MANAGEMENT DISCUSSION AND ANALYSIS FOR GAMEON ENTERTAINMENT TECHNOLOGIES INC.

Six months ended June 30, 2024 and 2023

Unaudited - Expressed in Canadian dollars

Contents

This management's discussion and analysis ("MD&A") of the performance, financial condition, and results of operations of GameOn Entertainment Technologies Inc. ("GameOn Entertainment", “GameOn” or the "Company"), should be read in conjunction with the Company's condensed consolidated interim unaudited financial statements and the related notes thereto for the six months ended June 30, 2024 and 2023 as well as the consolidated annual audited financial statements and the related notes thereto for the years ended December 31, 2023 and 2022 (the "Financial Statements"), copies of which are available on SEDAR+ at www.sedarplus.ca.

The Financial Statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IASB").

Unless otherwise indicated, the information contained in this MD&A is as of August 29, 2024.

Unless otherwise indicated, references to "$" or "dollars" are to Canadian dollars and references to "US$" are to United States dollars.

Forward Looking Information

This MD&A includes certain "forward-looking information" within the meaning of applicable Canadian securities legislation. All information, other than information regarding historical facts, included in this MD&A that addresses activities, events or developments that the Company expects or anticipates will or may occur in the future, including such things as future business strategy, competitive strengths, goals, expansion and growth of the Company's and its equity investees' businesses, operations, plans and other such matters is forward-looking information.

When used in this MD&A, the words "estimate", "plan", "anticipate", "expect", "intend", "believe", "will", "should", "could", "may" and similar expressions are intended to identify forward-looking information. This information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information.

The forward-looking information may include statements regarding:

- timelines;
- strategic plans;
- the business and operations of the Company;
- the Company's business objectives and discussion of trends affecting the business of the Company;
- the funds available to the Company and the principal purposes of those funds;
- anticipated revenues and cash flows from operations and funding requirements of the Company;
- capital, operating and general expenditures;
- expectations regarding the ability to raise capital;
- anticipated revenues to be realized by the Company from future contracts;
- treatment under governmental regulatory regimes and expectations with respect to regulatory approvals; and
- other forward-looking information including, but not limited to, information concerning the intentions, plans and future actions of the Company.

Forward looking information is based on reasonable assumptions, estimates, analysis, and opinions of management made considering its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such information is made available. Forward looking information is inherently subject to known and unknown risks and uncertainties and other factors that may cause the actual results, level of activity, performance, or achievements of the Company to be materially different from those expressed or implied by such forward-looking information. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated, or intended, including the factors and risks described or referred to elsewhere herein, as well as unanticipated and/or unusual events. Many of such factors are beyond the Company's ability to predict or control. Risks and uncertainties that may affect forward-looking information herein include, but are not limited to, those which relate to:

- the Company's limited operating history as a revenue-generating company;
- the Company's current lack of profitability;
- the need to obtain additional financing and uncertainty as to the availability and terms of future financing;
- the ability to acquire funds necessary for general working capital and continuing operations;
- reliance on sale of equity or investments to access funds required;

- the possibility that opportunities will arise that require more cash than the Company has or can reasonably obtain;
- uncertainties associated with business opportunities that may be presented to, or pursued by the Company;
- parameters and assumptions underlying future investments and acquisitions;
- risks associated with investments in small and mid-capitalization companies;
- the Company's operations and profitability may be adversely affected by competition from other similar entities;
- uncertainties related to early stage of technology and product development; uncertainties related to regulatory regimes and laws;
- dependence on key personnel;
- fluctuations in the currency markets and stock market volatility;
- going concern considerations;
- conflicts of interest;
- competition for, among other things, capital, acquisitions, equipment, and skilled personnel;
- operating or technical difficulties in connection with business activities;
- the possibility of cost overruns or unanticipated expenses; and
- the other factors discussed under "*Risks and Uncertainties*".

Should one or more of these risks or uncertainties materialize, or should the assumptions set out in the section titled "*Risks and Uncertainties*" underlying those forward-looking statements prove incorrect, actual results may vary materially from those described herein. These forward-looking statements are made as of the date of this MD&A, and the Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required by law.

