

GLOBAL DAILY FANTASY SPORTS INC.
(the “Company”)

FORM 51-102F6V
STATEMENT OF EXECUTIVE COMPENSATION – Venture Issuers
(For Financial Years ended December 31, 2017 and December 31, 2016)
All \$ amounts in Canadian Dollars

GENERAL

The following information, dated as of June 20, 2018, is provided as required under Form 51-102F6V for Venture Issuers (the “Form”), as such term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations*.

For the purposes of this Form:

“Company” means Global Daily Fantasy Sports Inc.;

“compensation securities” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

“external management company” includes a subsidiary, affiliate or associate of the external management company;

“NEO” or **named executive officer**” means each of the following individuals:

- (a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer (“CEO”), including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer (“CFO”), including an individual performing functions similar to a CFO;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, for that financial year;
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year.

During the financial year ended December 31, 2017, the NEOs of the Company were: Mr. Darcy Krogh, President, CEO and director, Paul Dever, CFO and Corporate Secretary and Mr. Harvey Lim, former CFO. Harvey Lim resigned as CFO on November 14, 2017. The directors of the Company who were not NEOs during financial year ended December 31, 2017 were James Penturn, Nick DeMare, Mike Marrandino and Scott Emerson. Mr. Emerson resigned as a director of the Company on June 4, 2018.

During the financial year ended December 31, 2016, the NEOs of the Company were: Mr. Darcy Krogh, President, CEO and director and Harvey Lim, CFO, Mr. Scott Emerson, former President and CEO and Mr. Mike Marrandino, former President and CEO. Mike Marrandino resigned as President and CEO of the Company on January 25, 2016, Scott Emerson resigned as President and CEO of the Company on March 16, 2016. The director of the Company who was not an NEO during financial year ended December 31, 2016 was Mr. Nick DeMare.

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

Director and NEO Compensation, Excluding Options and Compensation Securities

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company to each NEO and director of the Company for the completed financial years ended

December 31, 2017 and December 31, 2016. Options and compensation securities are disclosed under the heading “**Stock Options and Other Compensation Securities**” below.

Table of Compensation, Excluding Compensation Securities in Financial Years ended December 31 2017 and December 31, 2016

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Darcy Krogh ⁽¹⁾ President, CEO and Director	2017 2016	120,000 90,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	120,000 90,000
Paul Dever ⁽²⁾ CFO and Corporate Secretary	2017 2016	45,150 N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A	45,150 N/A
Harvey Lim ⁽⁴⁾ Former CFO	2017 2016	20,750 6,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	20,750 6,000
Scott Emerson ⁽⁵⁾ former Director, former President and former CEO	2017 2016	91,400 22,500	Nil Nil	Nil Nil	Nil Nil	Nil Nil	91,400 22,500
Michele Marrandino ⁽⁶⁾ Director, former President and former CEO	2017 2016	32,900 6,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	32,900 6,000
Nick DeMare Director	2017 2016	17,900 6,000	Nil Nil	Nil Nil	Nil Nil	47,500(6) 54,100(6)	65,400 60,100
James Penturn ⁽⁷⁾ Director	2017 2016	50,000 N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A	50,000 N/A
William Scott ⁽⁸⁾ Director	2017 2016	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A

NOTES:

- (1) Mr. Krogh was appointed President and CEO on March 16, 2016.
- (2) Mr. Dever was appointed CFO and Corporate Secretary on November 14, 2017.
- (3) Mr. Lim resigned as CFO on November 14, 2017.
- (4) On January 25, 2016 Mr. Emerson was appointed President and CEO, on March 16, 2016, Mr. Emerson stepped down as President and CEO when Mr. Krogh was appointed President and CEO. Mr Emerson resigned as a director on June 4, 2018.
- (5) On January 25, 2016 Mr. Marrandino resigned as President and CEO and Mr. Emerson was appointed to fill the vacancy.
- (6) Billed by Chase Management Ltd. (“Chase”), a private corporation owned by Mr. DeMare, for accounting and administrative services provided by Chase personnel, excluding Mr. DeMare.
- (7) Mr. Penturn was appointed as director on March 1, 2017.
- (8) Mr. Scott was appointed as director on June 4, 2018.

