

PLAYGON GAMES INC.

(formerly Global Daily Fantasy Sports Inc.)

#1305 – 1090 West Georgia Street

Vancouver, BC V6E 3V7

Telephone: 604.685.9316

Fax: 604.683.1585

INFORMATION CIRCULAR

(containing information as at August 4, 2020 unless otherwise noted)

PERSONS MAKING THE SOLICITATION

This Information Circular is furnished in connection with the solicitation of proxies being made by the management of Playgon Games Inc. (formerly Global Daily Fantasy Sports Inc.). (the “Corporation”) for use at the Annual General Meeting of the Corporation’s shareholders (the “Meeting”) to be held on Thursday, September 10, 2020 at the time and place and for the purposes set forth in the accompanying Notice of Meeting.

While it is expected that the solicitation will be made primarily by mail, proxies may be solicited personally or by telephone by directors, officers and employees of the Corporation. All costs of this solicitation will be borne by the Corporation.

APPOINTMENT AND REVOCATION OF PROXIES

The individuals named in the accompanying form of proxy are directors or officers of the Corporation. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR THE SHAREHOLDER AND ON THE SHAREHOLDER’S BEHALF AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY INSERTING SUCH PERSON’S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY AND STRIKING OUT THE PRINTED NAMES, OR BY COMPLETING ANOTHER FORM OF PROXY.**

To be valid, a proxy must be dated and signed by the shareholder or by the shareholder’s attorney authorized in writing. In the case of a corporation, the proxy must be signed by a duly authorized officer of or an attorney for the corporation.

The completed proxy, together with the power of attorney or other authority, if any, under which the proxy was signed or a notarially certified copy of the power of attorney or other authority, must be delivered to Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1 (Fax: within North America 1-866-249-7775, outside North America 1-416-263-9524) by mail, fax or by following the procedure for telephone or internet voting provided in the accompanying form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment(s) or postponement(s) thereof, or with the Chairman of the Meeting prior to the commencement of the Meeting.

A shareholder who has given a proxy may revoke it by an instrument in writing executed by the shareholder or by the shareholder’s attorney authorized in writing or, if the shareholder is a corporation, by a duly authorized officer or attorney of the Corporation, and delivered either to the registered office of the Corporation, at Suite 910, 800 West Pender Street, Vancouver, British Columbia, V6C 2V6, at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof, or to the Chairman of the Meeting on the day of the Meeting or any adjournment(s) or postponement(s) thereof, or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

ADVICE TO BENEFICIAL SHAREHOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Corporation are “non-registered” shareholders because the common shares of the Corporation (the “Common Shares”) they own are not registered in their names but are instead registered in the names of a brokerage firm, bank or other intermediary or in the name of a clearing agency. Shareholders who do not hold their Common Shares in their own name (referred to herein as “Beneficial Shareholders”) should note that only registered shareholders may vote at the Meeting.

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those shares will not be registered in such shareholder’s name on the records of the Corporation. Such shares will

more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which company acts as nominee and custodian for many Canadian brokerage firms), and in the United States the vast majority of such shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many United States brokerage firms and custodian banks). Common Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers/nominees are prohibited from voting shares for their clients. The directors and officers of the Corporation do not know for whose benefit the Common Shares registered in the name of CDS & Co. and Cede & Co. are held.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings unless the Beneficial Shareholders have waived their right to receive Meeting materials. Every intermediary (broker) has its own mailing procedure, and provides its own return instructions, which should be carefully followed in order to ensure that their Common Shares are voted at the Meeting. The voting instruction form supplied by intermediaries to Beneficial Shareholders is often identical to the form of proxy that is provided to registered shareholders. However, the purpose of the voting instruction form is limited to instructing the registered shareholder how to vote on behalf of the Beneficial Shareholder. Should a non-registered shareholder receiving such a voting instruction form wish to vote at the Meeting, the non-registered shareholder should strike out the names of the Management Proxyholders named in the voting instruction form and insert the name of the person designated by the non-registered shareholder in the blank provided and return the voting instruction form to the intermediary in accordance with the instructions contained in the form, well in advance of the Meeting.

The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder who receives a voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction form must be returned to Broadridge (or instructions respecting the voting of the Common Shares must be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted.** All references to shareholders in this Information Circular and the accompanying form of proxy and Notice of Meeting are to shareholders of record unless specifically stated otherwise.