Introduction to the business

Founded in 2018, GameOn (CSE: GET) (OTCQB: GMETF) is a mobile-first, next-gen fantasy sports gaming company, integrating Web3 technology to enhance player engagement and asset ownership. Through partnerships with premier sports leagues such as LALIGA, PFL, and Karate Combat, and leveraging blockchain solutions from Arbitrum, GameOn is delivering a rich, interactive fantasy sports experience. The digital asset token ("$GAME") token, crafted in partnership with Sportsology, allows fans globally to compete, engage, and win rewards based on actual sports results. GameOn is setting new standards in the evolution of fantasy gaming, offering unprecedented ways for fans to connect with the sports they love.

Overall Performance

GameOn's performance in Q2-2024 has been a successful period and continues to improve. The Company has been laser-focused on execution and has achieved several important milestones.

Highlights include:

- On February 1, 2024, the Company announced a grant funding from Sportsology of 59,000,000 $GAME tokens. In return, the Company will integrate the $GAME platform into upcoming projects across its ecosystem, including GameOn LALIGA and GameOn PFL.
- On February 22, 2024, the Company entered into an amending agreement with respect to a loan agreement dated July 8, 2022, and due January 8, 2024, with Proje Ventures Inc. The loan maturity was extended to July 8, 2024, and shall bear interest at the simple non-compounding rate of 20% per annum payable monthly in arrears based on a 365-day basis, commencing on January 8, 2024.
- On March 4, 2024, the company announced that it has successfully sold all of its 3,500 LALIGA War Chests in 24 hours on OpenSea and Arbitrum.
- On May 27, 2024, the Company announced that the $GAME token, the fantasy sports infrastructure designed and developed in collaboration with Sportsology, launches on June 3, 2024. The Company received a grant of 59,000,000 $GAME tokens from Sportsology.
- On August 23, 2024, the Company announced the intention on closing a private placement of an unsecured convertible debenture in the principal amount of USD $100,000. The debenture will mature 12 months from the date of issuance and bear interest at a rate of 10% per annum, payable on maturity. The debenture plus unpaid interest is convertible into common shares of the Company at a conversion price of $0.07 per share at the option of the holder. The closing of the debenture is scheduled on or before August 30, 2024. The Company also plans to enter into an advisory agreement with the debenture holder to be dated as of the date of closing of the debenture, for a period of 12 months. In consideration for the advisor's services, the Company will issue 1,942,857 common shares at a deemed price of $0.07 per share and 2,000,000 warrants exercisable at $0.09 per share for a period of 12 months from the date of issuance.

The following key transactions were recorded in the condensed consolidated interim financial statements of the Company for the six months ended June 30, 2024:

- On January 24, 2024, the Company received a USD $40,000 short-term non-interest-bearing loan from an arm's length party with no terms of repayment. In the period ended June 30, 2024, the Company repaid USD $10,000.
- In the period ended June 30, 2024, the Company reached settlement agreements with a secured short-term loan and line of credit, the former was paid in full and the latter was paid in full subsequent to the period end.

- The Company recognized a nominal amount in intangible assets in recognition of $GAME tokens related to a grant agreement from which the Company is scheduled to receive in tranches as certain milestones are reached.
- The Company amended its promissory note payable agreement to extend the maturity date from January 8, 2024, to July 8, 2024, repayable to two equal instalments of USD $275,000 due February 29, 2024, and July 8, 2024. The interest rate increased from 14% to 20% per annum. The Company did not make the instalment payments in full and is subject to a default penalty. Negotiations with the lender are ongoing.
- On January 19, 2024, the Company granted 490,856 Restricted Share Units ("RSUs") to several employees and consultants, with 122,714 RSUs vesting immediately on grant date and the remaining vesting at 12.5% each quarter until fully vested.
- The Company recognized the final four months of software development revenue from a USD $1,600,000 software development contract executed in the fourth quarter of 2023 and six months of support and maintenance revenue at USD $85,000 per month from the same customer.
- On May 2, 2024, the Company entered into a short-term loan agreement with an individual in the amount of $100,000 at 10% interest if repaid by May 31, 2024, and 20% if paid in full subsequent to May 31, 2024. As at June 30, 2024, the loan remains unpaid.
- On July 30, 2024, the Company granted 479,100 options to several consultants at an exercise price of $0.075 and expiring on July 30, 2026. Of the options granted, 70,153 vest in full on the date of grant, with the balance vesting 25% on grant date and 12.5% each subsequent quarter until fully vested.
- The Company recognized in other items an amount of $620,410 gain from $GAME token dispositions that was used to fund working capital and settle payables. As at June 30, 2024, the Company had 54,517,832 $GAME tokens in custody, of which 567,832 were unlocked.

