PLAYGON GAMES INC.

Condensed Interim Consolidated Financial Statements

For the Three and Nine Months Ended September 30, 2024 and 2023

(Unaudited - expressed in Canadian Dollars)

**NOTICE OF NO AUDITOR REVIEW OF
CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim consolidated financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements have been prepared by and are the responsibility of management.

The Company's independent auditor has not performed a review of these financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of condensed interim consolidated financial statements by an entity's auditor.

PLAYGON GAMES INC.
Condensed Interim Consolidated Statements of Financial Position
(Unaudited - expressed in Canadian Dollars)

	Note	September 30, 2024	December 31, 2023
		$	$
ASSETS			
Current assets			
Cash		66,728	208,448
Amounts receivable		174,133	327,013
Sales tax receivable		116,525	111,066
Prepaids		285,637	150,442
		643,023	796,969
Other assets	3	443,005	441,227
Property and equipment	4	382,039	464,870
Intangible assets	5	1,744,479	3,586,219
Right-of-use asset	6	22,373	219,152
		3,234,919	**5,508,437**
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	7,8,9,11	6,044,663	4,834,170
Loans payable	8	9,706,927	1,745,033
Purchase obligation payable		36,048	35,121
Current portion of convertible debentures	9	15,031,343	4,465,527
Current portion of lease liability	6	23,408	220,950
		30,842,389	11,300,801
Convertible debenture	9	-	9,572,275
		30,842,389	20,873,076
SHAREHOLDERS' DEFICIENCY			
Share capital	10	57,974,563	56,665,614
Reserves	10	6,153,362	6,121,019
Accumulated other comprehensive loss		55,059	49,063
Accumulated deficit		(91,790,454)	(78,200,335)
		(27,607,470)	(15,364,639)
		3,234,919	**5,508,437**

Nature and going concern (Note 1)
Subsequent event (Note 15)

Approved on behalf of the Board of Directors on November 29, 2024:

/s/ Darcy Krogh
Darcy Krogh
Director

/s/ Mike Marrandino
Mike Marrandino
Director

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

PLAYGON GAMES INC.
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
(Unaudited - expressed in Canadian Dollars)

	Note	Three months ended September 30, 2024	Three months ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023
		$	$	$	$
Revenue	14	149,892	436,926	564,544	1,138,323
Operating expenses					
Advertising and promotion		11,275	23,106	40,183	74,175
Bad debts		490	-	73,951	-
Consulting fees		284,882	325,524	961,329	1,045,723
Data access fees		394,251	229,443	1,200,275	727,342
Depreciation and amortization	4, 5, 6	707,194	740,717	2,141,275	2,250,319
Interest and bank charges	8, 9	979,894	479,065	2,665,991	1,087,227
Management and director’s fees	11	203,990	195,347	580,106	603,170
Other general and administrative expenses		44,796	95,060	205,635	348,305
Professional fees		175,325	72,247	517,422	323,875
Regulatory and shareholder services		4,539	5,958	28,184	20,332
Rent	6	33,252	42,690	106,856	119,463
Sales commissions		43,202	92,181	165,534	236,037
Salaries and benefits		1,261,338	1,976,014	5,281,842	6,328,903
Share-based compensation	10	7,520	41,549	32,343	144,582
Travel		8,844	25,769	31,182	71,546
		4,160,792	4,344,670	14,032,108	13,380,999
Loss before other income (expenses)		(4,010,900)	(3,907,744)	(13,467,564)	(12,242,676)
Other income (expenses)					
Interest income		6,818	2,392	12,596	12,891
Foreign exchange gain/(loss)		(47,490)	(34,740)	(135,151)	(73,738)
		(40,672)	(32,348)	(122,555)	(60,847)
Loss for the period		(4,051,572)	(3,940,092)	(13,590,119)	(12,303,523)
Foreign currency translation adjustment		(17,620)	5,959	5,996	(3,732)
Comprehensive loss for the period		(4,069,192)	(3,934,133)	(13,584,123)	(12,307,255)
Basic and diluted loss per common share		(0.01)	(0.01)	(0.05)	(0.05)
Weighted average number of common shares outstanding					
Basic and diluted		301,104,807	301,104,807	290,017,267	254,268,635