Beneficial Shareholders fall into two categories – those who object to their names being made known to the issuers of securities which they own (called "**OBOs**" – for "**Objecting Beneficial Owners**") and those who do not object to the issuers of the securities they own knowing who they are (called "**NOBOs**" for "**Non-Objecting Beneficial Owners**").

Meeting materials sent to NOBOs are accompanied by a request for voting instructions (a "**VIF**"). This form is instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a Beneficial Shareholder is able to instruct the Registered Shareholder how to vote on behalf of the Beneficial Shareholder. VIFs should be completed and returned in accordance with the specific instructions noted on the VIF. The purpose of this procedure is to permit Beneficial Shareholders to direct the voting of the Common Shares which they beneficially own. Should a Beneficial Shareholder who receives a VIF wish to attend the Meeting or have someone else attend on their behalf, the Beneficial Shareholder may request a legal proxy as set forth in the VIF, which will grant the Beneficial Shareholder or their nominee the right to attend and vote at the Meeting. **Beneficial Shareholders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.**

The Corporation's OBOs can expect to be contacted by Broadridge or their brokers or their broker's agents as set out above. The Corporation will not pay for intermediaries to deliver the Notice of Meeting, Information Circular and VIF to OBOs, and OBOs will not receive the Meeting materials unless their intermediary assumes the cost of the delivery.

EXERCISE OF DISCRETION

If the instructions in a proxy are certain, the Common Shares represented thereby will be voted on any poll by the persons named in the proxy and, where a choice with respect to any matter to be acted upon has been specified in the proxy, the Common Shares represented thereby will, on a poll, be voted or withheld from voting in accordance with the specifications so made.

Where no choice has been specified by the shareholder, such shares will, on a poll, be voted in accordance with the notes to the form of proxy.

The enclosed form of proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the persons appointed proxyholders thereunder to vote with respect to any amendments or variations of matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the time of the printing of this Information Circular, the management of the Corporation knows of no such amendment, variation or other matter which may be presented to the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As at the date hereof, the Corporation has issued and outstanding 179,335,886 fully paid and non-assessable Common Shares without par value, each share carrying the right to one vote. Any shareholder of record at the close of business on August 4, 2020 (the “**Record Date**”) who either personally attends the Meeting or who has completed and delivered a proxy in the manner, subject to the provisions described above, shall be entitled to vote or to have such shareholder’s shares voted at the Meeting.

The Articles of the Corporation provide that a quorum for the transaction of business at a meeting of shareholders is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued shares entitled to be voted at the Meeting.

To the best of the knowledge of the directors and executive officers of the Corporation, the following persons beneficially own, directly or indirectly, or exercise control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares:

Name	Number of Shares Held	Percentage of Shares Held
Guido Ganschow	28,582,277 ⁽¹⁾	15.94%

(1) Includes 20,671,827 Common Shares held by Virtuosol Software Inc., a private corporation owned by Mr. Ganschow.

The above information was obtained from the System for Electronic Disclosure by Insiders on August 4, 2020.

ELECTION OF DIRECTORS

The Board of Directors (the “**Board**”) of the Corporation presently consists of six (6) directors and it is intended to determine the number of directors at six (6) and to elect six (6) directors for the ensuing year.

The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election at the Meeting as management’s nominees. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next Annual General Meeting of the Corporation or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Corporation or within the provisions of the *Business Corporations Act* (British Columbia).

The following table sets out the names of the proposed nominees for election as directors, the country in which each is ordinarily resident, all offices of the Corporation now held by each of them, if any, their principal occupations, or employments during the past five years if such nominee is not presently an elected director, the period of time each has been a director of the Corporation, and the number of Common Shares of the Corporation beneficially owned by each, directly or indirectly, or over which control or direction is exercised, as at the date hereof:

Name, Province or State, Country of Residence, Position(s) with Corporation ⁽¹⁾	Principal Occupation and, if not at Present an Elected Director, Employment for Last Five Years ⁽¹⁾	Date(s) Served as a Director	Common Shares Held ⁽¹⁾
Darcy Krogh ⁽²⁾ British Columbia, Canada <i>President, Chief Executive Officer and Director</i>	President and CEO of the Corporation.	March 2016	6,466,397 ⁽²⁾