Selected Financial Information

Selected information for the Company is as follows:

		As at June 30, 2024		As at December 31, 2023
Current assets	$	911,116	$	444,035
Non-current assets		4,780,234		4,866,747
Total assets		5,691,350		5,310,782
Currrent liabilities		2,865,143		3,353,989
Non-current liabilities		1,132,899		1,031,618
Total liabilities		3,998,042		4,385,607

		Six months ended June 30, 2024		2023
Total revenue	$	2,939,712	$	836,329
Net income (loss) and comprehensive income (loss)		686,223		(1,200,580)
Net income (loss) per share, basic and diluted		0.01		(0.02)

Discussion of Operations

The following discussion refers to the six months ended June 30, 2024, as (“Q2-2024”) and the six months ended June 30, 2023, as (“Q2-2023”).

REVENUE

Revenue for the three months ended June 30, 2024, was $1,092,471 compared to $364,141 for the three months ended June 30, 2023. Revenue for the six months ended June 30, 2024, was $2,939,712 compared to $836,329 for the period ended June 30, 2023. The increased revenue is attributed to five months of a USD $1,600,000 software development agreement recognized in the period. The software development agreement was finalized in the fourth quarter of 2023. Also, the Company earned USD $85,000 per month in support and maintenance revenue starting January 1, 2024, as part of the same contract.

EXPENSES

For the three months ended June 30, 2024, total expenses were $1,721,754 compared to $1,175,052 for the three months ended June 30, 2023. For the six months ended June 30, 2024, total expenses were $2,889,418 compared to $2,036,909 for the six months ended June 30, 2023.

Material variances over the comparable year are discussed below:

Amortization of intangible assets
Amortization for the three months ended June 30, 2024, was $43,257 compared to $36,025 for the three months ended June 30, 2023. For the six months ended June 30, 2024, amortization of intangible assets is $86,513 compared to $72,050 for the comparative period. The increase in the quarterly amortization of intangible assets over the comparative period is due to an adjustment in the amortization period of the FanClash asset effective at the end of 2023.

Contract costs
Contract costs for the three and six months ended June 30, 2024, were $Nil compared to $258,479 and $301,979 for the three and six months ended June 30, 2023. Contract costs consisted of capitalized expenditures related to unearned revenue from several license deals for which the associated revenue was initially deferred and then recognized throughout 2023. Late in the prior year, the Company pivoted to focus exclusively on the major software development contract and related $GAME ecosystem with costs expensed as related revenue was recognized primarily in the current period.

General and administration
General and administrative expenses were $498,723 for the three months ended June 30, 2024, compared to $140,525 for the three months ended June 30, 2023. For the six months ended June 30, 2024, general and administrative expenses were $640,047 compared to $243,592 for the comparative period. General and administrative expenses in the current period increased due to expenditures incurred to support the LALIGA War Chest mint, partially offset by a reduction in general administrative expenses in an effort to conserve cash and working capital. General and administration expenses consist primarily of recurring expenditures for insurance, office software, subscriptions, and general development.

Interest and accretion

Interest and accretion expense was $174,010 for the three months ended June 30, 2024, compared to $121,235 for the three months ended June 30, 2023. For the six months ended June 30, 2024, interest and accretion expense was $288,681 compared to $192,291 for the comparative period. The increase in the current period is primarily attributed to interest and accretion on outstanding convertible debentures, which were issued at the end of the 2nd quarter of 2023 as well as penalties accrued on promissory note instalment payments.

Intellectual property licensing

Intellectual property ("IP") licensing for the three and six months ended June 30, 2024, was $183,496 and $352,871 compared to $Nil in the comparative periods. IP licensing consists of fees charged by LALIGA that give the Company the right to use LALIGA IP for a fixed period that generally coincides with the LALIGA season and fiscal period. The Company previously classified this charge as sales and marketing and was reclassified to intellectual property during Q2-2024.