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

PLAYGON GAMES INC.
Condensed Interim Consolidated Statements of Cash Flows
(Unaudited - expressed in Canadian Dollars)

	Nine months ended September 30, 2024	2023
	$	$
Cash flows used in operating activities		
Loss for the period	(13,590,119)	(12,303,523)
Items not affecting cash:		
Interest expense	474,118	778,930
Accretion expense	993,543	261,298
Depreciation and amortization	2,141,275	2,250,318
Share-based compensation	32,343	144,582
Changes in non-cash working capital:		
Amounts receivable	152,880	(5,617)
Sales tax receivable	(5,459)	87,063
Prepaids	(135,195)	(25,788)
Accounts payable and accrued liabilities	2,062,536	435,386
	(7,874,078)	(8,377,351)
Cash flows provided by investing activity		
Acquisition of property and equipment	(3,927)	(125,883)
	(3,927)	(125,883)
Cash flows provided by financing activities		
Loan proceeds	7,948,601	4,685,000
Loan repayments	-	(5,375,000)
Convertible debenture proceeds	-	9,725,000
Convertible debenture issuance costs	-	(338,904)
Interest paid on loans payable	-	(190,401)
Repayment of lease liability	(214,030)	(187,723)
Share issuance costs	(6,863)	-
	7,727,708	8,317,972
Effect of foreign exchange on cash	8,577	(3,285)
Change in cash during the period	(141,720)	(188,547)
Cash, beginning of period	208,448	206,781
Cash, end of period	**66,728**	**18,234**

Supplemental disclosure with respect to cash flows (Note 12)

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

PLAYGON GAMES INC.
Condensed Interim Consolidated Statements of Changes in Shareholders' Deficiency
(Unaudited - expressed in Canadian Dollars)

	Share Capital	Share Capital	Reserves	Accumulated Other Comprehensive Loss	Deficit	Total
	#	$	$	$	$	$
Balance, December 31, 2022	**253,331,449**	**54,533,474**	**4,665,687**	**68,853**	**(61,689,203)**	**(2,421,189)**
Shares issued for debt	3,198,148	223,870	-	-	-	223,870
Equity component of convertible debenture, net of issue costs and tax	-	-	767,796	-	-	767,796
Convertible debenture – agent warrants	-	-	76,888	-	-	76,888
Share-based compensation	-	-	144,582	-	-	144,582
Foreign exchange on translation	-	-	-	(3,732)	-	(3,732)
Loss for the period	-	-	-	-	(12,303,523)	(12,303,523)
Balance, September 30, 2023	**256,529,597**	**54,757,344**	**5,654,953**	**65,121**	**(73,992,726)**	**(13,515,308)**
Shares issued for debt, net of issue costs	32,045,130	1,908,270	-	-	-	1,908,270
Equity component of convertible debenture, net of issue costs and tax	-	-	438,332	-	-	438,332
Share-based compensation	-	-	27,734	-	-	27,734
Foreign exchange on translation	-	-	-	(16,058)	-	(16,058)
Loss for the period	-	-	-	-	(4,207,609)	(4,207,609)
Balance, December 31, 2023	**288,574,727**	**56,665,614**	**6,121,019**	**49,063**	**(78,200,335)**	**(15,364,639)**
Shares issued for debt, net of issue costs	37,462,051	1,315,812	-	-	-	1,315,812
Share issue costs	-	(6,863)	-	-	-	(6,863)
Share-based compensation	-	-	32,343	-	-	32,343
Foreign exchange on translation	-	-	-	5,996	-	5,996
Loss for the period	-	-	-	-	(13,590,119)	(13,590,119)
Balance, September 30, 2024	**326,036,778**	**57,974,563**	**6,153,362**	**55,059**	**(91,790,454)**	**(27,607,470)**

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

1. NATURE AND GOING CONCERN

Playgon Games Inc. ("Playgon") was incorporated on December 2, 1985, under the laws of the Province of British Columbia. All references in this document to the "Company" refer to Playgon Games Inc. and its wholly owned subsidiaries. The Company is listed and traded on the TSX Venture Exchange ("TSXV") under the symbol "DEAL". The Company's principal office is located at #1100 - 1199 West Hastings Street, Vancouver, British Columbia, V6E 3T5, Canada.