Name, Province or State, Country of Residence, Position(s) with Corporation⁽¹⁾	Principal Occupation and, if not at Present an Elected Director, Employment for Last Five Years⁽¹⁾	Date(s) Served as a Director	Common Shares Held⁽¹⁾
James Penturn ⁽³⁾⁽⁴⁾ London, United Kingdom <i>Chairman and Director</i>	Managing Director, Penturn & Company Ltd.	March 2017	2,550,525 ⁽⁵⁾
Michele (Mike) Marrandino ⁽³⁾⁽⁴⁾ British Columbia, Canada <i>Director</i>	Executive Chairman, Marble Financial Inc.	August 2014	2,583,625 ⁽⁶⁾
William Scott London, United Kingdom <i>Director</i>	CEO of Warrenside Limited.	June 2018	184,000
Jason Meretsky ⁽³⁾⁽⁴⁾ Ontario, Canada <i>Director</i>	Business Lawyer at Meretsky Law Firm since 2009.	March 2019	416,667 ⁽⁷⁾
Guido Ganschow British Columbia, Canada <i>Director</i>	President and Chief Operating Officer, since June 2020, of Playgon Interactive Inc., a wholly-owned subsidiary of the Corporation. From 2016-2020 President, Chief Executive Officer and Founder of Playgon Interactive Inc a private Canadian iGaming venture company.	June 2020	28,582,277 ⁽⁸⁾

- (1) The information as to country of residence, principal occupation and number of Common Shares beneficially owned by the nominees (directly or indirectly or over which control or direction is exercised) is not within the knowledge of the management of the Corporation and has been furnished by the respective nominees.
- (2) Includes 376,147 Common Shares held through 656045 Alberta Limited and 55,000 Common Shares held through Qwest Holdings Inc., private corporations controlled by Mr. Krogh.
- (3) Member of the Corporation's Audit Committee.
- (4) Member of the Corporation's Compensation Committee. Mr. Marrandino serves as Chairman of the Compensation Committee.
- (5) Includes 1,500,000 Common Shares held by John Penturn & Son Limited, a private corporation. Mr. Penturn is a director and President of John Penturn & Son Limited.
- (6) Includes 75,875 Common Shares held by Pacific West Ventures Inc., 369,000 Common Shares held by Pacific West Mercantile Corp. and 200,000 Common Shares held by Marrandino Holdings Inc., private corporations owned by Mr. Marrandino.
- (7) Includes 216,667 held in RRSP for the benefit of Jason Meretsky.
- (8) Includes 20,671,827 Common Shares held by Virtuosol Software Inc., a private corporation owned by Mr. Ganschow.

Shareholders can vote for all of the proposed nominees for directors of the Corporation, vote for some of the proposed nominees and withhold for others, or withhold from voting for all or any of the proposed nominees. **Unless otherwise instructed, the named proxyholders will vote FOR the election of each of the proposed nominees set forth above as directors of the Corporation.**

Management does not contemplate that any of its nominees will be unable to serve as a director. If any vacancies occur in the slate of nominees listed above before the Meeting, then the proxyholders named in the accompanying form of proxy intend to exercise discretionary authority to vote the Common Shares represented by proxy for the election of any other persons as directors.

No proposed director of the Corporation is, as at the date of this Information Circular, or was within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any Corporation (including the Corporation), that:

- (a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant Corporation access to any exemption under securities legislation, for a period of more than

30 consecutive days, that was issued while the director was acting in the capacity as director, chief executive officer or chief financial officer; or

- (b) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant Corporation access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued after the director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No proposed director or executive officer of the Corporation:

- (a) is, as at the date of this Information Circular, or has been within the 10 years before the date of this Information Circular, a director or executive officer of any Corporation (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

No proposed director of the Corporation has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a director.

STATEMENT OF EXECUTIVE COMPENSATION

Director and Named Executive Officer Compensation

In this section, “Named Executive Officer” or “NEO” means (a) the Corporation’s chief executive officer (the “CEO”), including an individual performing functions similar to a CEO, (b) the Corporation’s chief financial officer (the “CFO”), including an individual performing functions similar to a CFO, (c) the most highly compensated executive officer of the Corporation, and its subsidiaries, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*, for that financial year; and (d) each individual who would be a Named Executive Officer under (c) but for the fact that the individual was not an executive officer of the Corporation and was not acting in a similar capacity, at the end of that financial year.