External Management Companies

Other than as disclosed herein, management functions of the Company are substantially performed by directors or senior officers (or private companies controlled by them, either directly or indirectly) of the Company and not, to any substantial degree, by any other person with whom the Company has contracted.

Stock Option Plan

The Company has in place a Share Option Plan (“**Option Plan**”). The Option Plan, as described below, was adopted by the Board in June 2004 and approved by the shareholders on June 23, 2017.

Option-Based Awards

Under this Option Plan a total of 4,742,629 Common Shares of the Company are reserved for incentive share options (“**Options**”) to be granted at the discretion of the Board to the Company’s Directors, Officers, Employees, Management Company Employees, Consultants or Company Consultants (described as Service Providers below).

The objective of the Option Plan is to provide for and encourage ownership of Common Shares of the Company by its directors, officers, key employees and consultants. The Option Plan is designed to provide certain directors, officers and other employees of the Company incentive stock options. The Company is of the view that the Option Plan will assist the Company in attracting and maintaining the services of senior executives and other employees and will be competitive with option plans of other companies in the Company’s industry. The Board (or such other committee the Board may appoint) is responsible for the general administration of the Option Plan.

In June 2004 the Company established a 10% rolling stock option plan (the “**Option Plan**”) whereby the maximum number of common shares that may be reserved for issuance pursuant to such plan will not exceed 10% of the issued shares of the Company at the time of the stock option grant. In 2014, the Option Plan was amended and reinstated in order to bring it up to date with current policies of the Exchange. The Option Plan was subsequently ratified and approved by the Shareholders at the annual general meeting held on June 23, 2017. In accordance with the policies of the Exchange, a rolling plan requires the approval of the shareholders of the Company on an annual basis.

The purpose of the Option Plan is to provide the Company with a share related mechanism to enable the Company to attract, retain and motivate qualified directors, officers, employees and other service providers, to reward directors, officers, employees and other service providers for their contribution toward the long term goals of the Company and to enable and encourage such individuals to acquire shares of the Company as long term investments.

The following information is intended to be a brief description of the Option Plan:

- (a) To be eligible for the issuance of a stock option under the Option Plan an optionee must either be a director, employee (including an officer) or consultant of the Company or any subsidiary of the Company or a company owned by an employee, director or consultant at the time the option is granted. Options may be granted only to an individual or to a company that is owned by individuals eligible for an option grant.
- (b) The options granted pursuant to the Option Plan will be exercisable at a price which is not lower than the market value of the Company’s Shares at the time the option is granted less any applicable discounts permitted by the applicable regulatory authorities. "Market Value" will be the closing trading price of the Company’s Shares on the Exchange or such other stock exchange upon which the common shares are listed on the trading day immediately preceding the date of the grant of the option.
- (c) Options granted under the Option Plan will be granted for a term not to exceed ten years from the date of their grant. All options will terminate on the earlier of the expiry of their term and the date of termination of an option holder’s employment, engagement or position with the Company if terminated for just cause or on other bases as set out in the Option Plan, otherwise 90 days following termination of employment or cessation of the option holder’s position with the Company.
- (d) The Company’s Board may, at their discretion, impose vesting provisions on Options granted under the Option Plan. Notwithstanding any vesting schedule to which Options are subject, Options shall cease to vest immediately if the employment or engagement of an Option Holder as an Employee or Consultant or the position of an Option Holder as a director or officer of the Company or a Subsidiary is terminated for any reason whatsoever. In which case, the Option Holder may only exercise such number of Options that are vested as at the date of termination of such Option Holder’s employment, engagement or appointment as a director or officer.
- (e) Options will also be non-assignable and non-transferable; provided that they will be exercisable by an option holder’s legal heirs or personal representatives, subject to the expiry date of such option, for up to 12 months

following the death or termination of an option holder due to disability, and up to 12 months following the death of an option holder terminated for disability within the previous 12 months.