The Company's principal business is the development and licensing of digital content for the growing iGaming market. The Company provides a multi-tenant gateway that allows online operators the ability to offer their customers innovative iGaming software solutions. Its current software platform includes Live Dealer Casino, E-Table games ("Live Dealer Product") and Daily Fantasy Sports ("DFS") which, through a seamless integration at the operator level, allows customer access without having to share or compromise any sensitive customer data.

On July 26, 2024, the Company announced that its subsidiary, Bitrate Productions, had received an order from the 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. The Company engaged Nevada legal counsel to address the order. Playgon's Nevada counsel advised the Company that, in their opinion, 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 and will update shareholders once a decision is made.

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 nine months ended September 30, 2024, the Company incurred a net loss of $13,590,119 (September 30, 2023 - 12,303,523). As at September 30, 2024, the Company had a working capital deficit balance of $30,199,366 (December 31, 2023 – $10,503,832) and an accumulated deficit of $91,790,454 (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.

These condensed interim consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

2. BASIS OF PRESENTATION

Statement of compliance

These unaudited condensed interim consolidated financial statements have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. The condensed interim consolidated financial statements should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2023.

The Company uses the same accounting policies and methods of computation as in the annual consolidated financial statements for the year December 31, 2023.

The condensed interim consolidated financial statements of the Company have been prepared on an accrual basis and are based on historical costs, except for certain financial assets and liabilities that are measured at fair value. The consolidated financial statements are presented in Canadian dollars unless otherwise noted.

Basis of consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its subsidiaries at the end of the reporting period as follows:

	Incorporation	Percentage owned	
		2024	2023
Playgon Interactive Inc.("Playgon Interactive")	Canada	100%	100%
Companies owned by Playgon Interactive			
Cleebo Games Inc.	Canada	100%	100%
Bitrate Productions ("Bitrate")	USA	100%	100%
Playgon Distribution Limited	Cyprus	100%	100%
Playgon Malta Holding Limited	Malta	100%	100%
Companies owned by Playgon Malta Holding Limited			
Playgon Malta Limited	Malta	100%	100%

All significant intercompany accounts and transactions between the Company and its subsidiary have been eliminated upon consolidation.

Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the condensed interim consolidated financial statements from the date that control commences until the date that control ceases.

Critical accounting estimates and judgements

The Company uses the same critical accounting estimates and judgements as those that applied to the annual consolidated financial statements for the year ended December 31, 2023.

3. OTHER ASSETS

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$69,126) (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 condensed interim 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.

(Unaudited - expressed in Canadian Dollars)

On December 14, 2020, Devkey Consulting Limited ("Devkey"), a company controlled by the former CFO of Playgon, Paul Dever, initiated a civil claim against the Company in the Supreme Court of British Columbia (the "Court") for failure to pay monthly fees and invoiced expenses from July 2018 to August 2020 and an unpaid severance amount upon termination of his consulting contract. The claim was for EUR €231,569 (CAD - $373,878) and on December 16, 2020, the Court ordered the full amount claimed be garnished from the Company and paid into court until a judgement on the claim is reached. The Company has retained legal counsel regarding this matter and strongly believes the garnishment order will be lifted. As at September 30, 2024, the Company has recorded the full amount of the garnishment as "Other Assets" on the condensed interim consolidated statement of financial position.

4. PROPERTY AND EQUIPMENT

	Computers	Computer Software	Furniture and Equipment	Other Equipment	Leasehold Improvements	Total
	$	$	$	$	$	$
Cost:						
At December 31, 2022	**145,581**	**4,494**	**335,142**	**354,229**	**987,566**	**1,827,012**
Additions	1,916	-	-	124,341	-	126,257
Net exchange differences	(2,353)	-	(7,211)	(10,813)	(23,187)	(43,564)
At December 31, 2023	**145,144**	**4,494**	**327,931**	**467,757**	**964,379**	**1,909,705**
Additions	1,444	-	-	2,483	-	3,927
Net exchange differences	2,037	-	6,258	9,742	20,125	38,162
At September 30, 2024	**148,625**	**4,494**	**334,189**	**479,982**	**984,504**	**1,951,794**
Amortization:						
At December 31, 2022	**94,314**	**2,064**	**161,720**	**136,971**	**774,206**	**1,169,275**
Additions	28,422	487	34,572	52,167	192,237	307,885
Net exchange differences	(1,909)	-	(4,115)	(4,263)	(22,038)	(32,325)
At December 31, 2023	**120,827**	**2,551**	**192,177**	**184,875**	**944,405**	**1,444,835**
Additions	11,136	292	20,915	43,774	20,545	96,662
Net exchange differences	1,655	-	3,519	3,530	19,554	28,258
At September 30, 2024	**133,618**	**2,843**	**216,611**	**232,179**	**984,504**	**1,569,755**
Net book value:						
At December 31, 2023	**24,317**	**1,943**	**135,754**	**282,882**	**19,974**	**464,870**
At September 30, 2024	**15,007**	**1,651**	**117,578**	**247,803**	**-**	**382,039**

