company consists of cash and share capital.

b. **Credit Risk**
Credit risk is the risk that a counter party will be unable to pay any amounts owed to the Company. The Company currently has amounts receivable. There is a risk that this amount will not be collectible due to unforeseen material events.

c. **Liquidity Risk**
Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due. As at April 30, 2019, the Company's working capital deficit is $348,636. The Company may seek additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at April 30, 2019, the Company had cash of $50,392 and total liabilities of $887,571.

13.1 Financial Risk Management (Continued)

d. Market Risk

Market risk incorporates changes in market factors such as interest rates, foreign exchange rates, and equity prices.

(i) Interest rate risk

Interest rate risk arises from changes in market rates of interest that could adversely affect the Company. The Company currently has a promissory note payable, loans payable, and capital lease obligations with fixed interest rates. A change in market interest rates would have an insignificant impact on the Company's profit or loss.

(ii) Foreign currency risk

Foreign currency risk arises from the fluctuation of foreign exchange rates. The Company's assets, liabilities, and operations are predominantly denominated in Canadian dollars. The Company did not have any material monetary assets or liabilities in a foreign currency and consequently has an insignificant exposure to foreign currency risk.

(iii) Price risk

Equity price risk is the potential impact on the Company's earning due to movement in individual equity prices or levels on the stock market. The Company is a private company and has no exposure to equity price risk.

13.2 Fair Values

The carrying values of cash, amounts receivable, accounts payable and accrued liabilities, promissory note payable, loans payable, and capital lease obligations approximate their fair values due to their short-term to maturity and market borrowing rates.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in markets that are not active, or inputs that are not observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

(Expressed in Canadian dollars)

14. COMMITMENTS

On April 10, 2018 the Company entered into a seven year rental agreement for it's facility in Vaughan, Ontario. Under the terms of the agreement, the Company will pay monthly minimum rents as follows: Years 1 and 2 – $15,152 per month, Year 3 – $16,234 per month, Years 4 and 5 – $17,316 per month, and Years 6 and 7 – $18,398 per month.

YEAR		AMOUNT
2020	$	181,818
2021		188,312
2022		201,299
2023		207,792
Thereafter		435,065
	$	1,214,286

15. SEGMENTED INFORMATION

The Company operates in one reportable segment, electronic sports and gaming. All of the Company's revenues are generated in Canada, and all of the Company's property and equipment is located in Canada.

16. SUBSEQUENT EVENT

On April 26, 2019, the Company entered into an share exchange agreement with Alpha North Esports & Entertainment Inc. ('Alpha North') and amended on June 26, 2019. Under the terms of the amended share exchange agreement, Alpha North will acquire 100% of the outstanding shares of the Company. The Company's Shareholders will receive Alpha North shares in exchange for their shares on the following basis:

a) 5,000,000 common shares on the date of closing the acquisition; and
b) 5,000,000 pursuant to an escrow agreement receivable only if the following Milestones are achieved as described below:
   a. In the event that the Company achieves revenue of at least $300,000 during the period from July 1, 2019 – December 31, 2019, 1,250,000 Shares shall be received;
   b. In the event that the Company achieves revenue of at least $400,000 during the period from January 1, 2020 – June 30, 2020, 1,250,000 Shares shall be received;
   c. In the event that the Company achieves revenue of at least $500,000 during the period from July 1, 2020 – December 31, 2020, 1,250,000 Shares shall be received; and
   d. In the event that the Company achieves revenue of at least $750,000 during the period from January 1, 2021 – June 30, 2021, 1,250,000 Shares shall be received.

Pursuant to the escrow agreement if the Company is within 10% of the revenue target of any milestone, the Company will receive 625,000 Shares in respect of each Milestone. Additionally, if the Company achieves revenue of at least $2,000,000 during the period, July 1, 2019 – June 30, 2020 and the first and or second milestone have been met, then the Company will receive all 5,000,000 escrow Shares.

APPENDIX "F"

WAVES E-GAMING INC. - MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED APRIL 30, 2019 (ATTACHED)

WAVES E-GAMING INC.

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

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the consolidated financial statements and notes thereto for the year ended April 30, 2019 of Waves E-Gaming Inc. (the "Company"). Such financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

All dollar amounts are expressed in Canadian dollars unless otherwise indicated.

DATE

This MD&A is prepared as of June xx, 2019.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this report are forward-looking statements, which reflect our management's expectations regarding our future growth, results of operations, performance and business prospects and opportunities including statements related to the development of existing and future property interests, availability of financing and projected costs and expenses. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of the date of this report. These assumptions, which include management's current expectations, estimates and assumptions about the global economic environment, the market price and demand for products and our ability to manage our operating costs, may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions, (2) the uncertainty of government regulation and politics (3) potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, and (4) other factors beyond our control.

