



PLAYGON GAMES INC.
Management Discussion and Analysis
For the Three and Six Months Ended June 30, 2024

This management discussion and analysis of financial position and results of operation is prepared as at August 29, 2024 and should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three and six months ended June 30, 2024 of Playgon Games Inc and its wholly owned subsidiaries ("Playgon" or the "Company") and the consolidated financial statements of the Company for the year ended December 31, 2023. The following disclosure and associated financial statements are presented in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis ("MD&A") are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR+ at www.sedarplus.ca.

FORWARD LOOKING STATEMENTS

The Company's condensed interim consolidated financial statements for the three and six months ended June 30, 2024 and this accompanying MD&A contain statements that constitute "forward-looking statements" within the meaning of National Instrument 51-102. *Continuous Disclosure Obligations of the Canadian Securities Administrators*.

It is important to note that, unless otherwise indicated, forward-looking statements in this MD&A describe the Company's expectations as of August 29, 2024.

Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the Company's actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information. The information set forth in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, "forward-looking statements". These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by or include the words "believes", "expects", "anticipates", "estimates", "intends", "plans", "forecasts", or similar expressions. Forward-looking statements are not guarantees of future performance. These forward-looking statements are based on current expectations that involve certain risks, uncertainties and assumptions. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. The Company has no intention and undertakes no obligation to update or revise any forward-looking statements, whether written or oral that may be made by or on the Company's behalf, except as may be required by applicable law.

All of the Company's public disclosure filings may be accessed via www.sedarplus.ca and readers are urged to review these materials.

DESCRIPTION OF THE COMPANY'S BUSINESS

The Company is a Business-to-Business ("B2B") Software-as-a-Service ("SaaS") technology provider focused on developing digital content for the growing iGaming Market. The Company platforms provide a multi-tenant gateway that allows online operators the ability to offer their customers innovative iGaming software solutions ("Live Dealer Product") and a customized daily fantasy sports ("DFS") software solution ("DFS Product"). The Company's common shares are listed on the TSX Venture Exchange ("TSX-V") under the symbol "DEAL".

On June 19, 2020, the Company completed the purchase of Playgon Interactive Inc. ("Playgon Interactive") from its shareholders (the "Playgon Acquisition"). Playgon Interactive, a private British Columbia corporation and leading technology innovator in the gaming market, developed a suite of digital products that bring the fun and entertainment of casinos to casino players everywhere via their unique and proprietary mobile first interface and the traditional desktop medium. Playgon Interactive's value proposition offers the proven appeal of physical casinos, with a suite of interactive live dealer games that appeal to players in a very personal way by giving real human interaction between dealers and players. Playgon

Interactive's proprietary live dealer technology is designed to operate in both real money and social gaming verticals. In a live casino game, a human dealer operates the game in real time from a casino gaming table, which can be seen via a live streaming video link. Players can make betting decisions through a software interface via their mobile device or desktop and can communicate with the dealer in real time.

In addition, Playgon develops all of its live dealer games in E-Table versions, which is Playgon's version of the live dealer games using a random number generator. Playgon has introduced unique digital table games to players world-wide, all optimized for one-handed play.

As a true B2B SaaS provider, the Company's products are ideal turn-key solutions for online casinos, sportsbook operators, land-based operators, media groups, and big database companies. The Company enables its customers to seamlessly integrate into its Live Dealer Product, E-Table games and DFS Product thereby allowing their individual end users easy access to iGaming software solutions and content.

Highlights

For the three and six months ended June 30, 2024, the Company generated revenues of \$184,363 (2023 - \$413,388) and \$414,652 (2023 - \$701,397) from the Live Dealer platform. Changes in key metrics for the period were as follows:

- Total wagering turnover for the three and six months ended June 30, 2024, was \$219 million and \$454 million compared to \$396 million and \$732 million, respectively, during the comparative quarter, representing a decrease of 52% and 39% respectively. The decrease in turnover was driven by an operator ceasing its operations. Excluding this operator's results from the comparative period, the remaining operators saw an increase in turnover of \$87 million representing an increase of 24% in organic and new customers player activity.
- The number of wagers placed (betspots) in the quarter were 6.9 million wagers compared to the comparative quarter of 10.2 million wagers, which reflects a decrease of 16%.
- The average daily turnover for the quarter, was \$2.4 million compared to \$4.3 million in the comparative quarter.
- Adjusted KPI's, excluding the now defunct operator, were positive when comparing the quarters ended June 30, 2024 and 2023. Total and average daily wagering turnover increased by 65% and number of wagers (betspots) increased by 13%. This reflects over all growth with the installed base of new and existing customers on the platform, excluding the one-time loss.

Other items of note during the three and six months ended June 30, 2024 and subsequent to June 30, 2024 include:

- On January 10, 2024, the Company completed a shares-for-debt transaction. In connection with the transaction, the Company issued 10,645,000 common shares with a fair value of \$532,250 for accrued interest owing for the Company's convertible debentures.
- On January 22, 2024, the Company announced it had successfully received GLI game certification for its live dealer games in accordance with the AGCO technical requirements. Completing this certification, along with the previous GLI certification for the Las Vegas studio, positions the Company for the commercial launch into the growing Ontario online gaming market.
- On April 30, 2024, the Company completed a shares-for-debt transaction. In connection with the transaction, the Company issued 4,234,553 common shares with a fair value of \$127,037 for accrued interest owing for the Company's convertible debentures.
- On June 13, 2024, the Company announced an agreement with Estonia based aggregator Hub88 providing the Company access to a range of operators through Hub88s integration hub.
- On June 27, 2024 the Company announced that Swintt had won the prestigious EGR B2B award for Live Casino Supplier of the Year through its SwinttLive product that is powered and operated by Playgon.
- On July 26, 2024, the Company announced that its subsidiary, Bitrate Productions, had received an order from the Nevada Gaming Control Board ("NGCB") to halt operations at its Las Vegas

Studio and the Company complied with the order. Playgon operates with the highest standards of legal and regulatory compliance and will continue to do so moving forward. Prior to commencing operations at the Las Vegas studio the Company had initiated a thorough legal review conducted by a leading specialist in Nevada gaming law. The comprehensive legal opinion assured Playgon that the business model was in full compliance with Nevada state laws and its important to emphasize that Playgon's business is exclusively outside the US, not targeting any US operators or players. Playgon's legal counsel advised the Company that its operations did not fall under NGCB jurisdiction. While the Company has complied with the order and halted operations at the Las Vegas Studio, the Company's E-table games, which are not hosted in Nevada, remain live and available for licensed operators to access. These E-table games are available exclusively outside the USA and do not target Nevada or any U.S. state operators or players.