Professional and consulting fees

Professional and consulting fees for the three months ended June 30, 2024, were $478,403 compared to $299,624 for the three months ended June 30, 2023. For the six months ended June 30, 2024, professional and consulting fees were $813,702 compared to $590,626 for the comparative period. The increase in professional and consulting fees is due to normal variations in the amount of legal and consultant work from period to period as well transitioning from employee labor to contracted labor for in an effort to conserve cash outflow and source global talent.

Sales and marketing

Sales and marketing expenses for the three months ended June 30, 2024, were $86,205 compared to $28,759 for the three months ended June 30, 2023. For the six months ended June 30, 2024, sales and marketing expenses were $192,718 compared to $46,218 for the six months ended June 30, 2023. The increase in sales and marketing expenses is attributable to marketing expenditures to support product launches and the $GAME ecosystem.

Share-based compensation

Share-based compensation for the three months ended June 30, 2024, was $22,195 compared to $48,167 for the three months ended June 30, 2023. For the six months ended June 30, 2024, share-based compensation was $70,210 compared to $130,249 for the comparative period. The decrease in share-based compensation is due to a higher level of equity incentive instruments granted and vesting in the comparative period.

Wages

Wages were $158,704 for the three months ended June 30, 2024, compared to $216,223 for the three months ended June 30, 2023. For the six months ended June 30, 2024, wages expense was $361,156 compared to $416,691 for the comparative period. Wages in the current period decreased from the comparative period due to a reduction in head count as well as a move toward more contracted labor obtained both domestically and globally.

Summary of Quarterly Results

The following information is derived from quarterly financial information:

Fiscal Quarter Ended	Revenue	Net Income (Loss) for the Period	Basic and Diluted Income (Loss) Per Share
June 30, 2024	1,092,471	6,646	0.00
March 31, 2024	1,847,241	679,577	0.01
December 31, 2023	489,147	(604,459)	0.00
September 30, 2023	181,040	(1,354,629)	(0.02)
June 30, 2023	364,141	(810,911)	(0.01)
March 31, 2023	472,188	(389,669)	(0.01)
December 31, 2022	258,271	(1,184,687)	(0.02)
September 30, 2022	57,946	(691,155)	(0.01)

Liquidity

At June 30, 2024, the Company had total current assets of $911,116 (December 31, 2023 - $444,035) comprised of $33,864 (December 31, 2023 - $353,666) in cash, $3,500 (December 31, 2023 - $12,004) in prepaid expenses, $856,806 (December 31, 2023 - $47,614) in accounts receivable, $8,945 (December 31, 2023 - $8,945) in contract asset, and $8,001 (December 31, 2023 - $21,806) in government sales tax receivable.

Conversely, the Company had total current liabilities of $2,865,143 (December 31, 2023 - $3,353,989) comprised of $957,718 (December 31, 2023 - $811,713) in accounts payable, $706,926 (December 31, 2023 - $549,119) in accrued liabilities, $12,952 (December 31, 2023 - $62,843) in lines of credit, $125,692 (December 31, 2023 - $952,893) in deferred revenue, $798,243 (December 31, 2023 - $747,382) in loans payable, $168,612 (December 31, 2023 - $135,039) in related party loans payable, and $95,000 in other payable (December 31, 2023 - $95,000).

At June 30, 2024, the Company had a working capital deficiency of $1,954,027 (December 31, 2023 - $2,909,954).

The Company's ability to meet its obligations and activities over the long-term depends on its ability to generate operating cash flows from revenues through new partnerships and financing cash flows through the issuance of common shares of the Company pursuant to equity financings and short-term or long-term debt financing. Capital markets may not be receptive to offerings of new equity from treasury or debt, whether by way of private placements or public offerings. The Company has a growing, but limited history of cash flow from operations and is dependent upon raising equity financing to sustain its operations. The Company is expecting significant cash flow from recently announced major league partnerships in 2024 and in the ensuing years.

Capital Resources

As of the date of this MD&A, the Company had the following outstanding securities:

i) 71,269,306 common shares issued and fully paid;

ii) 7,260,080 share purchase warrants with a weighted average exercise price of $0.06;

iii) 4,606,088 stock options outstanding with a weighted average exercise price of $0.10; and

iv) 449,173 RSUs outstanding.