There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Additional information about these and other assumptions, risks and uncertainties are set out in the section entitled "Risk Factors" below.

DESCRIPTION OF BUSINESS

The Company was incorporated under the laws of the province of Ontario on May 27, 2016 under the name Waves E-Gaming Inc. The Company is a private company operating in the e-gaming and entertainment industry and has entered into a Share Exchange Agreement ('Agreement') with Alpha North Esports & Entertainment Inc. ('Alpha North'), a private company. Pursuant to the terms of the Agreement, the shareholders of the Company will transfer all their issued and outstanding shares to Alpha North in exchange for a pro rated number of shares of Alpha North. Consequently, the transaction will constitute control of the Company by Alpha North, with the Company representing a wholly-owned subsidiary of Alpha North for accounting and reporting purposes. This transaction has not yet completed as of the date of the audit report.

Upon completion of the share exchange transaction, Alpha North will pursue a going-public transaction and list its shares on the Canadian Stock Exchange ('CSE'). The Company will continue to focus it's business in ESports and entertainment.

OVERALL PERFORMANCE

The Company has begun to generate revenues as it shifted from the start up phase to operations during the year. As a result, the Company was operational for a portion of the year and the subsequent year will be the Company's first full year of operations. The Company will continue to focus its business on e-gaming and entertainment related activities.

The company incurred a net comprehensive loss of $7,764 for the year ended April 30, 2018 as compared to a net comprehensive loss of $328,296 for the year ended April 30, 2019. The increased loss of $320.532 from fiscal 2018 to fiscal 2019 was mainly due to depreciation of $74,073, rent expense of $149,793, and subcontractor expenses of $46,796.

The net assets of the Company decreased from $218,236 at April 30, 2018 to $(75,060) at April 30, 2019, a decrease of $293,296. The most significant assets at April 30, 2019 consisted of cash of $50,392 (April 30, 2018 - $127,183), prepaids of $25,184 (April 30, 2018 - $74,762), and property and equipment of $715,790 (April 30, 2018 - $16,291).

The cash decreased by $76,791 pursuant to financing activities which are offset by cash used in investing activities of $568,572 and cash used in operating activities of $183,416.

The Company's liabilities at April 30, 2019 consisted primarily of accounts payable and accrued liabilities of $37,565 (April 30, 2018 - $nil), shareholder loan of $127,697 (April 30, 2018 - $nil) promissory note payable of $201,753 (April 30, 2018 - $nil), loan payable of $302,558 (April 30, 2018 - $nil), and capital lease obligation of $207,925 (April 30, 2018 - $nil).

SELECTED ANNUAL INFORMATION

The following information sets out the Company's audited selected annual information for the years ended April 30, 2019 and April 30, 2018:

	Year Ended April 30, 2019	**Year Ended April 30, 2018**
	($)	
Revenue	103,634	-
Operating Expenses	(418,001)	(7,764)
Net Income (Loss)	(328,296)	(7,764)
Basic and Diluted Earnings (Loss) Per Share	$(0.65)	$(0.02)

	As at April 30, 2019	**As at April 30, 2018**
	($)	
Cash	50,392	127,183
Property and equipment	715,790	16,291
Total Assets	812,511	218,236

RESULTS OF OPERATIONS

Year Ended April 30, 2019

During the year ended April 30, 2019, the Company incurred a net and comprehensive loss of $328,296. The net and comprehensive loss for the period consists primarily of depreciation of $74,073, rent expense of $149,793, and subcontractor expenses of $46,796.

SUMMARY OF QUARTERLY RESULTS

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

	Quarter Ended April 30, 2019 $	Quarter Ended January 31, 2019 $	Quarter Ended October 31, 2018 $	Quarter Ended July 31, 2018 $	Quarter Ended April 30, 2018 $	Quarter Ended January 31, 2018 $	Quarter Ended October 31, 2017 $	Quarter Ended July 31, 2017 $
Revenue	80,077	23,228	309	20	-	-	-	-
Net loss	(227,532)	(20,998)	(44,201)	(28,006)	(6,112)	(1,447)	-	-
Loss per share, basic and diluted	(0.45)	(0.04)	(0.09)	(0.06)	(0.019)	(0.005)	-	-

On a quarter-by-quarter basis the loss can fluctuate significantly due to a number of factors including the timing of operating activities since inception as the Company did not begin and start up or operational activity until the quarter ended January 31, 2018.