During the Corporation’s fiscal year ended December 31, 2019, the following individuals were the Named Executive Officers of the Corporation:

- Darcy Krogh, President and CEO; and
- Paul Dever, Former CFO and Corporate Secretary. Mr. Dever resigned as CFO and Corporate Secretary of the Corporation on June 30, 2020.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

Table of Compensation Excluding Compensation Securities

The following table provides a summary of compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Corporation or a subsidiary of the Corporation to each Named Executive Officer and director of the Corporation during the fiscal years ended December 31, 2019 and 2018:

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⁾ <i>President and CEO and Director</i>	2019	\$120,000	Nil	Nil	Nil	Nil	\$120,000 ⁽¹⁾
	2018	\$120,000	Nil	Nil	Nil	Nil	\$120,000 ⁽²⁾
PAUL DEVER ⁽³⁾ <i>Former CFO and Corporate Secretary</i>	2019	\$196,296	Nil	Nil	Nil	Nil	\$196,296 ⁽³⁾
	2018	\$137,752	Nil	Nil	Nil	Nil	\$137,752 ⁽³⁾
JAMES PENTURN ⁽⁴⁾ <i>Chairman and Director</i>	2019	\$60,000	Nil	Nil	Nil	Nil	\$60,000 ⁽⁴⁾
	2018	\$60,000	Nil	Nil	Nil	Nil	\$60,000 ⁽⁴⁾
MICHELE (MIKE) MARRANDINO <i>Director</i>	2019	\$14,400	Nil	Nil	Nil	Nil	\$14,400
	2018	\$14,400	Nil	Nil	Nil	Nil	\$14,400
WILLIAM SCOTT ⁽⁵⁾ <i>Director</i>	2019	\$14,400	Nil	Nil	Nil	Nil	\$14,400
	2018	\$8,400	Nil	Nil	Nil	Nil	\$8,400
JASON MERETSKY ⁽⁶⁾ <i>Director</i>	2019	\$12,000	Nil	Nil	Nil	Nil	\$12,000
	2018	N/A	N/A	N/A	N/A	N/A	N/A

- (1) Of this amount, Mr. Krogh received \$120,000 in his capacity as President and CEO of the Corporation and \$Nil in his capacity as a director, which amounts were paid or are owing to Qwest Capital Inc. (“**Qwest**”), a management company owned by Mr. Krogh. See “*Statement of Executive Compensation – Employment, Consulting and Management Agreements*”.
- (2) Of this amount, Mr. Krogh received \$120,000 in his capacity as President and CEO of the Corporation, \$Nil in his capacity as a director, which amounts were paid or are owing to Qwest. See “*Statement of Executive Compensation – Employment, Consulting and Management Agreements*”.
- (3) Mr. Dever resigned as CFO and Corporate Secretary on June 30, 2020. These amounts were paid or are owing to Devkey Consulting Limited (“**Devkey**”), a consulting company owned by Mr. Dever. See “*Statement of Executive Compensation – Employment, Consulting and Management Agreements*”.
- (4) These amounts were paid or are owing to Penturn & Company Ltd. (“**Penturn & Company**”), a consulting company controlled by Mr. Penturn. See “*Statement of Executive Compensation – Employment, Consulting and Management Agreements*”.
- (5) Mr. Scott was appointed a director of the Corporation on June 4, 2018.
- (6) Mr. Meretsky was appointed a director of the Corporation on March 11, 2019.

Stock Options and Other Compensation Securities

Table of Compensation Securities

No compensation securities were granted or issued to the directors or Named Executive Officers during the financial year ended December 31, 2019 for services provided or to be provided, directly or indirectly, to the Corporation. As at December 31, 2019, the outstanding stock options held by each director and Named Executive Officer were as follows. Each outstanding stock option of the Corporation entitles the holder thereof to acquire, upon exercise, one Common Share.