This interruption is expected to result in material adverse effects on, among other things, the Company, its business and revenues. Management and the board are conducting a review and assessment for alternative studio locations.

Live Dealer Product

Its current software platform includes a Live Dealer Casino ("LDC") which includes the most popular table games, and E-Table games, which are Playgon's version of random number generated (RNG) table games.

The Company is focused on leading the innovation curve in LDC technology with an unmatched mobile first platform. Playgon has streamed the first and only LDC action from Las Vegas, Nevada (Vegas Lounge™) for regulated online casino gaming markets globally, prior to the NGCB order halting operations. Live dealer gaming is one of the fastest growing segments in the online casino market where mobile devices generate on average over 70% of casino revenues. Players can experience a highly interactive gaming experience through any browser on any mobile device with Playgon's Live-Dealer casino platform.

The LDC games cover the classic and most played casino favorites, Roulette, Blackjack, Baccarat, Odds UP Roulette® and Tiger Bonus Baccarat™. Both Odds UP Roulette® and Tiger Bonus Baccarat™ are proprietary games. All LDC games come with new in game features and functionality to boost online casino revenues and enhance player engagement. Under the terms of the order from the NGCB the Company has suspended operations at this Las Vegas studio and is reviewing additional studio options.

Playgon's proprietary live dealer technology is designed to operate in both real money and social gaming verticals. In an LDC game, a human dealer operates the game in real time from a casino gaming table, which can be seen via a live streaming video link. Players can make betting decisions via their mobile device or desktop and can communicate with the dealer in real time via Playgon's software interface.

Daily Fantasy Sports Product

The Company's DFS software can be licensed to customers offering a customized and fully branded DFS to their end users.

DFS is a subset of year-long fantasy sport games. As with traditional fantasy sports games, site end users compete against others by building a team of professional athletes from a particular league or competition and earn points based on the actual statistical performance of the players in real-world competitions. DFS is an accelerated variant of traditional Fantasy Sports Games that are conducted over short-term periods, such as a week or single day of competition, as opposed to those that are played across an entire season and is one of the fastest growing segments of the fantasy sports industry today. DFS is structured in the form of competitions referred to as a contest, where site end users pay an entry fee to participate and build a team of athletes in a certain sport while complying with different contest rules. Depending on the overall performance of the athletes selected, site end users may win a share of a pre-determined prize pool.

The Company is currently focused on continuing to develop and advance its Live Dealer platform and will look to update and bring the DFS product to market at a future date.

Revenue Segmentation

The Company currently anticipates two sources of revenue. The first is for licensing and use of the Company's SaaS products. The second are set-up fees which typically pay for the integration, customization and branding of the customer site for the use of our Live Dealer and DFS products. As at June 30, 2024, 100% of the Company's revenue comes from the Live Dealer platform

The online gaming industry is heavily regulated, and the Company licenses its products to customers who hold a gaming license. Initially, the Company's target markets are outside of North America, however, due to the accelerated growth of the United States and Canadian market the Company has advanced plans to enter the North American market as well. The Company has announced signed agreements with aggregators covering Ontario and will onboard operator accounts through these aggregators. On August 21, 2023, the Company received its AGCO license and has begun the process of integrating operators that have expressed interest in taking the Live Dealer Platform. The timing for entry in the US market is fluid and will be driven by customer acquisition and studio costs to service individual markets. The iGaming and Sport Betting industry in North America is expected to exceed \$12.9 billion in market size by 2025¹ and presents a significant opportunity for the Company.

On August 21, 2023, the Company received its AGCO license allowing it to supply Ontario approved iGaming and sports betting operators with its Live Dealer Platform. Ontario's licensed online gaming and sports betting market generated \$63 billion (CAD) in wagering in the second year of operations², a 78% increase year over year, massive figure for online gaming in the province. It resulted in approximately \$2.4 billion in total gaming revenue over the period for the licensed operators, a 72% increase compared to 2022 and results that place the province in the top five of all North American jurisdictions, according to iGaming Ontario.

Ontario's online casino accounted for 75% of the total revenue generated or \$1.8 billion, and it's estimated that live dealer tables account for approximately 32% of the revenue generated within the online casino vertical. That puts the total addressable market for live dealer in Ontario at approximately \$576 million, making it an attractive market for the Company's live dealer tables.

Principal Products and Services

The Company platforms are a multi-tenant B2B gateway, which allows customers to offer their end users a Live Dealer product or a DFS product. Both products have been built with a mobile first philosophy that allows for seamless integration at the customer level and provides a gaming experience that is optimized for one-handed play.

As a true B2B digital content provider, the Company offers a SaaS product that provides a turn-key solution for sportsbook operators, land-based operators, media groups and big database companies to experience its Live Dealer Product or a DFS Product, without having to incur large upfront costs to monetize this new business and add incremental revenue to their business.

The Company's online offering is designed for gaming operators worldwide. The platforms integrate into a gaming operator's website, whereby the Live Dealer Product or the DFS Product will be immediately available to the end users. The end user will easily be able to access the Live Dealer or the DFS products using any modern browser via a desktop or mobile device. This allows any customer end-user the ability to access the content from any device, with the benefit that a user can pause and transition the experience across any number of devices. While the end user accesses the offering through an operator's website, the Company maintains and operates the platform, but not the wallet which is in the control of the end operator, to ensure a safe and secure ecosystem without conflict of interest.

Available Live Dealer games include Blackjack (Regular & Common Draw), Roulette (European, American and Odds Up), and Baccarat (Regular & No Commission).

¹ *Vixio Gambling Compliance*

² *iGamingontario.ca*

Available E-Table games (multiplayer & single player) include Blackjack, Baccarat and Roulette. The Company's development roadmap will include the following E-Table games dictated by customer demand Craps, SicBo, Pai Gow, Pai Gow Poker, Andar Bahr, Dragon Tiger, Red Dog, Holdem Poker and Three Card Poker.

Product Development

Live Dealer

Playgon Interactive was founded in 2016 and is an innovator in the online casino gaming segment, developing a suite of products that bring the complete fun and entertainment of casinos to everyone, everywhere. Playgon's value proposition offers the proven appeal of casinos, with a core of interactive live dealer casino table games that appeal to players in a very personal way. Playgon will further enhance its offering with E-table games.