An analysis of the quarterly results over the quarters since inception shows that operations and sales only significantly began during the quarters ended January 31, 2019 and April 30, 2019. During these quarters , the Company incurred mostly operating expenses related to the newly operational entity.

LIQUIDITY

The Company had cash of $50,392 and $127,183 at April 30, 2019 and April 30, 2018, respectively. The Company had working capital of $348,636 and $201,945 at April 30, 2019 and April 30, 2018, respectively.

If additional funds are required, the Company may seek additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

Operating Activities

The Company used net cash of $183,416 and $82,526 in operating activities during the years ended April 30, 2019 and April 30, 2018, respectively. The use of cash for the year ended April 30, 2019 was mainly attributable to loss for the year of $328,296, offset primarily by non-cash charges related to depreciation of property and equipment of $74,073. The use of cash for the year ended April 30, 2018 was mainly attributable to the loss for the year of $7,764, offset by non-cash working capital items related to prepaids of $74,762.

Financing Activities

The Company received net proceeds of $675,197 and $226,000 from financing activities during the years ended April 30, 2019 and April 30, 2018, respectively. The cash received for the year ended April 30, 2019 was primarily from promissory note and bank loan proceeds. The cash received for the year ended April 30, 2018 was primarily from proceeds from share issuances.

Investing Activities

The Company used net cash of $568,572 and $16,291 in investing activities during the years ended April 30, 2019 and April 30, 2018. The use of cash for the years ended April 30, 2019 and April 30,2018 was primarily attributable to the purchase of property and.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Relationships	**Nature of the relationship**
Key management	Key management are those personnel having the authority and responsibility for planning, directing and controlling the Company and include the Chief Executive Officer and Chief Financial Officer.

The Company paid $16,000 to Directors and Officers. As of April 30, 2019, an additional $5,000 is owed to Directors and Officers for unpaid fees.

A shareholder lent the Company $137,697 of which $10,000 was repaid during the year ended April 30, 2019. As of April 30, 2019, there is a shareholder loan due to the shareholder of $127,697. The shareholder loan is non-interest bearing and is due on demand.

There were no other related party transactions during the period.

FOURTH QUARTER

The table below reflects selected audited information for the three month period ended April 30, 2019 compared to the comparative period in the previous fiscal period. The information is presented to the same basis as the audited consolidated financial statements and should be read in conjunction with the audited consolidated financial statements and the accompanying notes.

	Quarter Ended April 30, 2019	**Quarter Ended April 30, 2018**
Total Revenue	$80,077	$ -
Net Loss	$(227,532)	$(6,112)
Basic and diluted net loss per share	$(0.45)	$(0.019)

During the quarter ended April 30, 2019, the Company had revenues of $80,077 compared to $nil for the same period ended April 30, 2018 resulting in an increase of $80,077. The Company had operating expenses of $307,609 for the quarter ended April 30, 2019 compared to $6,112 for the same period ended April 30, 2018. The result was a comprehensive loss of $227,532 for the quarter ended April 30, 2019 compared to a comprehensive loss of $6,112 for the same period ended April 30, 2018.

PROPOSED TRANSACTIONS

As of the date of this MD&A, there were no proposed transactions.

SUBSEQUENT EVENTS

On April 26, 2019, the Company entered into an share exchange agreement with Alpha North Esports & Entertainment Inc. ('Alpha North') and amended on June 26, 2019. Under the terms of the amended share exchange agreement, Alpha North will acquire 100% of the outstanding shares of the Company. The Company's Shareholders will receive Alpha North shares in exchange for their shares on the following basis:

a) 5,000,000 common shares on the date of closing the acquisition; and
b) 5,000,000 pursuant to an escrow agreement receivable only if the following Milestones are achieved as described below:
    a. In the event that the Company achieves revenue of at least $300,000 during the period from July 1, 2019 – December 31, 2019, 1,250,000 Shares shall be received;

b. In the event that the Company achieves revenue of at least $400,000 during the period from January 1, 2020 – June 30, 2020, 1,250,000 Shares shall be received;
c. In the event that the Company achieves revenue of at least $500,000 during the period from July 1, 2020 – December 31, 2020, 1,250,000 Shares shall be received; and
d. In the event that the Company achieves revenue of at least $750,000 during the period from January 1, 2021 – June 30, 2021, 1,250,000 Shares shall be received.