- (1) Mr. Krogh held 400,000 stock options of the Corporation (all fully vested) entitling him to acquire, upon exercise 400,000 Common Shares.
- (2) Mr. Dever held 200,000 stock options of the Corporation (all fully vested) entitling him to acquire, upon exercise 200,000 Common Shares. Mr. Dever resigned as CFO and Corporate Secretary of the Corporation on June 30, 2020 and his stock options will expire 90 days following his resignation.
- (3) Mr. Penturn held 400,000 stock options of the Corporation (all fully vested) entitling him to acquire, upon exercise 400,000 Common Shares.
- (4) Mr. Marrandino held 150,000 stock options of the Corporation (all fully vested) entitling him to acquire, upon exercise 150,000 Common Shares.
- (5) Mr. Scott held 200,000 stock options of the Corporation (all fully vested) entitling him to acquire, upon exercise 200,000 Common Shares.
- (6) Mr. Meretsky held no stock options of the Corporation.

Table of Exercises of Compensation Securities by Named Executive Officers and Directors

No compensation securities were exercised by the directors or Named Executive Officer during the fiscal year ended December 31, 2019.

Stock Option Plans and other Incentive Plans

In July 2004 the Corporation 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 Corporation 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 TSX Venture Exchange (the “**TSXV**”). The purpose of the Option Plan is to provide the Corporation with a share related mechanism to enable the Corporation 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 Corporation and to enable and encourage such individuals to acquire shares of the Corporation as long term investments. The following information is intended to be a brief description of the Option Plan and is qualified in its entirety by the full text of the Option Plan:

1. 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 Corporation or any subsidiary of the Corporation 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.
2. The options granted pursuant to the Option Plan will be exercisable at a price which is not lower than the market value of the Corporation’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 Corporation’s Shares on the TSXV 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.
3. 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 Corporation 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 Corporation.
4. The Corporation’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 Corporation 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. Consistent with prior practices of the Board, upon (a) an Option Holder ceasing to be a director of the Corporation to make room for a new incoming director, all of the Option Holder's unvested Options will automatically vest as of the Option Holder's resignation date. However, if the Option Holder ceases to be on the Board as a result of compliance reasons that prohibit the Corporation from securing a gaming licence in any jurisdiction a licence is applied for, all of the Option Holder's unvested Options will not vest.

5. 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.
6. The number of common shares of the Corporation 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 Corporation at the time of the grant of options, unless the Corporation has obtained disinterested shareholder approval as required by the TSXV. 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.
7. In the event that the expiration date of Options granted under the Option Plan falls in a period during which the Corporation has imposed a restriction on its directors, officers, employees and consultants from trading in securities of the Corporation, 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.
8. If a material alteration in the capital structure of the Corporation 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.
9. 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 Corporation 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 Corporation, 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 Corporation.

In accordance with the policies of the TSXV "rolling 10% plans" must be approved annually by the shareholders of the Corporation. Accordingly, the Corporation will be seeking the approval of its shareholders to the ratification of the Plan at the Meeting. The Option Plan was last ratified, confirmed and approved by the shareholders at the Corporation's annual general meeting held on August 20, 2018.

A copy of the Option Plan is available upon request from the Corporation and will be available for review by any Shareholder up until the day preceding the Meeting at the Corporation's head office at Suite 1305, 1090 West Georgia Street, Vancouver, British Columbia, and will be available at the Meeting. See "*Particulars of Other Matters to be Acted Upon – Ratification of Stock Option Plan*" for details on the annual ratification of the Plan.

Employment, Consulting and Management Agreements

The Krogh Agreement

Effective April 1, 2016, the Corporation, Qwest Capital Inc. and Darcy Krogh entered into an agreement (the "**Krogh Agreement**") pursuant to which the Corporation engaged Qwest Capital Inc. to provide the services of its principal, Darcy Krogh, to act as the President and CEO of the Corporation. The Corporation 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. During the financial year ended December 31, 2019 the Corporation paid \$120,000 (fiscal 2018 - \$120,000) to Qwest Capital Inc. See “*Statement of Executive Compensation – Table of Compensation Excluding Compensation Securities*”.

The Dever Agreement

On September 1, 2017, the Corporation 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 of the Corporation. The Corporation is currently paying Devkey Consulting Limited a consulting fee of 7,500 euro per month. During the financial year ended December 31, 2019 the Corporation paid Cdn\$196,296 to Devkey Consulting Limited. See “*Statement of Executive Compensation – Table of Compensation Excluding Compensation Securities*”. Mr. Dever resigned as CFO of the Corporation on June 30, 2020 and the Dever Agreement was terminated.