Playgon employs best-in-breed technology to deliver a seamless, interactive, and immersive online casino experience. Playgon Interactive is a mobile-first developer, where every game created has been made with mobile gaming in mind. Playgon Interactive's focus is on mobile-first ergonomic designs and single-touch interactivity, bringing cutting-edge handheld features in portrait mode and functionality to gambling enthusiasts who have long been demanding a world-class mobile experience.

Playgon's proprietary technology is built for robustness, scalability, and user experience. Playgon makes use of the latest technologies, like Progressive Web Apps and Web RTC to deliver a fast, secure, native-like unmatched user experience in portrait mode.

Daily Fantasy Sports

DFS is currently developed for the five major European football leagues and North American and European golf. As the industry further matures the Company will revisit the marketing and development of the DFS product when future funding and market opportunity dictate the relaunch of the product.

Distribution Methods

The Company's products and services will be distributed through the Internet via mobile and desktop, which may provide customers/network partners with advantages over traditional offline gaming competitors, including global reach and additional mobility, a reduced cost base, 24/7/365 access, greater levels of player liquidity and enhanced innovation with respect to product offerings and technology.

The advance in technology, increased consumer demand for digital content, new regulated markets and the COVID-19 global pandemic have accelerated growth in the online gaming industry and the need for land-based gaming operators to adopt a digital strategy as most land-based businesses have been exposed to the global pandemic shutdowns. This validates the Company's strategy and distribution methods in the area of digital commerce.

Principal Markets

The Company's offerings are available globally. As a B2B SaaS supplier the Company's customers include gaming operators and content aggregators ("Customers"). The management of the Company intend to focus on those Customers that it believes offer the best potential for growth that exists for the Live Dealer Product.

Additional opportunities for expansion exist across North America, LATAM, Europe and Asia as the regulatory environment continues to be increasingly receptive towards online sports betting and casino gaming.

Marketing Plans and Strategies

Live Dealer Casino

LDC has changed from being viewed as merely a strategic option for the online gaming brands into a key gaming segment that offers rich growth and expansion opportunities in new and existing markets. Right now, according to a global study in association with H2 Gambling, the leading market data and intelligence research team in iGaming, confirms that live dealer gaming is worth 32% of the iGaming casino market³.

To put that in perspective, in 2019 live casino gaming held gross gaming revenue ("GGR") market share at the time was worth \$5.2 billion USD. Today that GGR figure is now worth \$9.6 billion USD in an iGaming casino market estimated to be worth \$30 billion USD. That represents growth that happened in the live casino space over four (4) years of 85%. This growth is expected to continue and by 2025 live casino revenue is projected to reach \$13.7 billion USD which is another increase of 43% between 2023 – 2025.

Globally the online casino gaming market continues to show trends for growth and reach. It has strong player demand across multiple territories and has exhibited greater commercial potential due to regulation, technological innovation and multiple distribution channels. This trend is expected to continue as more regions regulate their individual online casino gaming markets and land-based and digital businesses converge.

The market opportunity for the Company is significant, real money online casino revenues globally in 2019 reached \$17.3 billion USD and anticipated to reach \$30 billion USD in 2023 which represents a 73% increase between 2019 – 2023³. It is expected by 2025 online casino revenues globally will reach \$43 billion USD which represents another 43% increase between 2023 – 2025, which will continue to drive live casino growth proportionately.

Live Dealer today is an integral part of any online casino operator's portfolio and market strategy. It offers players a unique experience of real and dynamic gaming with a core human element. Operators gain a distinctive segment of games that can strongly incorporate their brand values and appeal as well as expand the demographic and geographic reach of their platform.

The combination of entertainment, trust rendering human element, exciting games and opportunities for real time interaction underpins the foundation for strong growth and market expansion in existing regulated markets worldwide. There is additional potential as regulated markets become more available.

The Company plans to build its marketing campaign by attending industry conferences to the extent possible, in person, using direct sales tactics, utilizing a multi-pronged search engine optimization strategy, developing its website, utilizing print advertisements in trade magazines and connecting and networking with third party platform aggregators.

Competition

The Company may not be able to compete successfully against current and future competitors, and the competitive pressures the Company faces could harm its business and prospects. Broadly speaking, the Internet media, entertainment, fantasy sports, and iGaming industry are highly competitive. The level of competition is likely to increase as current competitors improve their product offerings and as new participants enter the market. Some of the Company's current and potential competitors have longer operating histories, larger customer bases, greater name and brand recognition and significantly greater financial, sales, marketing, technical and other resources than the Company. Additionally, these competitors have research and development capabilities that may allow them to develop new or improved products that may compete with products the Company markets and distributes.

³H2 Gambling Capital Inc

Proprietary Protections

The Company owns 100% of the Live Dealer Product and DFS Product. The Company will rely on a combination of trademark, copyright and trade secret laws, as well as confidentiality agreements and technical measures to protect its proprietary rights.

Regulatory Matters

The Company received a B2B skilled gaming license (Type 4) from the MGA on April 6, 2018, enabling it to provide its DFS Product to licensed operators of the MGA. The license entitles the Company to manufacture, supply, install and adapt gambling software for electronic devices or websites in a network setting.

On October 18, 2018, the Company received its GLI-19 certification for its Live Dealer Products.

On March 10, 2021, the Company received approval from the MGA for a Type 1 Gaming Service License. The approval of the Type 1 license allows the Company to provide its Live Dealer Products to licensed operators of the MGA through its wholly owned Malta subsidiary.

On August 11, 2022, the Company received its GLI-19 certification for its Live Dealer studio for Isle of Man and Ontario.

On August 21, 2023, the Company received its AGCO license allowing it to provide Ontario approved iGaming and sports betting operators with its Live Dealer Platform.

On January 22, 2024, the Company received its GLI game certification for its live dealer games in accordance with AGCO technical requirements.

The Company obtained additional game and studio certifications from GLI in the first quarter of 2024. The additional studio certification covered an update for Isle of Man and new game certifications covered Columbia, Mexico and Italy.