Off-Balance Sheet Arrangements

As at the date of this report, the Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company's financial performance or financial condition, including with respect to revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources that are material to investors.

Related Party Transactions

During the periods ended June 30, 2024, and 2023, the Company entered into the following transactions with related parties:

		June 30, 2024		June 30, 2023
Professional and consulting fees	$	75,340	$	79,415
Executive and director compensation	$	206,547	$	144,065
Share-based compensation on stock options	$	2,030	$	45,573

Key Management Compensation

The Company's key management personnel have authority and responsibility for overseeing, planning, directing, and controlling the activities of the Company and consist of the Company's Board of Directors and the Company's executive leadership team.

Related Party Balances

As at June 30, 2024, the Company has $103,302 (December 31, 2023 - $112,726) due to related parties included in accounts payable and $174,370 (December 31, 2023 - $135,039) owing to VST, including companies under control of VST. The Company also has $5,758 due from the CEO (December 31, 2023 - $Nil). These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

Proposed Transactions

There are no proposed transactions for the Company as of this report. All events which have been completed subsequent to the date of the financial statements and prior to the date of issuance of this report are summarized in the subsequent event note in the consolidated financial statements.

Critical Accounting Estimates

The Company's significant accounting estimates are presented in Note 2 in the notes to the consolidated annual audited financial statements. The preparation of these condensed consolidated interim financial statements require management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the end of the reporting year presented and reported amounts of expenses during the same year. Actual outcomes could differ from these estimates. The consolidated financial statements include estimates, which, by their nature, are uncertain. The impact of such estimates may require accounting adjustments based on future occurrences. Any revisions to accounting estimates are recognized in the period in which the estimate is revised and in future periods if the revision affects the future. These estimates are based on historical experience, current and future economic conditions, and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty at the end of the reporting period, which could result in a material adjustment to the carrying amounts of assets and liabilities if actual results differ from assumptions made include, but are not limited to, the following:

- The preparation of the condensed consolidated interim financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, and expenses.
- The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.
- Critical judgements are made regarding assessment of impairment to the carrying value of the Company's assets.
- At the end of each reporting period the carrying amounts of the Company's assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment, if any. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount is reduced to its recoverable amount and the impairment loss is recognized in the statement of loss and comprehensive loss for the period.
- Changes in any of the assumptions used in impairment testing could materially affect the result of the analysis.

As at the date of this report, the Company reviewed the carrying value of its assets as appropriate. After this review, it was determined that there were no further indicators of impairment further to the impairments recognized in the consolidated financial statements.

Financial Instruments and Other Instruments

Fair value

The Company has determined the estimated fair values of its financial instruments based on appropriate valuation methodologies, as disclosed below. However, considerable judgment is required to develop certain of these estimates. Accordingly, these estimated values are not necessarily indicative of the amounts the Company could realize in a current market exchange. The estimated fair value amounts can be materially affected by the use of different assumptions or methodologies. The methods and assumptions used to estimate the fair value of each class of financial instruments are discussed below.

The different levels for valuation of financial instruments carried at fair value have been defined as follows:

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

Quoted market prices for an identical asset or liability represent a Level 1 valuation. When quoted market prices are not available, the Company maximizes the use of observable inputs within valuation models. When all significant inputs are observable, the valuation is classified as Level 2. Valuations that require the use of significant unobservable inputs are considered Level 3.

Cash is measured using Level 1 inputs. Investments in private companies and contingent consideration are measured using level 3 inputs.

The Company's financial instruments consist of cash, accounts receivable, convertible debentures, accounts payable and accrued liabilities, CEBA loan, lines of credit, loans payable, related party loans and other payable. The carrying value of financial instruments approximates the fair value as at June 30, 2024 and December 31, 2023.

Other Risks and Uncertainties

FINANCIAL RISK MANAGEMENT

The Company is exposed in varying degrees to a variety of financial instrument-related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The cash is deposited in bank accounts in Canada and the US. As most of the Company's cash is held by two banks there is a concentration of credit risk. This risk is managed by using banks that are a high credit quality financial institution as determined by rating agencies. Credit risk on cash is assessed as low.