- (f) The number of common shares of the Company reserved for issuance to any one person on a yearly basis cannot exceed 5% of the number of issued and outstanding common shares of the Company at the time of the grant of options, unless the Company has obtained disinterested shareholder approval as required by the Exchange. The aggregate number of options granted to employees or consultants engaged in investor relations activities must not exceed 2% of the outstanding issue in any 12 month period and such options must vest in stages over 12 months with no more than 25% of the options vesting in any three month period.
- (g) In the event that the expiration date of Options granted under the Option Plan falls in a period during which the Company has imposed a restriction on its directors, officers, employees and consultants from trading in securities of the Company, the expiry date of such Options will be extended for a period of time ending on the tenth business day after the expiry of the Black-Out to provide such Option Holders with an extension to the right to exercise such Options, so long as the expiry date does not exceed ten years from the date of grant of such Options.
- (h) If a material alteration in the capital structure of the Company occurs as a result of a consolidation, subdivision, conversion, exchange, reclassification or otherwise, the Board shall make adjustments to the Option Plan and to the options then outstanding under it as the Board determines to be appropriate and equitable under the circumstances, unless the Board determines that it is not practicable or feasible to do so, in which event the options granted under the Option Plan will terminate as set forth above.
- (i) The Board may amend the terms of the Option Plan or the terms and conditions of any option thereafter to be granted, subject to approval of any stock exchange on which the Company is listed, provided that where such amendment relates to an existing option and it would materially decrease the rights or benefits accruing to an option holder or materially increase the obligations of an option holder, then, unless otherwise excepted out by a provision of the Option Plan, the Board must also obtain the written consent of the option holder in question to such amendment. If at the time the exercise price of an option is reduced the option holder is an insider of the Company, the insider must not exercise the option at the reduced exercise price until the reduction in exercise price has been approved by the disinterested shareholders of the Company.

Stock Options and Other Compensation Securities

Outstanding Compensation Securities of NEOs and Directors

Below is the table of compensation securities granted by the Company to the NEOs and directors of the Company for the financial year ended December 31, 2017.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Darcy Krogh President, CEO and Director	Stock Options	400,000	Sept 12, 2017	\$0.48	\$0.48	\$0.285	Sept 12, 2022
Paul Dever CFO	Stock Options	200,000	Sept 12, 2017	\$0.48	\$0.48	\$0.285	Sept 12, 2022
Harvey Lim Former CFO	Stock Options	100,000	Sept 12, 2017	\$0.48	\$0.48	\$0.285	Sept 12, 2022
Scott Emerson ⁽¹⁾ Former Director, former President and former CEO	Stock Options	250,000	Sept 12, 2017	\$0.48	\$0.48	\$0.285	Sept 2, 2018

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Michele Marrandino Director	Stock Options	150,000	Sept 12, 2017	\$0.48	\$0.48	\$0.285	Sept 12, 2022
Nick DeMare Director	Stock Options	150,000	Sept 12, 2017	\$0.48	\$0.48	\$0.285	Sept 12, 2022
James Penturn Chairman and Director	Stock Options	400,000	Sept 12, 2017	\$0.48	\$0.48	\$0.285	Sept 12, 2022
William Scott ⁽²⁾ Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A

NOTES:

- (1) Mr. Emerson resigned on June 4, 2018.
(2) Mr. Scott was appointed as a director on June 4, 2018.

No compensation securities granted by the Company to the NEOs and directors of the Company for the financial year ended December 31, 2016.

Exercise of Compensation Securities by NEOs and Directors

No compensation securities were exercised by the NEOs and directors of the Company for the financial years ended December 31, 2017 and December 31, 2016.

Employment, Consulting and Management Agreements

The Krogh Agreement

Effective April 1, 2016, the Company, Qwest Capital Inc. and Darcy Krogh entered into an agreement (the “Krogh Agreement”) pursuant to which the Company engaged Qwest Capital Inc. to provide the services of its principal, Darcy Krogh, to act as the President and CEO of the Company. The Company agreed to pay Qwest Capital Inc. a consulting fee of \$10,000 per month plus applicable taxes and to reimburse Qwest Capital Inc. for reasonable expenses incurred in connection with the provision of services under the Krogh Agreement. The Company paid \$120,000 to Qwest Capital Inc in fiscal 2017, (2016: \$90,000).