On July 26, 2024, the Company announced that its subsidiary, Bitrate Productions, had received an order from the Nevada Gaming Control Board ("NGCB") to halt operations at its Las Vegas Studio and the Company complied with the order. Playgon operates with the highest standards of legal and regulatory compliance and will continue to do so moving forward. Prior to commencing operations at the Las Vegas studio the Company had initiated a thorough legal review conducted by a leading specialist in Nevada gaming law. The comprehensive legal opinion assured Playgon that the business model was in full compliance with Nevada state laws and it's important to emphasize that Playgon's business is exclusively outside the US, not targeting any US operators or players. Playgon's legal counsel advised the Company that its operations did not fall under NGCB jurisdiction. While the Company has complied with the order and halted operations at the Las Vegas Studio, the Company's E-table games, which are not hosted in Nevada, remain live and available for licensed operators to access. These E-table games are available exclusively outside the USA and do not target Nevada or any U.S. state operators or players.

iGaming Platforms

The Company's proprietary Live Dealer Product provides the following competitive advantages:

- Enables multiple licensed operators to gain access to a Live Dealer studio;
- Product development is mobile focused to enhance player UI and UX, attracting the most sought-after player segment; the discerning, higher value, returning player;
- Professional dealers and tier one casino supervisors maintain the same level of standards as land-based casinos allowing the Company to provide high level of professionalism and authentic casino experience.
- The Company adheres to land-based standards, using the same high-quality equipment found in the top land-based casino's around the world.

- Multi-table wagering allows players to place more bets per hour.
- Product development uses Progressive Web App (PWA) technology, device agnostic, every user, every browser, every device;
- Cloud based technology built for robustness, scalability and zero latency with streaming; and
- Portrait mode only Live Dealer and E-Table games offering single hand Ergonomics which provides effortless gameplay for the mobile user.

The Company had established a 12,000 sq ft state-of-the-art live broadcast studio in Las Vegas, Nevada prior to the order by the NGCB to halt operations. The Company is in the process of identifying new studio locations whereby the Company can build out a new live broadcast studio.

SUMMARY OF QUARTERLY RESULTS

The following selected financial information is derived from the financial statements of the Company prepared in accordance with IFRS.

	Three Months Ended (\$)			
	June 30, 2024	March 31, 2024	December 31, 2023	September 30, 2023
Revenue	184,363	230,289	331,901	436,926
Comprehensive loss	(5,025,158)	(4,489,773)	(4,223,667)	(3,934,133)
Basic and diluted loss per share	(0.02)	(0.01)	(0.02)	(0.02)
Dividends per share	Nil	Nil	Nil	Nil
Total assets	5,227,603	4,989,543	5,508,437	5,842,006
Total long-term liabilities	29,426,724	7,796,157	9,572,275	9,722,710
Working capital (deficit)	(27,502,185)	(15,516,816)	(10,503,832)	(8,996,042)

	Three Months Ended (\$)			
	June 30, 2023	March 31, 2023	December 31, 2022	September 30, 2022
Revenue	413,388	288,009	283,765	316,222
Comprehensive loss	(4,369,841)	(4,003,281)	(4,360,231)	(4,201,870)
Basic and diluted loss per share	(0.02)	(0.02)	(0.02)	(0.02)
Dividends per share	Nil	Nil	Nil	Nil
Total assets	6,653,519	7,406,035	8,213,365	8,925,147
Total long-term liabilities	9,578,902	1,907,469	920,000	610,027
Working capital (deficit)	(6,198,201)	(10,855,503)	(8,832,497)	(5,294,640)

The quarterly fluctuations in net loss are generally correlated to the level of management's activities related to the acquisition of companies, rights, licenses and other projects. Loss is also impacted by the non-cash fluctuations in the Company's amortization of intangible assets, share based compensation, and other corporate costs. Comprehensive loss is impacted by the foreign currency translation adjustment resulting from translating subsidiary operations from their functional currency to the Company's presentation currency of CAD.

RESULTS OF OPERATIONS

Three months ended June 30, 2024

For the three months ended June 30, 2024, the Company had sales of \$184,363 and a net loss of \$5,125,037 compared to sales of \$413,388 and a net loss of \$4,369,250 respectively, for the three months ended June 30, 2023. The increase in net loss is due to the following:

- Interest expense and bank charges increased to \$892,959 (2023 - \$405,134) as the Company recorded interest expense and accretion expense related to the promissory notes and convertible

debentures during the three months ended June 30, 2024. The amount of convertible debentures outstanding was higher during the three months ended June 30, 2024.

- II. Data access fees increased to \$426,860 (2023 - \$249,075) as the Company increased the number of operators live on the Live Dealer Platform and increases its capacity for additional growth.
- III. Salaries and benefits decreased to \$2,153,303 (2023 - \$2,317,509) as the Company improved scheduling efficiencies at the Las Vegas studio to reduce costs during period of reduced activity.
- IV. Professional fees increased during the period to \$258,985 (2023 - \$196,865) as the Company incurred additional legal fees.

Six months ended June 30, 2024

For the six months ended June 30, 2024, the Company had sales of \$414,652 and a net loss of \$9,538,547 compared to sales of \$701,397 and a net loss of \$8,363,431 respectively, for the six months ended June 30, 2023. The increase in net loss is due to the following:

- I. Interest expense and bank charges increased to \$1,686,097 (2023 - \$608,162) as the Company recorded interest expense and accretion expense related to the promissory notes and convertible debentures during the six months ended June 30, 2024. The amount of convertible debentures outstanding was higher during the six months ended June 30, 2024.
- II. Data access fees increased to \$806,024 (2023 - \$497,899) as the Company increased the number of operators live on the Live Dealer Platform and increases its capacity for additional growth.
- III. Salaries and benefits decreased to \$4,020,504 (2023 - \$4,352,889) as the Company improved scheduling efficiencies at the Las Vegas studio to reduce costs during period of reduced activity.
- IV. Professional fees increased during the period to \$342,097 (2023 - \$251,628) as the Company incurred additional legal fees.

LIQUIDITY AND CAPITAL RESOURCES

The Company's operations have been primarily funded from equity financings, loans and convertible notes, which are dependent upon many external factors and may be difficult to secure or raise when required on terms acceptable to the Company or at all. During the six months ended June 30, 2024, the Company incurred a net loss of \$9,538,547 (2023 - \$8,363,431). As at June 30, 2024, the Company had a working capital deficit balance of \$27,502,185 (December 31, 2023 - \$10,503,832) and an accumulated deficit of \$87,738,882 (December 31, 2023 - \$78,200,335). The Company recognizes that its objectives and scope of expenditures may change with ongoing results and, as a result, it will need to seek additional financing. While the Company has been successful in securing financing in the past, there can be no assurance that it will be able to do so in the future.

These factors indicate the existence of a material uncertainty that cast significant doubt about the Company's ability to continue as a going concern. If for any reason the Company is unable to continue as a going concern, it could impact the Company's ability to realize assets at their recognized values and to meet its liabilities in the ordinary course of business at the amounts stated in the condensed interim consolidated financial statements.

FINANCING ACTIVITIES AND CAPITAL EXPENDITURES

During the six months ended June 30, 2024, the Company incurred \$3,921 in costs relating to equipment purchases (2023 - \$nil).