(Unaudited - expressed in Canadian Dollars)

5. INTANGIBLE ASSETS

	Gaming Platform
	$
Cost:	
At December 31, 2022	**12,278,261**
Internally developed additions	-
At December 31, 2023 and September 30, 2024	**12,278,261**
Amortization:	
At December 31, 2022	**6,236,391**
Amortization for the year	2,455,652
At December 31, 2023	**8,692,043**
Amortization for the period	1,841,739
At September 30, 2024	**10,533,782**
Net book value:	
At December 31, 2023	**3,586,218**
At September 30, 2024	**1,744,479**

Gaming Platform
Upon completion of the Playgon Interactive Inc. acquisition, the Company allocated $11,671,258 of acquisition costs to intangible assets related to Playgon Interactive's Gaming Platform. Of the $11,671,258 of intangible assets acquired, $399,923 was recorded as an asset by Playgon Interactive at the time of acquisition. The Gaming Platform is being amortized using the straight-line method over 5 years. As at September 30, 2024, the remaining amortization period is 1 year. The multi-tenant B2B gateway allows operators the ability to offer their customers innovative iGaming software solutions including Live Dealer Casino and E-table games.

(Unaudited - expressed in Canadian Dollars)

6. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

Right-of-use asset

	Office Lease
	$
Cost:	
At December 31, 2022	**459,875**
Additions	268,371
Net exchange difference	(16,186)
At December 31, 2023	**712,060**
Net exchange difference	5,488
At September 30, 2024	**717,548**
Depreciation:	
At December 31, 2022	**268,628**
Additions	235,312
Net exchange differences	(11,032)
At December 31, 2023	**492,908**
Additions	202,874
Net exchange differences	(607)
At September 30, 2024	**695,175**
Net book value:	
At December 31, 2023	**219,152**
At September 30, 2024	**22,373**

Depreciation of right-of-use assets is calculated using the straight-line method over the remaining lease term.

Lease liability

On June 1, 2021, the Company entered into an office lease agreement with a 19-month term and monthly payments of $15,805. The office lease ended on December 31, 2022.

On November 1, 2021, the Company entered into a new office lease agreement with a 24-month term and monthly payments of US$14,917. On November 1, 2023, the office lease agreement was extended for a 12-month term with monthly payments of US$17,481. Subsequent to September 30, 2024, the Company vacated the space and the lease agreement expired.

At the date of recognition, the lease liabilities were measured at the present value of the lease payments that were not paid at that date. The lease payments are discounted using an interest rate of 7% and 8%, respectively. The continuity of the lease liabilities is presented in the table below:

(Unaudited - expressed in Canadian Dollars)

	September 30, 2024	December 31, 2023
	$	$
Balance, beginning of period	220,950	203,348
Additions	-	268,371
Lease payments	(214,030)	(256,389)
Interest expense	10,349	10,853
Net exchange difference	6,139	(5,233)
	23,408	220,950
Less: current portion of lease liability	(23,408)	220,950
Non-current portion of lease liability	**-**	**-**

The remaining minimum future lease payments, excluding estimated operating costs, for the term of the lease including assumed renewal periods are as follows:

October 1, 2024 to December 31, 2024	$23,603

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	September 30, 2024	December 31, 2023
	$	$
Accounts payable	4,256,259	3,525,978
Accrued liabilities	539,409	387,290
Payroll taxes payable	126,193	132,852
Accrued interest payable (Note 8)	1,122,802	788,050
	6,044,663	**4,834,170**