The Penturn Agreement

On March 1, 2017, the Corporation entered into an agreement with Penturn & Company Ltd. (the “**Penturn Agreement**”) pursuant to which Penturn & Company Ltd. will provide the services of the Chairman of the Board. The Corporation is currently paying Penturn & Company Ltd. a fee of \$5,000 per month. During the financial year ended December 31, 2019 the Corporation became obligated to pay \$60,000 to Penturn & Company Ltd. See “*Statement of Executive Compensation – Table of Compensation Excluding Compensation Securities*”.

There are no arrangements for compensation with respect to the termination of Named Executive Officers, included in the event of a change of control, other than pursuant to the terms of the Option Plan, any stock options that are the subject of vesting provisions will, in the event of a Triggering Event (as defined in the Option Plan), which includes a change of control, immediately become exercisable.

Oversight and Description of Director and Named Executive Officer Compensation

Named Executive Officer Compensation

Compensation, Philosophy and Objectives

The CEO and the Board, as necessary, meets with the Compensation Committee to discuss and determine management compensation, without reference to formal objectives, criteria or analysis. The general objectives of the Corporation’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 Corporation is under by virtue of the fact that it is a start-up technology company with a limited history of earnings.

The Board, as a whole, ensures that total compensation paid to all Named Executive Officers 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.

Analysis of Elements

Base salary is used to provide the NEOs a set amount of money during the year with the expectation that each NEO will perform his responsibilities to the best of his ability and in the best interests of the Corporation.

The Corporation considers the granting of incentive stock options to be a significant component of executive compensation as it allows the Corporation to reward each NEO’s efforts to increase value for shareholders without requiring the Corporation to use cash from its treasury. Stock options are generally awarded to executive officers at the commencement of employment and periodically thereafter. The terms and conditions of the Corporation’s stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Option Plan. A description of the significant terms of the Option Plan is found under the heading “*Statement of Executive Compensation – Stock Option Plan and Other Incentive Plans*”.

The Corporation 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 CEO, have had a minor upward trend in order to provide competitive levels of compensation necessary to attract and maintain executive talent.

Option-based Awards

The Corporation has no long-term incentive plans other than the Option Plan. The Corporation's directors, employees, officers and certain consultants are entitled to participate in the Option Plan. The Option Plan is designed to encourage share ownership and entrepreneurship on the part of the senior management and other employees. The Board believes that the Option Plan aligns the interests of the NEOs and the Board with shareholders by linking a component of executive compensation to the longer term performance of the Corporation's common shares.

Options are granted by the Board. In monitoring or adjusting the option allotments, the Board takes into account its own observations on individual performance (where possible) and its assessment of individual contribution to shareholder value, previous option grants and the objectives set for the NEOs and the Board. The scale of options is generally commensurate to the appropriate level of base compensation for each level of responsibility. In addition to determining the number of options to be granted pursuant to the methodology outlined above, the Board also makes the following determinations:

- parties who are entitled to participate in the Option Plan;
- the exercise price for each stock option granted, subject to the provision that the exercise price cannot be lower than the prescribed discount permitted by the TSXV from the market price on the date of grant;
- the date on which each option is granted;
- the vesting period, if any, for each stock option;
- the other material terms and conditions of each stock option grant; and
- any re-pricing or amendment to a stock option grant.

The Board makes these determinations subject to and in accordance with the provisions of the Option Plan. The Board reviews and approves grants of options on an annual basis and periodically during a financial year.

For the Corporation's financial year ended December 31, 2019, the significant elements of compensation paid and awarded to each Named Executive Officer were management fees paid by the Corporation indirectly to Messrs. Krogh and Dever. See "*Statement of Executive Compensation – Table of Compensation Excluding Compensation Securities*" and "*Statement of Executive Compensation – Employment, Consulting and Management Agreements*".

See "*Statement of Executive Compensation – Stock Option Plan and Other Incentive Plans*" for a discussion on incentive stock options that may be awarded to Named Executive Officers. No stock options were granted to Named Executive Officers during the fiscal year ended December 31, 2019.