Pursuant to the escrow agreement if the Company is within 10% of the revenue target of any milestone, the Company will receive 625,000 Shares in respect of each Milestone. Additionally, if the Company achieves revenue of at least $2,000,000 during the period, July 1, 2019 – June 30, 2020 and the first and or second milestone have been met, then the Company will receive all 5,000,000 escrow Shares.

ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

Accounting standard anticipated to be effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning after January 1, 2019, or later periods. New standards and updates, which are not applicable or are not consequential to the Company, have been excluded from the list below.

IFRS 16, *Leases*, specifies how an entity will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17 Leases. IFRS 16 is effective for years beginning after January 1, 2019. On adoption of this standard, the Company's leased premises is anticipated to be treated as a capital lease with recognition of a lease obligation and corresponding asset. This is not expected to have a significant impact on the Company's statement of profit and loss or retained earnings.

IFRIC 23, It may be unclear how tax law applies to a particular transaction or circumstance, or whether a taxation authority will accept a company's tax treatment. IAS 12 *Income Taxes* specifies how to account for current and deferred tax, but not how to reflect the effects of uncertainty. IFRIC 23 provides requirements that add to the requirements in IAS 12 by specifying how to reflect the effects of uncertainty in accounting for income taxes. IFRIC 23 is effective for years beginning after January 1, 2019. The Company does not anticipate the adoption of this standard to have a significant impact on the Company's financial statements.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The following is the Company's accounting policy for financial instruments under IFRS 9:

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The Company classifies its financial instruments as follows:

Financial assets/liabilities	
Cash	FVTPL
Amounts receivable	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Promissory note payable	Amortized cost
Shareholder loan	Amortized cost
Loan payable	Amortized cost
Capital lease obligation	Amortized cost

(ii) Measurement

Financial assets and liabilities at amortized cost.

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statement of loss in the period in which they arise.

(iii) Impairment of financial assets at amortized cost.

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the consolidated statements of loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of loss.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

During the years ended April 30, 2019 and April 30, 2018, the Company incurred the following expenses:

	2019	**2018**
General and administrative expenses	$418,001	$7,764
Interest expense	25,755	-
Debt forgiveness	12,046	-

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

DISCLOSURE OF OUTSTANDING SHARE DATA

Common Shares

The Company is currently a private company. The Company's authorized share capital consists of an unlimited number of class A and B common shares. As at April 30, 2019 the Company had 505,000 common shares issued and outstanding.

RISK FACTORS

Much of the information included in this report includes or is based upon estimates, projections or other forward-looking statements. Such forward-looking statements include any projections or estimates made by the Company and its management in connection with the Company's business operations. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect the Company's current judgment regarding the direction of its business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein. Except as required by law, the Company undertakes no obligation to update forward-looking statements to reflect events or circumstances occurring after the date of such statements.

Such estimates, projections or other forward-looking statements involve various risks and uncertainties as outlined below. The Company cautions readers of this report that important factors in some cases have affected and, in the future, could materially affect actual results and cause actual results to differ materially from the results expressed in any such estimates, projections or other forward-looking statements. In evaluating the Company, its business and any investment in its business, readers should carefully consider the following factors:

Risks Related to the Company's Business

The Company's future is dependent upon its ability to obtain financing and if the Company does not obtain such financing, the Company may have to cease its activities and investors could lose their entire investment.

There is no assurance that the Company will operate profitably or will generate positive cash flow in the future. The Company will require additional financing to sustain its business operations if it is not successful in earning revenues. The Company currently does not have any arrangements for further financing and it may not be able to obtain financing when required. The Company's future is dependent upon its ability to obtain financing. If the Company does not obtain such financing, its business could fail and investors could lose their entire investment.

The Company's directors and officers are engaged in other business activities and accordingly may not devote sufficient time to the Company's business affairs, which may affect its ability to conduct operations and generate revenues.

The Company's directors and officers are involved in other business activities. As a result of their other business endeavours, the directors and officers may not be able to devote sufficient time to the Company's business affairs, which may negatively affect its ability to conduct its ongoing operations and its ability to generate revenues. In addition, the management of the Company may be periodically interrupted or delayed as a result of its officers' other business interests.

A decline in the price of the Company's common stock could affect its ability to raise further working capital and adversely impact its ability to continue operations.

A prolonged decline in the price of the Company's common stock could result in a reduction in the liquidity of its common stock and a reduction in its ability to raise capital. Because a significant portion of the Company's operations have been and will be financed through the sale of equity securities, a decline in the price of its common stock could be especially detrimental to the Company's liquidity and its operations. Such reductions may force the Company to reallocate funds from other planned uses and may have a significant negative effect on the Company's business plan and operations, including its ability to develop new products and continue its current operations. If the Company's stock price declines, it can offer no assurance that the Company will be able to raise additional capital or generate funds from operations sufficient to meet its obligations. If the Company is unable to raise sufficient capital in the future, the Company may not be able to have the resources to continue its normal operations.