The Company's receivables consist of accounts receivable and government sales tax receivable. Based on the evaluation of receivables at June 30, 2024, the Company believes that its receivables are collectable.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk as most of the Company's debt bears a fixed rate of interest. The Company is exposed to fair value risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, considering its anticipated cash flows from operations and its holdings of cash.

Historically, the Company's main source of funding has been the issuance of loans, equity issuances, convertible debentures, and loans from related parties. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity or debt funding. Liquidity risk is assessed as high.

Contractual Obligations As at June 30, 2024	**Total**	**Less than 1 year**	**1-3 years**	**3-5 years**	**After 5 years**
Trade payables and accrued liabilities	$ 1,664,644	$ 1,664,644	$ -	$ -	$ -
Lines of credit	12,952	12,952	-	-	-
Other payable	95,000	95,000	-	-	-
Loans payable	798,243	798,243	-	-	-
Related party loans payable	168,612	168,612	-	-	-
Convertible debt	1,071,571	-	1,071,571	-	-
CEBA Loans	61,328	-	61,328	-	-
Total Contractual Obligations	$ 3,872,350	$ 2,739,451	$ 1,132,899	$ -	$ -

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company does not actively hedge its exposure to fluctuations in foreign exchange rates. The Company's revenues are almost entirely in US dollars, while a component of operating expenses are incurred in Canadian dollars, British pounds, and European euros. The Company is exposed to moderate foreign exchange risk.

The Company has limited capital resources and must rely upon private placements for cash required to make new investments and to fund the administration of the Company.

These risks may not be the only risks faced by the Company. Additional risks and uncertainties not presently known by the Company, or which are presently considered immaterial, may also adversely impact the Company's business, results of operations and financial performance. The most significant risks and uncertainties faced by the Company are set out below.

Limited Operating History

The Company has a limited operating history as a revenue producing entity. The Company and its business prospects must be viewed against the background of the risks, expenses, and problems frequently encountered by companies in the early stages of their development, particularly companies in new and rapidly evolving markets. There is no certainty that the Company will be able to operate profitably.

Going-Concern Risk

The Company's financial statements have been prepared on a going-concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. The Company's future operations are dependent upon the identification and successful completion of equity or debt financing and the achievement of profitable operations at an indeterminate time in the future. There can be no assurances that the Company will be successful in completing equity or debt financing or in achieving profitability. The financial statements do not give effect to any adjustments relating to the carrying values and classification of assets and liabilities that would be necessary should the Company be unable to continue as a going concern and such adjustments could be material.

Negative Cash Flow

The Company has a limited history of operations, and very little history of earnings, cash flow or profitability. The Company has had negative operating cash flow since the Company's inception, and the Company could continue to have negative operating cash flow for the foreseeable future. No assurance can be given that the Company will ever attain positive cash flow or profitability or that additional funding will be available for operations.

Additional Requirements for Capital

Substantial additional financing may be required if the Company is to be successful in developing its current portfolio of games and making future strategic acquisitions. No assurances can be given that the Company will be able to raise the additional capital that it may require for its anticipated future development. Any additional equity financing may be dilutive to investors and debt financing, if available, may involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company, if at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated investments.

Technology Sector Risk

General risks of technology companies include the risks of rapidly changing technologies, short product life cycles, fierce competition, aggressive pricing and reduced profit margins, loss of patent, copyright and trademark protections, cyclical market patterns, evolving industry standards and frequent new product introductions. Certain technology companies may be smaller and less experienced companies, with markets or financial resources and fewer experienced management or marketing personnel.

Small and Mid-Capitalization Companies Risk

Small and mid-capitalization companies may have limited product lines, markets, or financial resources; may lack management depth or experience; and may be more vulnerable to adverse general market or economic developments than large companies. Some of these companies may distribute, sell or produce products which have recently been brought to market and may be dependent on key personnel.

The prices of small and mid-capitalization company securities are often more volatile than prices associated with large company issues, and can display abrupt or erratic movements at times, due to limited trading volumes and less publicly available information. Also, because small and mid-capitalization companies normally have fewer shares outstanding and these shares trade less frequently than large companies, it may be more difficult for the Company to buy and sell significant amounts of such shares. The securities of small and mid-capitalization companies are often traded on "over the counter" markets and may not be traded in the volumes typical of a national securities exchange.