During the six months ended June 30, 2024, financing activities provided \$6,952,442 (2023 - \$5,970,360) in cash flows, primarily due to loan proceeds.

During the year ended December 31, 2023, the Company received \$5,966,000 in promissory notes which are due on demand and accrue interest at 8% and 10% per annum. Of the \$5,966,000 in promissory notes received, \$4,746,000 were from related parties.

During the year ended December 31, 2023, the Company repaid \$1,932,000 of the promissory notes through the issuance of shares and repaid \$8,096,000 of the promissory notes in cash.

During the six months ended June 30, 2024, the Company received \$7,098,601 in promissory notes, from related parties, which are due on demand and accrue interest at 10% per annum.

As at June 30, 2024, the Company owes \$8,268,601 (December 31, 2023 - \$1,170,000) in short-term promissory notes. The promissory notes are unsecured and as at June 30, 2024, the amount outstanding is due on demand and incurs interest of 10% to 12% per annum. During the three and six months ended June 30, 2024, the Company recorded interest expense of \$154,278 and \$223,704 (June 30, 2023 - \$88,446 and \$212,235) on the promissory notes. As at June 30, 2024, interest of \$381,355 (December 31, 2023 - \$157,651) remains outstanding and is included in accounts payable and accrued liabilities.

As at June 30, 2024, the Company had \$133,660 and US\$288,351 (CAD \$394,666) owing to various third-party lenders. The loans are unsecured and bear interest at 5% per annum. The loans became due on demand upon the Company completing a financing greater than \$5,000,000. Playgon Interactive is the obligor under the loans and as of June 30, 2024 they remain owing and unpaid. During the three and six months ended June 30, 2024, the Company recorded interest expense of \$6,585 and \$13,099 (June 30, 2023 - \$6,495 and \$12,949) on the loans payable. As at June 30, 2024, interest of \$106,534 (December 31, 2023 - \$91,011) remains outstanding and is included in accounts payable and accrued liabilities.

On April 10, 2024, a third-party lender initiated a claim against Playgon Interactive for USD\$25,974 (CAD \$35,257) and \$133,660 of principal outstanding and USD \$5,404 (CAD \$7,335) and \$27,811 of interest outstanding at the date of the claim. The Company has filed a response to the claim and is awaiting a reply from the courts.

As at June 30, 2024, the Company owed the Government of Canada \$60,000 (December 31, 2023 - \$60,000) in relation to two loans received under the Canada Emergency Business Account ("CEBA") program. As the Company did not repay any amount of the CEBA program loans by January 18, 2024, the expiry date of the loan was extended for a two-year term and accrues interest at 5% per annum. During the three and six months ended June 30, 2024, the Company recorded interest expense of \$515 and \$926 (June 30, 2023 - \$nil and \$nil) on the CEBA loans. As at June 30, 2024, interest of \$926 (December 31, 2023 - \$nil) remains outstanding and is included in accounts payable and accrued liabilities.

On January 19, 2023, and March 24, 2023, the Company raised gross proceeds of \$2,095,000 through the issuance of 2,095 convertible note units at a price of \$1,000 per unit. Each unit consists of \$1,000 in principal amount of an unsecured convertible note of the Company. The convertible note units will mature on January 19, 2025, and March 24, 2025, respectively, and bear interest at a simple rate of 10% per annum. Interest is payable semi-annually on June 30 and December 31. The entire principal amount of the convertible note may be converted at the election of the holder into common shares of the Company at a conversion price of \$0.10 per share at any time prior to the maturity date. The accrued interest is payable in cash or, at the option of the Company, may also be converted into common shares at a conversion price equal to the 25-day volume weighted average price ("VWAP") of the Company's common shares on the TSXV immediately preceding the date the interest is due.

In connection with the offering, the Company paid cash finders' fees of \$30,000 and incurred \$22,599 in other transaction costs.

The fair value of the liability component of the convertible notes on inception was estimated at \$1,847,252 based on an estimated 18% market discount rate less \$46,375, the pro-rata portion of the \$52,599 transaction costs. The remaining value of \$247,748 and \$6,224 of transaction costs was allocated to the equity component.

On May 3, 2023, the Company raised gross proceeds of \$2,550,000 through the issuance of unsecured convertible debentures through a brokered private placement. The debentures will mature on May 3, 2025, and bear interest at 10% per annum. Interest is payable semi-annually on June 30 and December 31. The

entire principal of the convertible note may be converted at the election of the holder into common shares of the Company at a conversion price of \$0.10 per share at any time prior to the maturity date., subject to standard adjustments and a forced conversion right granted to the Company. The accrued interest is payable in cash or, at the option of the Company may also be converted into common shares at a conversion price equal to the 25-day VWAP of the Company's common shares on the TSXV immediately preceding the date the interest is due.

In connection with the offering, the Company paid cash finders' fees of \$153,000, incurred \$103,305 in cash transaction costs and issued 1,530,000 agent warrants at a value of \$76,888 with each agent warrant being exercisable for a 24-month period at an exercise price of \$0.10.

The fair value of the liability component of the convertible debentures on inception was estimated at \$2,248,938 based on an estimated 18% market discount rate less \$293,855, the pro-rata portion of the \$333,193 transaction costs. The remaining value of \$301,061 and \$39,338 of transaction costs was allocated to the equity component.

On May 3, 2023, the Company raised gross proceeds of \$6,000,000 through the issuance of unsecured convertible debentures to a related party ("Anchor Financing"). The debentures will mature on May 3, 2025, and bear interest at 10% per annum. Interest is payable semi-annually on June 30 and December 31. The entire principal of the convertible note may be converted at the election of the holder into common shares of the Company at a conversion price of \$0.10 per share at any time prior to the maturity date, subject to standard adjustments and a forced conversion right granted to the Company. The accrued interest is payable in cash or, at the option of the Company may also be converted into common shares at a conversion price equal to the 25-day VWAP of the Company's common shares on the TSXV immediately preceding the date the interest is due.

In connection with the offering, the Company incurred \$30,000 in cash transaction costs.

The fair value of the liability component of the convertible debentures on inception was estimated at \$5,291,622 based on an estimated 18% market discount rate less \$26,458, the pro-rata portion of the \$30,000 transaction costs. The remaining value of \$708,378 and \$3,542 of transaction costs was allocated to the equity component.