The Company has no operating history

The Company has no operating history and may not succeed. The Company is subject to all risks inherent in a developing business enterprise. The Company's likelihood of continued success must be considered in light of the problems, expenses, difficulties, undercapitalization, cash shortages, limitations with respect to personnel, financial and other resources, lack of revenues, complications, and delays frequently encountered in connection with the competitive and regulatory environment in which it operates. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of the early stage of operations.

History of Losses

The Company has incurred losses in recent periods. The Company may not be able to achieve or maintain profitability and may continue to incur significant losses in the future. In addition, the Company expects to continue to increase operating expenses as it implements initiatives to continue to grow its business. If the Company's revenues do not increase to offset these expected increases in costs and operating expenses, it will not be profitable.

Reliance on Management

The Company is currently in good standing with all high-level employees and believes that with well managed practices will remain in good standing. The success of the Company will be dependent upon the ability, expertise, judgment, discretion and good faith of its senior management and key personnel. While employment agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. Any loss of the services of such individuals could have a material adverse effect on the Company's business, operating results or financial condition.

Insurance and Uninsured Risks

The Company's business is subject to a number of risks and hazards including accidents, labour disputes and changes in the regulatory environment. Such occurrences could result in damage to assets, personal injury or death, delays in operations, monetary losses and possible legal liability.

Although the Company intends to continue to maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability.

The Company Will Be an Entrant Engaging in a New Industry

The e-gaming industry is fairly new. There can be no assurance that an active and liquid market for shares of the Company will develop and shareholders may find it difficult to resell their shares. Accordingly, no assurance can be given that the Company will be successful in the long term.

Dependence on Suppliers and Skilled Labour

The ability of the Company to compete and grow will be dependent on it having access, at a reasonable cost and in a timely manner, to skilled labour, equipment, parts and components. No assurances can be given that the Company will be successful in maintaining its required supply of skilled labour, equipment, parts and components. This could have an adverse effect on the financial results of the Company.

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 e-gaming industry. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition 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 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 and prospects.

Internal Controls

Effective internal controls are necessary for the Company to provide reliable financial reports and to help prevent fraud. Although the Company will undertake a number of procedures and will implement a number of safeguards, in each case, in order to help ensure the reliability of its financial reports, including those imposed on the Company under Canadian securities law, the Company cannot be certain that such measures will ensure that the Company will maintain adequate control over financial processes and reporting. 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 Company's shares.

Liquidity

The Company cannot predict at what prices the Company will trade and there can be no assurance that an active trading market will develop or be sustained. There is a significant liquidity risk associated with an investment in the Company.

Litigation

The Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company such a decision could adversely affect the Company's ability to continue operating and the market price for Reporting Issuer's shares and could use significant resources. Even if the Company is involved in litigation and wins, litigation can redirect significant Reporting Issuer resources.

ADDITIONAL INFORMATION

Additional information about the Company is available on SEDAR at http://www.sedar.com.

BOARD APPROVAL

The board of directors of the Company has approved this MD&A.

APPENDIX "G"

ALPHA NORTH ESPORTS & ENTERTAINMENT INC. - PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS AS AT APRIL 30, 2019
(ATTACHED)

ALPHA NORTH ESPORTS & ENTERTAINMENT INC.

Pro Forma Consolidated Financial Statements

Unaudited - (Expressed in Canadian dollars)

Alpha North Esports & Entertainment Inc.
Pro Forma Consolidated Statement of Financial Position
(Unaudited - Expressed in Canadian dollars)