8. LOANS PAYABLE

	Promissory Notes	Loans Payable	CEBA	Total
	$	$	$	$
Balance, December 31, 2022	**5,223,000**	**524,202**	**60,000**	**5,807,202**
Additions	5,966,000	-	-	5,966,000
Repayment - shares	(1,923,000)	-	-	(1,923,000)
Repayment - cash	(8,096,000)			(8,096,000)
Foreign exchange adjustment	-	(9,169)	-	(9,169)
Balance, December 31, 2023	**1,170,000**	**515,033**	**60,000**	**1,745,033**
Additions	7,948,601	-	-	7,948,601
Foreign exchange adjustment	-	8,016	-	8,016
Balance, September 30, 2024	**9,118,601**	**523,049**	**60,000**	**9,701,650**

(Unaudited - expressed in Canadian Dollars)

Interest Payable

	Promissory Notes	Loans Payable	CEBA	Total
	$	$	$	$
Balance, December 31, 2022	**212,944**	**66,423**	**-**	**279,367**
Additions	335,494	26,140	-	361,634
Repayment - shares	(132,212)	-	-	(132,212)
Repayment - cash	(258,575)	-	-	(258,575)
Foreign exchange adjustment	-	(1,552)	-	(1,552)
Balance, December 31, 2023	**157,651**	**91,011**	**-**	**248,662**
Additions	460,244	19,739	1,447	481,431
Foreign exchange adjustment	-	1,310	-	1,310
Balance, September 30, 2024	**617,895**	**112,062**	**1,447**	**731,404**

Promissory Notes
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 nine months ended September 30, 2024, the Company received $7,949,601 in promissory notes from related parties, which are due on demand and accrue interest at 10% per annum.

As at September 30, 2024, the Company owes $9,118,601 (December 31, 2023 - $1,170,000) in short-term promissory notes. The promissory notes are unsecured and as at September 30, 2024, the amount outstanding is due on demand and incurs interest of 10% to 12% per annum. During the three and nine months ended September 30, 2024, the Company recorded interest expense of $236,540 and $460,244 (September 30, 2023 - $48,606 and $260,841) on the promissory notes. As at September 30, 2024, interest of $617,895 (December 31, 2023 - $157,651) remains outstanding and is included in accounts payable and accrued liabilities.

Loans Payable
As at September 30, 2024, the Company had $133,660 and US$288,351 (CAD $389,389) 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 September 30, 2024 they remain owing and unpaid. During the three and nine months ended September 30, 2024, the Company recorded interest expense of $6,640 and $19,739 (September 30, 2023 - $6,558 and $19,507) on the loans payable. As at September 30, 2024, interest of $112,062 (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 application.

(Unaudited - expressed in Canadian Dollars)

Canada Emergency Business Account

As at September 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 nine months ended September 30, 2024, the Company recorded interest expense of $521 and $1,447 (September 30, 2023 - $nil and $nil) on the CEBA loans. As at September 30, 2024, interest of $1,447 (December 31, 2023 - $nil) remains outstanding and is included in accounts payable and accrued liabilities.

9. CONVERTIBLE DEBENTURES

	Principal	Interest	Total
			$
Balance, December 31, 2022	**-**	**-**	**-**
Additions	13,908,773	-	13,908,773
Transaction costs	(424,899)	-	(424,899)
Accretion expense	553,928	-	553,928
Interest expense	-	763,258	763,258
Interest payment	-	(223,870)	(223,870)
Balance, December 31, 2023	**14,037,802**	**539,388**	**14,577,190**
Accretion expense	993,542	-	993,542
Interest expense	-	1,171,200	1,171,200
Interest payment	-	(1,319,188)	(1,319,188)
Balance, September 30, 2024	**15,031,344**	**391,400**	**15,422,744**

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 March 31, 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 nine months ended September 30, 2024, the Company paid $1,319,188 of interest through the issuance of common shares.

During the three and nine months ended September 30, 2024, $341,813 and $993,542 (September 30, 2023 - $143,808 and $261,298) of accretion and $390,400 and $1,171,200 (September 30, 2023 - $268,313 and $492,182) 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 September 30, 2024, $391,400 (December 31, 2023 - $539,388) of accrued interest is recorded in accounts payable and accrued liabilities (Note 15).