The Dever Agreement

On September 1, 2017, the Company entered into an agreement with Paul Dever and Devkey Consulting Limited (the “Dever Agreement”) pursuant to which Paul Dever agreed to act as the Chief Financial Officer and Corporate Secretary of the Company. The Company is currently paying Devkey Consulting Limited a consulting fee of 7,500 euro per month. The Company paid \$45,150 to Devkey Consulting Limited in fiscal 2017, there was no payment in fiscal 2016.

Oversight and Description of Director and Named Executive Officer Compensation

Compensation, Philosophy and Objectives

The Board of Directors of the Company (the “Board”) meets to discuss and determine management compensation, without reference to formal objectives, criteria or analysis. The general objectives of the Company’s compensation strategy are to (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results

with a view to increasing long-term shareholder value; (b) align management's interests with the long-term interests of shareholders; and (c) ensure that the total compensation package is designed in a manner that takes into account the constraints that the Company is under by virtue of the fact that it is an investment company without a history of earnings.

The Board, as a whole, ensures that total compensation paid to all Named Executive Officers (or NEOs), as hereinafter defined, is fair and reasonable. The Board as a whole recommends levels of executive compensation that are competitive, motivating and commensurate with the time spent by executive officers in meeting their obligations. While the Board does not have direct experience related to executive compensation, the Board relies on their experience as officers and directors with other public companies in assessing compensation levels.

Analysis of Elements

Base salary is used to provide the Named Executive Officers a set amount of money during the year with the expectation that each Named Executive Officer will perform his responsibilities to the best of his ability and in the best interests of the Company.

The Company considers the granting of Options to be a significant component of executive compensation as it allows the Company to reward each NEO's efforts to increase value for shareholders without requiring the Company to use cash from its treasury. Options can be awarded to executive officers at the commencement of employment and periodically thereafter. The terms and conditions of the Company's Option grants, including vesting provisions and exercise prices, are governed by the terms of the Company's Option Plan. Descriptions of the significant terms of the Option Plan are found under the heading "***Stock Option Plan***".

The Company does not determine executive compensation based on the share price performance. Overall the salaries or consulting fees payable to the NEOs, in particular to the Company's CEO, have been determined in order to provide competitive levels of compensation necessary to attract and maintain executive talent.

The Board has considered the implications of the risks associated with the Company's compensation practices. Salary compensation to the Named Executive Officers is provided for under verbal understandings or written consulting agreements with the Named Executive Officers or management companies under their control.

Risks Associated with the Company's Compensation Practices

The Board has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Board considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Company has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors have purchased such financial instruments.

Base Salary or Consulting Fees

The Company commenced operations in a new industry in 2016 and, at this time, given the Company's current status, has established low base level compensation.

Financial Year ended December 31, 2017

(i) During fiscal 2017 the following compensation amounts were incurred with key management personnel:

Darcy Krogh	\$120,000
Paul Dever	\$45,150
Harvey Lim	\$20,750

As at December 31, 2017, \$21,625 remained unpaid and has been included in accounts payable and accrued liabilities.

Financial Year ended December 31, 2016

(i) During fiscal 2016 the following compensation amounts were incurred with key management personnel:

Darcy Krogh	\$90,000
Harvey Lim	\$6,000
Scott Emerson	\$22,500
Mike Marrandino	\$6,000

As at December 31, 2016, \$10,000 remained unpaid and has been included in accounts payable and accrued liabilities.

Benefits and Perquisites

The Company does not, as of the date of this Form, offer any benefits or perquisites to its NEOs other than potential grants of stock options as otherwise disclosed and discussed herein.

Hedging by Named Executive Officers or Directors

The Company has not, to date, adopted a policy restricting its executive officers and directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by executive officers or directors. As of the date of this Form, entitlement to grants of Options are the only equity security element awarded by the Company to its executive officers and directors as detailed under heading “***Stock Option Plan***” above.

Termination and Change of Control Benefits

The Company does not have in place any compensatory plan, severance pay provisions or other arrangement with any NEO as of the financial year ended December 31, 2017 that would be triggered by the resignation, retirement or other termination of employment of such officer, resulting from a change of control of the Company or change in the executive’s responsibilities following any such change in control.

Pension Plan Benefits

The Company does not have any form of pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement. The Company does not have any form of deferred compensation plan.