As at	Alpha North Esports & Entertainment Inc. (audited) April 30, 2019	Waves E-Gaming Inc. (audited) April 30, 2019	Pro Forma Adjustments	Notes	Pro Forma Consolidated Balance (unaudited) April 30, 2019
ASSETS					
CURRENT ASSETS					
Cash	$ 205,514	$ 50,392	$ 1,154,250	4(iv)	$ 3,900,156
			2,500,000	4(v)	
			(10,000)	4(vii)	
Amounts receivable	-	21,145	-		21,145
Prepaid expenses	-	25,184	-		25,184
Loan receivable	201,753	-	(201,753)	4(ii)	-
	407,267	96,721	3,442,497		3,946,485
NON-CURENT ASSETS					
Property and equipment	-	715,790	-		715,790
Goodwill	-	-	2,873,307	4(iii)	2,873,307
	-	715,790	2,873,307		3,589,097
TOTAL ASSETS	$ 407,267	$ 812,511	$ 6,315,804		$ 7,535,582
LIABILITIES					
CURRENT LIABILITIES					
Accounts payable and accrued liabilities	$ 23,384	$ 37,565	$ 150,000	4(viii)	$ 210,949
Deferred revenues	-	10,073	-		10,073
Promissory note payable	-	201,753	(201,753)	4(ii)	-
Loan payable	-	32,130	-	-	32,130
Capital lease obligation	-	36,139	-		36,139
Shareholder loan	-	127,697	(127,697)	4(vii)	-
	23,384	445,357	(179,450)		289,291
NON-CURRENT LIABILITIES					
Loan payable	-	270,428	-		270,428
Capital lease obligation	-	171,786	-		171,786
TOTAL LIABILITIES	23,384	887,571	(179,450)		731,505
SHAREHOLDERS' EQUITY					
Share capital (Note 5)	$ 395,501	261,022	$ (261,022)	4(iii)	$ 6,673,198
			2,500,000	4(iii)	
			1,160,000	4(iv)	
			2,500,000	4(v)	
			117,697	4(vii)	
Reserves	5,750	-	(5,750)	4(iv)	-
			500,000	4(iii)	500,000
Deficit	(17,368)	(336,082)	336,082	4(iii)	(369,121)
			(201,753)	4(iii)	
			(150,000)	4(viii)	
TOTAL SHAREHOLDERS' EQUITY	383,883	(75,060)	6,495,254		6,804,077
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 407,267	$ 812,511	$ 6,315,804		$ 7,535,582

Alpha North Esports & Entertainment Inc.
Pro Forma Consolidated Statement of Loss and Comprehensive Loss
(Unaudited - Expressed in Canadian dollars)

	Alpha North Esports & Entertainment Inc. (audited) From incorporation on March 1, 2019 to April 30, 2019	Waves E-Gaming Inc. (audited) Year ended April 30, 2019	Pro Forma Adjustments	Notes	Pro Forma Consolidated balance (unaudited) April 30, 2019
REVENUES	$ -	$ 103,634	$ -		$ 103,634
EXPENSES					
Advertising and marketing	-	8,735	-		8,735
Bank charges	-	888	-		888
Consulting and payroll	-	22,355	-		22,355
Depreciation	-	74,073	-		74,073
Dues and subscriptions	-	10,199	-		10,199
Insurance	-	7,001	-		7,001
Office	239	15,271	-		15,510
Professional fees	18,882	12,414	150,000	4(viii)	181,296
Rent	-	149,793	-		149,793
Subcontractors	-	46,796	-		46,796
Supplies	-	23,575	-		23,575
Telephone	-	6,315	-		6,315
Tournament prizes	-	22,653	-		22,653
Travel	-	3,261	-		3,261
Utilities	-	14,672	-		14,672
Total operating expenses	(19,121)	(418,001)	(150,000)		(587,122)
Loss before other items	(19,121)	(314,367)	(150,000)		(483,488)
Interest income	1,753	-	(1,753)	4(vi)	-
Interest expense	-	(25,755)	1,753	4(vi)	(24,002)
Debt forgiveness	-	12,046	-		12,046
Foreign exchange loss	-	(220)	-		(220)
Net loss and comprehensive loss	$ (17,368)	$ (328,296)	$ (150,000)		$ (495,664)
Loss per share – basic and diluted					$ (0.02)
Pro forma number of shares outstanding – basic and diluted					20,214,259

1 BASIS OF PRESENTATION

The unaudited pro forma consolidated financial statements of Alpha North Esports & Entertainment Inc. ("Alpha North"), have been prepared by management after giving effect to the share exchange agreement between Waves E-Gaming Inc. ("Waves") and Alpha North.

On April 26, 2019, Alpha North and Waves entered into a share exchange agreement (the "Agreement") under which Alpha North has agreed to acquire 100% of the outstanding shares of Waves. Consequently, the transaction will constitute control of Waves by Alpha North, with Waves becoming the wholly owned subsidiary of Alpha North. At the effective time of the Agreement, the Shareholders of Waves will receive shares of Alpha North in exchange for their shares. Waves' Shareholders will receive 5,000,000 common shares on the date of acquisition and an additional 5,000,000 common shares pursuant to achieving Milestones as outlined in the Escrow Agreement described in Note 3.

The unaudited pro forma consolidated statement of financial position is the result of combining the audited statement of financial position of Alpha North as at April 30, 2019 and the audited statement of financial position of Waves as at April 30, 2019.