10. SHARE CAPITAL AND RESERVES

Authorized share capital

The Company is authorized to issue an unlimited number of common shares without par value.

Issued share capital

During the nine months ended September 30, 2024:

- the Company issued 14,879,553 common shares to settle $659,287 of interest owed on the convertible debentures.
- the Company issued 22,582,498 common shares to settle $656,525 of interest owed on the convertible debentures

During the year ended December 31, 2023:

- the Company issued 3,198,148 common shares to settle $223,870 of interest owed on the convertible debentures.
- the Company issued 32,045,130 common shares to settle $1,923,000 of promissory notes, $132,212 of interest, and $187,947 of trade payables. The fair value of the common shares was $1,922,708 and the Company recognized a gain on debt settlement of $320,451.

Share options

The Company has established a rolling share option plan (the “Plan”), in which the maximum number of common shares which can be reserved for issuance under the Plan is 10% of the issued and outstanding shares of the Company. The minimum exercise price of the options is set at the Company’s closing share price on the day before the grant date, less allowable discounts in accordance with the policies of the TSXV. The vesting provisions are determined by the Board of Directors and, unless otherwise stated, fully vest when granted.

During the year ended December 31, 2023, the Company granted 550,000 share options to a consultant, and an employee of the Company with a total fair value of $29,271. Of the options granted, 141,667 vested immediately and 408,333 vest over the next three years.

During the three and nine months ended September 30, 2024, the Company recorded $7,520 and $32,343 in share-based compensation (September 30, 2023 - $41,549 and $144,582).

Option-pricing models require the use of estimates and assumptions including the expected volatility. Changes in the underlying assumptions can materially affect the fair value estimates and, therefore, existing models do not necessarily provide a reliable measure of the fair value of the Company’s share options.

(Unaudited - expressed in Canadian Dollars)

The following weighted average assumptions were used in the Black-Scholes option-pricing model for the valuation of the share options granted:

	September 30, 2024	December 31, 2023
Risk-free interest rate	-	4.24%
Dividend yield	-	Nil
Expected life	-	4.36 years
Volatility	-	99.53%
Weighted average fair value per options	-	0.05

Share option transactions are summarized as follows:

	Number of Share Options	Weighted Average Exercise Price
		$
Balance, December 31, 2022	**13,800,000**	0.28
Granted	550,000	0.10
Expired	(200,000)	0.15
Forfeited	(800,000)	0.19
Balance, December 31, 2023	**13,350,000**	0.28
Forfeited	(100,000)	0.48
Balance, September 30, 2024	**13,250,000**	0.28
Unvested	**(483,331)**	0.28
Exercisable, September 30, 2024	**12,766,669**	0.28

(Unaudited - expressed in Canadian Dollars)

A summary of the share options outstanding and exercisable at September 30, 2024 is as follows:

Number of Share Options Outstanding	Number of Share Options Exercisable	Exercise Price	Expiry Date
		$	
8,450,000	8,450,000	0.28	June 30, 2025
100,000	100,000	0.39	August 12, 2025
500,000	500,000	0.37	September 15, 2025
500,000	500,000	0.37	January 1, 2026
1,000,000	666,667	0.37	January 1, 2027
100,000	100,000	0.40	December 1, 2025
50,000	50,000	0.47	February 10, 2026
50,000	50,000	0.38	June 30, 2026
100,000	100,000	0.28	August 25, 2026
100,000	100,000	0.30	September 1, 2026
50,000	33,334	0.32	January 6, 2027
1,550,000	1,550,000	0.21	February 24, 2027
50,000	33,334	0.07	May 2, 2027
100,000	33,334	0.07	May 9, 2027
500,000	500,000	0.10	February 27, 2028
50,000	-	0.06	August 10, 2028
13,250,000	**12,766,669**		

The weighted average life of share options outstanding at September 30, 2024 was 1.25 years.

Warrants

During the nine months ended September 30, 2024, the Company did not issue any warrants.

During the year ended December 31, 2023, the Company issued the following warrants:

- In connection with the May 3, 2023 private placement, 1,530,000 agent warrants with an exercise price of $0.10 per warrant were issued as finders' fees with a total value of $76,888. The fair value of the agent warrants was estimated using the Black-Scholes option pricing model with the following assumptions: stock price - $0.08; risk-free interest rate – 3.56%; dividend yield – Nil; expected life – 2.0 years; and expected volatility – 133.50%.