On December 29, 2023, the Company raised gross proceeds of \$4,971,000 through the issuance of unsecured convertible debentures through a non-brokered private placement. The debentures will mature on December 29, 2024, and bear interest at 10% per annum. Interest is payable quarterly on June 30, June 30, September 30 and December 31. The entire principal of the convertible note may be converted at the election of the holder into common shares of the Company at a conversion price of \$0.05 per share at any time prior to the maturity date., subject to standard adjustments and a forced conversion right granted to the Company. The accrued interest is payable in cash or, at the option of the Company may also be converted into common shares at a conversion price equal to the 25-day VWAP of the Company's common shares on the TSXV immediately preceding the date the interest is due.

In connection with the offering, the Company incurred \$64,005 in cash transaction costs.

The fair value of the liability component of the convertible debentures on inception was estimated at \$4,520,961 based on an estimated 21.75% market discount rate less \$58,211, the pro-rata portion of the \$64,005 transaction costs. The remaining value of \$450,039 and \$5,795 of transaction costs was allocated to the equity component.

During the year ended December 31, 2023, a deferred income tax recovery of \$446,200 was recorded against the equity component of the convertible debentures.

During the year ended December 31, 2023, the Company paid \$223,870 of interest through the issuance of common shares. During the six months ended June 30, 2024, the Company paid \$659,287 of interest through the issuance of common shares.

During the three and six months ended June 30, 2024, \$332,271 and \$651,730 (June 30, 2023 - \$98,910 and \$117,490) of accretion and \$390,398 and \$776,422 (June 30, 2023 - \$217,514 and \$224,025) of interest expense was recorded on the convertible debentures. Accretion expense is recorded in interest and bank charges on the condensed interim consolidated statements of loss and comprehensive loss.

As at June 30, 2024, \$656,523 (December 31, 2023 - \$539,388) of accrued interest is recorded in accounts payable and accrued liabilities.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenditures during the reporting period. The significant estimates made by management include the categorization of financial instruments, estimation of the fair values of financial instruments, determination of impairments of long-lived assets, valuation of convertible debentures, and assumptions used for share-based compensation. Actual results may differ from those estimates.

RELATED PARTY TRANSACTIONS AND BALANCES

Transactions with related parties are made in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

(a) Transactions with Key Management Personnel

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of certain of the members of the Company's Board of Directors and its executive officers.

Summary of key management personnel compensation:

	For the three months ended June 30,		For the six months ended June 30,	
	2024	2023	2024	2023
	\$	\$	\$	\$
Management and directors fees	194,565	205,280	376,058	407,696
Salaries and benefits	95,000	95,000	190,000	190,000
Professional fees	37,500	37,500	75,000	75,000
Share-based compensation	6,045	30,669	16,304	69,358
	333,110	368,449	657,362	742,054

¹⁾ Fees earned by Qwest Capital Inc., a company controlled by Darcy Krogh, Penturn & Company Ltd., a company whose managing partner is James Penturn, Mike Marrandino, William Scott (former director), Robert Soper and COO Steve Baker.

²⁾ Fees earned by Guido Ganschow, a director of the Company

³⁾ Fees earned by Harry Nijjar, CFO. The Company has a consulting agreement with Malaspina Consultants Inc. a company where Mr. Nijjar is a managing director.

Amounts receivable at June 30, 2024 includes \$7,482 (December 31, 2023 - \$7,482) receivable from a company related by way of common directors.

Accounts payable and accrued liabilities at June 30, 2024 includes \$1,897,991 (December 31, 2023 - \$1,485,696) owing to directors, officers, or to companies significantly controlled by common directors for unpaid fees and expense reimbursements.

During the six months ended June 30, 2024, the Company received \$7,098,601 in promissory notes from a related party and during three and six months ended June 30, 2024, \$120,569 and \$154,977 (June 30, 2023 - \$49,067 and \$134,925) in interest expense was recorded on promissory notes due to related parties.

As at June 30, 2024, \$7,098,601 (December 31, 2023 – \$nil) in loans payable was due to related parties and the Company owed interest of \$154,977 (December 31, 2023 - \$nil) on promissory notes due to related parties, included in accounts payable and accrued liabilities.

During the year ended December 31, 2023, the Company received \$4,746,000 in promissory notes from related parties. During the year ended December 31, 2023, the Company repaid \$8,454,000 in loans from related parties.

On May 3, 2023, the Company raised gross proceeds of \$6,000,000 through the issuance of unsecured convertible debentures to a related party (Note 9). On December 29, 2023, the Company raised gross proceeds of \$4,746,000 through the issuance of unsecured convertible debentures to related parties (Note 9).

During the three and six months ended June 30, 2024, \$218,792 and \$427,078 (June 30, 2023 - \$37,186 and \$37,186) of accretion and \$268,650 and \$534,834 (June 30, 2023 - \$95,342 and \$95,342) of interest expense was recorded on the convertible debentures due to related parties.

As at June 30, 2024, the principal amount of \$10,746,000 of convertible debentures (December 31, 2023 – \$10,746,000) is due to related parties. As at June 30, 2024, the Company owed interest of \$418,650 (December 31, 2023 - \$305,228) on convertible debentures due to related parties, included in accounts payable and accrued liabilities.

RISK FACTORS

The business and operations of the Company are subject to numerous risks, many of which are beyond the Company's control. The Company considers the risks set out below to be some of the most significant to potential investors in the Company, but not all of the risks are associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the Company is currently unaware or which it considers to be material in relation to the Company's business actually occur, the Company'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 Company's securities could decline and investors may lose all or part of their investment.

Additional Financing

As at June 30, 2024, the Company had an accumulated deficit of \$87,738,882 (December 31, 2023 - \$78,200,335) and has yet to achieve profitable operations. The Company will need to obtain additional financing to achieve its objectives. The Company's ability to obtain additional financing will depend on investor demand, operating performance, the condition of the capital markets and other factors. If the Company raises additional funds through the issuance of equity, equity-linked or debt securities, those securities may have rights, preferences, or privileges senior to the rights of holders of the Company shares, and existing holders of such shares may experience dilution. These factors indicate the existence of a material uncertainty that cast significant doubt about the Company's ability to continue as a going concern. If for any reason the Company is unable to continue as a going concern, it could impact the Company's ability to realize assets at their recognized values and to meet its liabilities in the ordinary course of business at the amounts stated in the consolidated financial statements.

Risks Related to Potential Inability to Protect Proprietary Technology

To protect its proprietary technology, the Company will rely principally upon copyright and trade secret protection. All proprietary information that can be copyrighted will be marked as such. There can be no assurance that the steps taken by the Company in this regard will be adequate to prevent misappropriation or independent third-party development of the Company's technology. Further, the laws of certain countries in which the Company anticipates licensing its technologies and products do not protect software and intellectual property rights to the same extent as the laws of Canada. The Company will generally not include in its software any mechanism to prevent or inhibit unauthorized use, but the Company will generally require the execution of an agreement that restricts unauthorized copying and use of its products. If unauthorized copying or misuse of its products were to occur, the Company's business and results of operations could be materially adversely affected.