The unaudited pro forma consolidated statement of loss and comprehensive loss for April 30, 2019 is the result of combining the audited statement of loss and comprehensive loss of Alpha North for the period from incorporation on March 1, 2019 to April 30, 2019, with the audited statement of loss and comprehensive loss of Waves for year ended April 30, 2019.

It is the opinion of Alpha North's management that the pro forma consolidated statement of financial position as at April 30, 2019, and the pro forma consolidated statement of loss and comprehensive loss for the period ended April 30, 2019 include all adjustments necessary for the fair presentation, in all material respects, of the transactions and assumptions described in Notes 3 and 4 and the results of the combined operations in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), applied on a basis consistent with Alpha North's accounting policies.

Pursuant to the completion of the Agreement, the transaction meets the requirements of a business combination under IFRS 3 and therefore, will be accounted for accordingly.

The pro forma consolidated financial statements for the period intend to reflect the financial position had the proposed transaction occurred as at April 30, 2019, and the financial performance of the merged company had the proposed transactions occurred at the beginning of the period ended April 30, 2019. However, these pro forma financial statements are not necessarily indicative of the financial position or financial performance, which would have resulted if the transactions had actually occurred at the beginning of the period ended April 30, 2019 and been in effect for the periods presented.

The unaudited pro forma consolidated financial statements should be read in conjunction with the historical financial statements and the notes thereto of Alpha North and Waves. Unless otherwise noted, the pro forma consolidated financial statements and accompanying notes are presented in Canadian dollars.

2 SIGNIFICANT ACCOUNTING POLICIES

These pro forma consolidated financial statements have been prepared on the basis of accounting policies and methods of computation consistent with those applied in Alpha North's audited financial statements from the period from incorporation on March 1, 2019 to April 30, 2019 and Wave's audited annual financial statement for the year ended April 30, 2019.

3 SHARE EXCHANGE AGREEMENT

The Agreement will result in Alpha North acquiring 100% of the issued and outstanding shares of Waves with Alpha North issuing Waves' Shareholders common shares in exchange for theirs as follows:

a) 5,000,000 common shares on the date of closing the acquisition; and

b) 5,000,000 common shares pursuant to the Escrow Agreement received only if the following Milestones are achieved as described below:

   1. In the event that Waves achieves revenue of at least $300,000 during the period from July 1, 2019 – December 31, 2019, 1,250,000 shares shall be received;
   2. In the event that Waves achieves revenue of at least $400,000 during the period from January 1, 2020 – June 30, 2020, 1,250,000 shares shall be received;
   3. In the event that Waves achieves revenue of at least $500,000 during the period from July 1, 2020 – December 31, 2020, 1,250,000 shares shall be received; and
   4. In the event that Waves achieves revenue of at least $750,000 during the period from January 1, 2021 – June 30, 2021, 1,250,000 shares shall be received.

c) Pursuant to the Escrow Agreement, if Waves is within 10% of the revenue target of any Milestone, Waves will receive 625,000 shares in respect of each Milestone. Additionally, if Waves achieves revenue of at least $2,000,000 during the period, July 1, 2019 – June 30, 2020 and the first and or second milestone have been met, then they will receive all 5,000,000 escrow shares;

d) The transaction will constitute control of Waves by Alpha North with Waves representing a wholly owned subsidiary of Alpha North.

4 PRO FORMA ASSUMPTIONS AND ADJUSTMENTS

These unaudited pro forma consolidated financial statements have been prepared assuming the following transactions and assumptions:

i) All Waves Shareholders exchanged their shares for the shares of Alpha North on the basis of the 5,000,000 shares received on the date of closing the acquisition. The additional shares pursuant to the Escrow Agreement will be received only if certain Milestones are achieved as described in Note 3.

ii) On March 29, 2019, Alpha North agreed to advance a loan bearing interest at 10% per annum supported by a promissory note for Waves of $200,000 to use as working capital. The loan is due on demand with the repayment of principal and all accrued unpaid interest due on the demand date. As at April 30, 2019 the total of this loan was $201,753 including $1,753 of accrued interest. This amount is eliminated in full on consolidation.

iii) Alpha North issued 5,000,000 common shares to acquire all of the issued and outstanding shares of Waves. Consequently, Alpha North will control Waves and be accounted for a wholly owned subsidiary for accounting purposes. As a share-based payment transaction, Alpha North measures the goods or services received at the more reliable measure of the fair value of the goods and services received, or the fair value of the equity instruments granted. Management has determined that the fair value of the equity instruments granted was the more reliable measure, which with respect to the application of IFRS 3, resulted in consideration of $2,500,000 based on the last equity financing offering price for Alpha North of $0.50 per share. Additionally, management has determined the fair value of the contingent consideration, with respect to the shares to be issued pursuant to the Milestones and the Escrow Agreement as described in Note 3, to be $500,000. This value was based on management's estimate of the probability for Waves to achieve such Milestones and the $0.50 per share of Alpha North's last equity financing offering price. Therefore, total consideration for the transaction is $3,000,000.