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
		$
Balance, December 31, 2022	**17,924,174**	0.50
Issued	1,530,000	0.10
Expired	(17,924,174)	0.50
Balance, December 31, 2023 and September 30, 2024	**1,530,000**	0.10

(Unaudited - expressed in Canadian Dollars)

A summary of the warrants outstanding at September 30, 2024 is as follows:

Number of Warrants Outstanding	Exercise Price	Expiry Date
	$	
1,530,000	0.10	May 3, 2025
1,530,000		

The weighted average life of warrants outstanding at September 30, 2024 was 0.59 years.

11. RELATED PARTY TRANSACTIONS

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and certain of the members of the Board of Director. Additionally, individuals who have significant influence to the Company are also considered related parties. 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.

Summary of key management personnel compensation:

	For the three months ended September 30,		For the nine months ended September 30,	
	2024	**2023**	**2024**	**2023**
	$	$	$	$
Management and directors fees	186,209	195,304	563,256	603,000
Salaries and benefits	95,000	95,000	285,000	285,000
Professional fees	37,500	37,500	112,500	112,500
Share-based compensation	6,111	28,293	22,415	97,651
	324,820	**356,097**	**983,171**	**1,098,151**

Amounts receivable at September 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 September 30, 2024 includes $2,075,225 (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 nine months ended September 30, 2024, the Company received $7,948,601 in promissory notes from a related party and during three and nine months ended September 30, 2024, $196,991 and $351,968 (September 30, 2023 - $19,757 and $154,682) in interest expense was recorded on promissory notes due to related parties.

As at September 30, 2024, $7,948,601 (December 31, 2023 – $nil) in loans payable was due to related parties and the Company owed interest of $351,968 (December 31, 2023 - $nil) on promissory notes due to related parties, included in accounts payable and accrued liabilities.

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).

(Unaudited - expressed in Canadian Dollars)

During the three and nine months ended September 30, 2024, $223,390 and $650,468 (September 30, 2023 - $89,586 and $146,064) of accretion and $268,650 and $803,484 (September 30, 2023 - $151,233 and $246,575) of interest expense was recorded on the convertible debentures due to related parties.

As at September 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 September 30, 2024, the Company owed interest of $268,650 (December 31, 2023 - $305,228) on convertible debentures 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.

12. SUPPLEMENTAL DISCLOSURES WITH RESPECT TO CASH FLOWS

	For the nine months ended September 30, 2024	2023
	$	$
Supplemental cash-flow disclosure		
Interest paid	1,319,188	196,819
Taxes paid	-	-
Supplemental non-cash disclosures		
Shares issued for convertible debenture interest	1,319,188	76,888

13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Categories of financial assets and financial liabilities

Financial instruments are classified into one of the following categories: fair value through profit or loss ("FVTPL"); amortized cost; and fair value through other comprehensive income. The carrying values of the Company's financial instruments are classified into the following categories:

Financial Instrument	Category	September 30, 2024	December 31, 2023
		$	$
Cash	Amortized cost	66,728	208,448
Amounts receivable	Amortized cost	174,133	327,017
Other assets	Amortized cost	443,005	441,227
Accounts payable and accrued liabilities	Amortized cost	(6,044,663)	(4,834,170)
Loans payable	Amortized cost	(9,706,927)	(1,745,033)
Purchase obligation payable	Amortized cost	(36,048)	(35,121)
Lease liability	Amortized cost	(23,408)	(220,950)
Convertible debentures	Amortized cost	(15,031,343)	(14,037,802)

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.

Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.

Level 3 - Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The recorded amounts for cash, amounts receivable, accounts payable and accrued liabilities, loans payable, lease liability and purchase obligation payable approximate their fair value due to their short-term nature. The Company's fair value of cash and other assets under the fair value hierarchy is measured using Level 1 inputs. The Company's lease liability is measured as the present value of the discounted future cash flows.