Regulatory Risks

Changes in or more aggressive enforcement of laws and regulations could adversely impact companies involved in the technology sector. Failure or delays in obtaining necessary approvals, changes in government regulations and policies and practices could have an adverse impact on such businesses' future cash flows, earnings, results of operations and financial condition.

Dependence on Internet Infrastructure; Risk of System Failures, Security Risks and Rapid Technological Change

The success of any developer of tech platforms will depend by and large upon the continued development of a stable public infrastructure, with the necessary speed, data capacity and security, and the timely development of complimentary products such as high-speed modems for providing reliable internet access and services.

Intellectual Property Rights

Companies involved in the development and operation of certain technologies may be dependent on intellectual property rights; the loss of which could harm its business, results of operations and its financial condition. There can be no assurance that any company's products will not violate proprietary rights of third parties or that third parties will not assert or claim that such violation has occurred. Any such claims and disputes arising may result in liability for substantial damages which in turn could harm the underlying business, results of operations and financial condition.

Cyber Security Risks

The Company is dependent on information technologies to conduct its operations, including management information systems and computer control systems. Business and supply chain disruptions, plant and utility outages and information technology system and network disruptions due to cyber-attacks could seriously harm operations and materially adversely affect operation results. Cyber security risks include attacks on information technology and infrastructure by hackers, damage or loss of information due to viruses, the unintended disclosure of confidential information, the issue or loss of control over computer control systems, and breaches due to employee error.

The Company's exposure to cyber security risks includes exposure through third parties on whose systems it places significant reliance for the conduct of its business. There can be no assurance that the Company has the resources or technical sophistication to anticipate, prevent, or recover from rapidly evolving types of cyber-attacks. Compromises to its information and control systems could have severe financial and other business implications.

Competition

The market for similar gaming technology is highly competitive on both a local and a national level. Competitors may also have a larger installed base of users, longer operating histories or greater name recognition. There can be no assurance that any company will successfully differentiate its products from its competitors, or that the marketplace will consider one technology to be superior to others.

Key Personnel

The Company is dependent upon the continued availability and commitment of its management, whose contributions to immediate and future operations are of significant importance. The loss of any such management could negatively affect the Company's business operations. From time to time, the Company will also need to identify and retain additional skilled management to efficiently operate its business. Recruiting and retaining qualified personnel is critical to the Company's success and there can be no assurance of its ability to attract and retain such personnel. If it is not successful in attracting and training qualified personnel, the Company's ability to execute its business model and growth strategy could be affected, which could have a material and adverse impact on its profitability, results of operations and financial condition.

Conflicts of Interest

Certain of the Company's directors and officers may, from time to time, serve as directors or officers of other companies involved in similar businesses to the Company and, to the extent that such other companies may participate in the same ventures in which the Company may seek to participate, such directors and officers may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. Such conflicts of the Company's directors and officers may result in a material and adverse effect on the Company's results of operations and financial condition.

Share Price Volatility Risk

External factors outside of the Company's control may have a significant impact on the market price of the Company's common shares. Global stock markets have experienced extreme price and volume fluctuations from time to time. There can be no assurance that an active or liquid market will develop or be sustained for the Company's common shares.

Use of Non-GAAP Financial Measures

This release contains references to Non-GAAP financial measures Adjusted Revenue. The Company defines Adjusted Revenue as gross cash income before adjustments for the deferred portion of business partner setup, license, and sponsorship fees and gross and accrued receipts from blockchain grant funding. The Company believes that the measure provides information useful to its shareholders and investors in understanding the Company's 2023 operating cash flow and may assist in the evaluation of the Company's business relative to that of its peers more accurately than GAAP financial measures alone. This data is furnished to provide additional information and does not have any standardized meaning prescribed by GAAP. Accordingly, it should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP and is not necessarily indicative of other metrics presented in accordance with GAAP.

DISCLOSURE OF INTERNAL CONTROLS AND PROCEDURES

In connection with National Instrument 52-109 – Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the consolidated financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

INFORMATION AVAILABLE ON SEDAR+

Additional information about the Company, including in the form of previously published financial statements, management discussion and analyses and press releases, is available on SEDAR+ at www.sedarplus.ca.