(Unaudited - Expressed in Canadian dollars)

4 PRO FORMA ASSUMPTIONS AND ADJUSTMENTS (CONTINUED)

The total consideration of $3,000,000 has been allocated as follows:

Cash	$	50,392
Amounts receivable		21,145
Prepaid expenses		25,184
Property and equipment		715,790
Accounts payable		(37,565)
Deferred revenues		(10,073)
Promissory note payable*		-
Capital lease obligation		(207,925)
Loan payable		(302,558)
Shareholder loan		(127,697)
		126,693
Goodwill		2,873,307
Purchase price	$	3,000,000

Consideration comprised of:

Fair value of common shares	$	2,500,000
Fair value of contingent consideration		500,000
	$	3,000,000

* The promissory note payable was removed from the allocation as it is payable to Alpha North and will be forgiven pursuant to completion of the transaction.

The total consideration is recorded as an increase in share capital for the fair value of common shares issued and as an increase in reserves for the fair value of contingent consideration.

Goodwill, which is determined as the excess of the total consideration over the fair value of the net assets received, of $2,873,307 has been recorded at the transaction date.

The existing shareholders of Waves received 5,000,000 shares of Alpha North on the closing date of the acquisition. The remaining 5,000,000 escrow Shares will only be released based on the achievement of Milestones as per Note 3. The existing share capital for Waves of $261,022 will be removed in full on consolidation.

iv) Concurrent to the Agreement and going public transaction, Alpha North intends to complete a non brokered private placement of 2,320,000 shares of Alpha North at a price of $0.50 per share to raise $1,160,000 of which $5,750 has been received, leaving the balance of $1,154,250 to be received.

v) Concurrent to the going public transaction, Alpha North intends to complete the IPO of 2,000,000 shares of Alpha North at a price of $1.25 per share to raise $2,500,000.

vi) As a result of Alpha North forgiving the Waves promissory note, there is a reduction to interest income and interest expense for the year ended April 30, 2019 of $1,753.

(Unaudited - Expressed in Canadian dollars)

vii) Concurrent to the Agreement, Alpha North entered into a Settle Agreement with those Waves' Shareholders with outstanding shareholder loan balances totaling $127,697. The Settlement Agreements are subject to the closing of the transaction. Pursuant to the Settlement Agreements, Alpha North will repay the amount in full with a combination of $10,000 cash and shares of Alpha North at the target IPO price of $1.25 per share for the remaining balance of $117,697 resulting in the issuance of 94,158 shares of Alpha North.

viii) Management estimates the total professional fees to complete this transaction to be $150,000 for legal and accounting.

5 PRO FORMA SHARE CAPITAL

Share capital in the unaudited consolidated pro forma financial statements is comprised of the following.

Authorized Share Capital

Unlimited number of common shares without par value

	Shares issued and outstanding		**Share capital**
Alpha North shares as at April 30, 2019	10,800,101	$	395,501
Shares issued for acquisition	5,000,000		2,500,000
Shares issued pursuant to settlement agreement	94,158		117,697
Shares issued pursuant to private placement	2,320,000		1,160,000
Shares issued pursuant to IPO	2,000,000		2,500,000
Pro forma consolidated share capital	20,214,259	$	6,673,198

6 PRO FORMA STATUTORY INCOME TAX RATE

The pro forma expected effective income tax rate of the combined companies is 27%.

CERTIFICATE OF THE CORPORATION

Dated: 8 August, 2019

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

/s/ "Emil Bodenstein"	*/s/ "Paul More"*
Emil Bodenstein **Chief Executive Officer**	**Paul More** **Chief Financial Officer**

ON BEHALF OF THE BOARD OF DIRECTORS

/s/ "Amit Mathur"	*/s/ "Khaled Sherif"*
Amit Mathur **Director**	**Khaled Sherif** **Director**

CERTIFICATE OF THE PROMOTER

Dated: 8 August, 2019

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

PROMOTER

/s/ "Ahmad Al Jamal"

Ahmad Al Jamal
Director