Risk exposure

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

a) Currency risk

Foreign currency exchange rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. The Company's operations are carried out in Canada, the United States, Cyprus and Malta. As at September 30, 2024, the Company had assets totaling US$82,261 and liabilities totalling US$467,765. Additionally, the Company had assets totalling EUR$119,342 and liabilities totaling EUR$425,077. These factors expose the Company to foreign currency exchange rate risk, which could have an adverse effect on the profitability of the Company. A 10% change in the exchange rate with the USD would change other comprehensive income/loss by approximately CAD$54,000 while a 10% change in the exchange rate with the Euro would change other comprehensive income/loss by approximately CAD$45,860. At this time, the Company currently does not have plans to enter into foreign-currency future contracts to mitigate this risk, however it may do so in the future.

b) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and amounts receivable. Management believes that the credit risk concentration with respect to financial instruments included in cash and amounts receivable is remote.

c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. The Company's ability to continue as a going concern is dependent on management's ability to raise the required capital through future equity or debt issuances but there can be no assurance that such financing will be available on a timely basis under terms acceptable to the Company. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. As at September 30, 2024, the Company had a cash balance of $66,728 to settle current liabilities of $30,842,389.

d) Market risk
Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

e) Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company does not hold any financial liabilities with variable interest rates. The loans included in loans payable and convertible debentures bear interest at rates ranging from 5% to 12% per annum with maturity dates occurring within the next twelve months. The Company does maintain bank accounts which earn interest at variable rates, but it does not believe it is currently subject to any significant interest rate risk.

f) Regulatory risk

The Company is exposed to risk due to the regulatory uncertainty of the online gaming industry. The Company is unable to predict whether regulations will be introduced in the future and if so, whether they could negatively impact the operations of the Company. On July 26, 2024, the Company received an order from the Nevada Gaming Control Board (“NGCB”) to halt operations at its Las Vegas Studio (Note 15).

Capital Management
The Company does not have any externally imposed regulatory capital requirements for managing capital. The Company has defined its capital to mean working capital and shareholders’ equity, as determined at each reporting date.

The Company’s objectives when managing capital are to safeguard the entity’s ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders. The Company sets the amount of capital in proportion to risk. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares, or engage in debt financing.

14. REVENUE

During the three and nine months ended September 30, 2024, the Company generated $149,892 and $564,544 (September 30, 2023 - $436,926 and $1,138,323) in licensing and use revenue from its Live Dealer Product. Revenue for the nine months ended September 30, 2024 and 2023, was generated through the Company’s Cyprus and Malta subsidiaries. On July 26, 2024, the Company announced that its subsidiary, Bitrate Productions, had received an order from the NGCB to halt operations at its Las Vegas Studio and the Company complied with the order.

15. SUBSEQUENT EVENT

Subsequent to September 30, 2024:

- The Company issued 6,213,750 common shares to settle interest of $124,275.
- The Company announced it had entered into a secured promissory note (the “Secured Note”) with Pure Live Interactive Inc. (the “Noteholder”), a related party of Playgon, pursuant to which the Noteholder has agreed, for a period of 6 months following the closing (the “Term”), to make available to Playgon, in the Noteholder’s sole discretion, one or more advances of immediately available funds over the Term, which advances would carry an annual interest rate equal to 10% per annum accruing as of the date of the relevant advance until the Note is repaid. All advances are guaranteed by a guarantee granted by Playgon Interactive, Playgon Malta Limited and Playgon

Malta Holdings Limited, in favour of the Noteholder and secured by a grant of security interest in all of Playgon's and Playgon Interactive's (including its subsidiaries) present and after acquired personal property, a pledge of the shares held by Playgon in Playgon Malta Limited and Holdings. The aggregate unpaid principal amount of the Loan, all accrued and unpaid interest and all other amounts payable under the Note shall be due and payable as at the expiry of the Term. Playgon may, at its discretion, prepay the Loan, in whole or in part at any time and from time to time by paying the principal amount to be prepaid, together with accrued interest thereon to date of prepayment. Playgon is also subject to various covenants and obligations under the Note customary for transactions of this nature. The Noteholder is a company owned by Ms. Kathleen Crook, a current "control person" of Playgon. The sole director and officer of the Noteholder is Mr. James Penturn, who was the chairman of the Company. The Loan has been conditionally approved by the TSXV up to an amount of $5,000,000. An initial advance of $US350,000 was made upon closing.

In conjunction with the Loan the Company announced James Penturn had resigned from his position as chairman and a member of the board of the Company. CEO Darcy Krogh will be appointed as chairman of the Company.