While the disclosure and use of the Company's proprietary technology, know-how and trade secrets will be generally controlled under agreements with the parties involved, there can be no assurance that all confidentiality agreements will be honored, that others will not independently develop similar or superior technology, that disputes will not arise concerning the ownership of intellectual property, or that dissemination of the Company's proprietary technology, know-how and trade secrets will not occur. Further, if an infringement claim is brought against the Company, litigation would be costly and time consuming, but may be necessary to protect its proprietary rights and to defend itself. The Company could incur substantial costs and diversion of management resources in the defense of any claims relating to the proprietary rights of others or in asserting claims against others. If the Company cannot prevent other companies from infringing on its technologies, it may not achieve profitability and an investor may lose his or her investment.

Risks Related to Potential Intellectual Property Rights Claims

Companies on the Internet, technology and media industries own large numbers of patents, copyrights, trademarks and trade secrets and frequently enter into litigation based on allegations of infringement or other violations of intellectual property rights. The Company may be subject to intellectual property rights claims in the future and its technologies may not be able to withstand any third-party claims or rights against their use. Any intellectual property claims, with or without merit, could be time consuming, expensive to litigate or settle and could divert management resources and attention. An adverse determination also could prevent the Company from offering its products and services to others and may require that it procure substitute products or services for these members.

With respect to any intellectual property rights claim, the Company may have to pay damages or stop using technology found to be in violation of a third party's rights. The Company may have to seek a license for the technology, which may not be available on reasonable terms and may significantly increase its operating expenses. The technology also may not be available for license to the Company at all. As a result, the Company may also be required to develop alternative non-infringing technology, which could require significant effort and expense. If the Company cannot license or develop technology for the infringing aspects of its business, it may be forced to limit its product and service offerings and may be unable to compete effectively. Any of these results could harm the Company's brand and prevent the Company from generating sufficient revenue or achieving profitability.

Risks Related to Uncertainty of the iGaming Market

Online, social, casual and mobile gaming are relatively new industries that continues to evolve. The success of this industry and the Company's Live Dealer and Daily Fantasy Sports business will be affected by future developments in the iGaming market, social gaming market, mobile platforms, legal or regulatory developments (such as the passage of new laws or regulations or the extension of existing laws or regulations regarding online gaming activities), data privacy laws and regulations, and other factors that the Company is unable to predict and which are beyond the Company's control.

Potential Changes in Laws and Regulations Relating to the Resulting Issuer's Business

The Company has obtained a Type 1 gaming license in Malta from the MGA, permitting the Company to offer its Live Dealer product in permitted jurisdictions. The Company has received a gaming license from the AGCO which will allow it to launch its product in Ontario. Further licensing may be required as the

Company's business matures and enters new markets globally. Changes in applicable laws or regulations or evolving interpretations of existing law could, in certain circumstances, result in increased compliance costs or capital expenditures, which could affect the Company's profitability, or impede the Company's ability to carry on its business which could affect its revenues.

Changes in existing gaming regulations or industry standards may hinder or prevent the Company from continuing to operate in those jurisdictions where it intends to carry on business, which would harm its operating results and financial condition. In particular, the enactment of unfavorable legislation or government efforts affecting the iGaming business generally, such as taxing or attempts to restrict the content or access to the Company's products may have a negative impact on the Company's operations. It cannot be assured that the Company will be able to adequately adjust to such potential changes.

Public opinion can also exert a significant influence over the regulation of the iGaming business. A negative shift in the public's perception could affect future legislation in individual jurisdictions. Negative public perception could lead to new restrictions in jurisdictions in which the Company proposes to operate.

Risks Related to Potential for Regulations that May be Adopted with Respect to the Internet and Electronic Commerce

In addition to regulations pertaining to the iGaming industry, the Company may become subject to any number of laws and regulations that may be adopted with respect to the Internet and electronic commerce. New laws and regulations that address issues such as user privacy, pricing, online content regulation, taxation, advertising, intellectual property, information security, and the characteristics and quality of online products and services may be enacted. As well, current laws, which predate or are incompatible with the Internet and electronic commerce, may be applied and enforced in a manner that restricts the electronic commerce market. The application of such pre-existing laws regulating communications or commerce in the context of the Internet and electronic commerce is uncertain. Moreover, it may take years to determine the extent to which existing laws relating to issues such as intellectual property ownership and infringement, libel and personal privacy are applicable to the Internet. The adoption of new laws or regulations relating to the Internet, or particular applications or interpretations of existing laws, could decrease the growth in the use of the Internet, decrease the demand for the Company's Live Dealer and E-Table games and Daily Fantasy Sports product, increase the Company's cost of doing business or could otherwise have a material adverse effect on the Company's business, revenues, operating results and financial condition.

Risks Related to Changing Customer Preferences

The demands of the Company's customers and the end users of the Live Dealer Product, E-Table games and DFS product and their preferences will be continually changing. In the gaming industry, there is constant pressure to develop and market new game content and technologically innovative products. The Company's revenues will be dependent on the earning power and life span of its products. The Company will therefore face increased pressure to design and deploy new successful game content to maintain and increase its revenue and remain competitive. The success of newly introduced technology and products will be dependent on customer acceptance of the Company's products.

As a result of changing consumer preferences, many Internet websites are successfully marketed for a limited period. Even if the Company's products become popular, there can be no assurance that any of its products will continue to be popular for a period. The Company's success will be dependent upon its ability to develop new and improved product lines. The Company's failure to introduce new features and product lines and to achieve and sustain market acceptance could result in it being unable to continually meet consumer preferences and generate significant revenues.

Competition

The Internet gaming industry is highly competitive. New competitors may enter the Company's key market areas. If the Company is unable to obtain significant early market presence or it loses market share to its competitors, it will materially affect its results of operations and future prospects.

Reliance on Key Personnel and Absence of Key Person Insurance

The Company's future success will depend heavily upon the continuing services of the members of its senior management team. If one or more of its senior executives or other key personnel are unable or unwilling to continue in their present positions, the Company may not be able to replace them easily or at all, and the Company's business may be disrupted and its financial condition and results of operations may be materially and adversely affected. Competition for senior management and key personnel is intense, the pool of qualified candidates is very limited, and the Company may not be able to retain the services of its senior executives or key personnel, or attract and retain high-quality senior executives or key personnel in the future. It is anticipated that the Company will not initially maintain key man insurance on its senior managers. The loss of the services of its senior management team and employees could result in a disruption of operations that could result in reduced revenues.

Reliance on Highly Skilled Personnel

The Company's performance and future success will depend on the talents and efforts of highly skilled individuals. The Company will need to identify, hire, develop, motivate and retain highly skilled personnel for all areas of its organization. Competition in the software industry for qualified employees is intense. The Company's ability to compete effectively will depend on its ability to attract new employees and to retain and motivate existing employees.

As competition in its industry intensifies, it may be more difficult for the Company to hire, motivate and retain highly skilled personnel. If the Company fails in attracting additional highly skilled personnel or retaining or motivating the existing personnel, it may be unable to grow and effectively generate sufficient revenues and achieve profitability.

Risks Relating to Potential Inability to Adapt or Expand Existing Technology Infrastructure to Accommodate Greater Demand for Services

The Company expects that its Live Dealer Product, E-Table games and DFS Product will serve many users and customers. The Company's technology infrastructure will be highly complex and may not provide satisfactory service in the future, especially as the number of customers increases. The Company may be required to upgrade its technology infrastructure to keep up with the increasing demand for its services, such as increasing the capacity of its hardware servers and the sophistication of its software. If the Company fails to adapt its technology infrastructure to accommodate greater demand for services, its users and customers may become dissatisfied with its services and switch to competitors' products, which will prevent the Company from achieving profitability.

Risks Relating to Potential Inability to Develop and Enhance the Company's Products

The markets for the Company's Live Dealer Product, E-Table games and DFS Products will be characterized by rapidly changing technology, evolving industry standards and increasingly sophisticated customer requirements. The introduction of products embodying new technology and the emergence of new industry standards could render the Company's products obsolete and unmarketable. It is critical to the success of the Company to be able to anticipate, react and adapt quickly to changes in technology or in industry standards and to successfully develop and introduce new, enhanced and competitive products on a timely basis. Further, the Company's competitors may adapt to an emerging technology more quickly or effectively than the Company, resulting in the creation of products that are technologically superior to the Company's, more appealing to customers, or both. The Company cannot give assurance that it will successfully develop new products or enhance and improve its existing products, that new products or an enhanced and improved version of the Company's products will achieve market acceptance or that the introduction of new products or enhanced existing products by others will not render the Company's iGaming products obsolete.

Reliance on Development and Maintenance of the Internet Infrastructure

The success of the Company's services will depend largely on the development and maintenance of the Internet infrastructure. This includes maintenance of a reliable network backbone with the necessary speed, data capacity, and security, as well as timely development of complementary products, for providing reliable Internet access and services. The Internet has experienced, and is likely to continue to experience, significant growth in the numbers of users and amount of traffic. The Internet infrastructure may be unable

to support such demands. In addition, increasing numbers of users, increasing bandwidth requirements, or problems caused by “viruses”, “worms”, and similar programs may harm the performance of the Internet. The backbone computers of the Internet have been the targets of such programs. The Internet has experienced a variety of outages and other delays because of damage to portions of its infrastructure, and it could face outages and delays in the future. These outages and delays could reduce the level of Internet usage generally as well as the level of usage of the Company’s products and reduce the Company’s revenues.

Risks Related to Potential Interruption or Failure of the Resulting Issuer’s Information Technology and Communications Systems

The Company’s ability to provide the Live Dealer Product, E-Table games and DFS Product will depend on the continuing operation of its information technology and communications systems. Any damage to or failure of its systems could interrupt its service. Service interruptions could reduce the Company’s revenues and profits and damage its brand if its system is perceived to be unreliable.

Risks Related to Potential Inability of Internet Infrastructure to Meet the Demand

The growth of Internet usage has caused frequent interruptions and delays in processing and transmitting data over the Internet. There can be no assurance that the Internet infrastructure or the Company’s own network systems will be able to meet the demand placed on it by the continued growth of the Internet, the overall online fantasy sports and gaming industries or of the Company’s customers.

The Internet’s viability could be affected if the necessary infrastructure is not sufficient, or if other technologies and technological devices eclipse the Internet as a viable channel.

Risks Related to Potential Undetected Errors in the Resulting Issuer’s Products

The Company’s Live Dealer Product, E-Table games and DFS Product could contain undetected errors or “bugs” that could adversely affect its performance. This could cause the Company to lose market share, damage its reputation and brand name, and reduce its revenues.

Risks Related to Potential Systems, Network Failures or Cyber-Attacks

The Company’s operations and databases of business or customer information will be susceptible to outages due to fire, floods, power loss, break-ins, cyber-attacks, network penetration, data privacy or security breaches, denial of service attacks and similar events. The Company’s products will be vulnerable to viruses, malicious software, worms, Trojan horses or spy-ware, which could have a material adverse effect on the Company’s business, reputation, operating results and financial condition.

Risks Related to the Recovery of Cash at Bank in Malta

In October 2018 the Company’s bank in Malta, Satabank, was directed by the Malta Financial Services Authority (MFSA) to refrain, cease and desist from taking further deposits into the accounts of its current customers. The MFSA also retained Ernst & Young LLP to take charge of the bank’s assets for the purpose of safeguarding the interests of the depositors and to assume control of the bank’s business. The Company has EUR €46,047 (CAD\$67,193) (December 31, 2023 - EUR €46,047 (CAD\$67,349)) in a bank account at Satabank and is in the process of transferring these funds to a new bank in Malta. As the funds are not currently available, the cash amount has been categorized as “Other assets” in the consolidated statement of financial position. Dialogue with Satabank’s appointed receiver is ongoing and the Company continues to work towards the release of these funds.

OUTSTANDING SHARE DATA

Common Shares

The Company’s authorized share capital is unlimited common shares with no par value.

All share information is reported as of August 29, 2024, in the following table:

	Number
Issued and outstanding common shares	303,454,280
Share options with a weighted average exercise price of \$0.28	13,350,000
Warrants with a weighted average exercise price of \$0.10	1,530,000
Convertible debentures	205,870,000

FINANCIAL AND DISCLOSURE 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 have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the condensed interim consolidated financial statements for the three and six months ended June 30, 2024, and this accompanying MD&A (together the "Interim Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate 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. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Interim Filings on SEDAR+ at www.sedarplus.ca.

OTHER MD&A REQUIREMENTS

Additional information relating to the Company may be found by visiting www.sedarplus.ca and www.playgon.com.