Director Compensation

The Board, in consultation with the Compensation Committee, determines director compensation from time to time. Directors who are not also officers of the Corporation are currently paid \$1,200 per month for serving on the Board. Directors are entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors, and the Corporation may, from time to time, grant to its directors incentive stock options to purchase common shares in the capital of the Corporation. See "*Statement of Executive Compensation – Stock Option Plan and Other Incentive Plans*" for a discussion on incentive stock options that may be awarded to the directors of the Corporation. No stock options were granted to any directors during the fiscal year ended December 31, 2019. There are no arrangements for compensation with respect to the termination of directors in the event of a change or control of the Corporation, other than pursuant to the terms of the Option Plan, any stock options that are the subject of vesting provisions will, in the event of a Triggering Event (as defined in the Option Plan), which includes a change of control, immediately become exercisable.

Recent Significant Changes to the Corporation's Compensation Policies

There have been no significant changes to the Corporation's compensation policies during the financial year ended December 31, 2019 that could or will have an effect on Named Executive Officer or director compensation.

Pension Benefits

The Corporation does not provide retirement benefits for directors or Named Executive Officers.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information

The following table provides information regarding the number of securities authorized for issuance under the Plan, as at the end of the Corporation's most recently completed financial year ended December 31, 2019:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	2,291,663	\$0.45	5,145,737
Equity compensation plans not approved by securityholders	-	-	-
Total	2,291,663	\$0.45	5,145,737

(1) Based on 10% of the number of Common Shares issued and outstanding as at December 31, 2019.

See "Statement of Executive Compensation – Stock Option Plans and Other Incentive Plans" for a summary of the material terms of the Option Plan.

RE-APPOINTMENT AND REMUNERATION OF AUDITOR

The shareholders will be asked to vote for the re-appointment of D&H Group LLP, Chartered Professional Accountants, as auditor of the Corporation, to hold office until the next annual general meeting, at a remuneration to be fixed by the directors.

AUDIT COMMITTEE

Pursuant to the provisions of section 224 of the *Business Corporations Act* (British Columbia) the Corporation is required to have an Audit Committee, which, at the present time, is comprised of James Penturn, (financially literate and independent), Michele (Mike) Marrandino (financially literate and independent) and Jason Meretsky (financially literate and non-independent). Mr. Meretsky is not independent for audit committee purposes as he is a partner of a law firm that has provided legal services to the Corporation and received compensation for such legal services.

The Corporation must also, pursuant to the provisions of National Instrument 52-110 - *Audit Committees* ("NI 52-110"), provide the following information regarding its audit committee (the "Audit Committee") to its shareholders in this Information Circular.

Audit Committee Charter

The Corporation has a written charter (the "Audit Committee Charter") which sets out the duties and responsibilities of the Audit Committee. The text of the Corporation's Audit Committee Charter is attached as Schedule "A" to this Information Circular.

Relevant Education and Experience

Mr. Jason Meretsky

Mr. Meretsky is a business lawyer with over 25 years of M&A transactional and operational experience for private and public companies. Since 2009, Mr. Meretsky has practiced corporate and securities law at his own firm, Meretsky Law Firm, principally focussed on capitalizing and structuring earlier stage companies. Prior thereto, Mr. Meretsky participated in various other entrepreneurial pursuits, including serving as Executive Vice President, Corporate Development of an online media company (2008-2009) and Vice President and General Counsel of a public enterprise technology company (2004-2008). Prior thereto, Mr. Meretsky practiced corporate and securities law as a partner with a Toronto based full-service law firm. Mr. Meretsky completed the Joint J.D./M.B.A. Program from the Schulich School of Business at York University and from Osgoode Hall Law School and is a member in good standing of the Law Society of Ontario.

Mr. James Penturn.

Mr Penturn has decades of experience providing strategic advice and leadership to management teams of knowledge-based businesses to successfully market and sell their services, to structure and syndicate investments, and to raise equity and debt instruments. Mr. Penturn is the managing director of Penturn & Company Ltd in the United Kingdom, a strategic advisory consulting firm and he is the President of SpectraLegal Limited in the United Kingdom, a specialist provider of funding solutions for law firms. He is also a member of the strategic advisory committee of Generation Three Family Partners, an international multifamily office that he co-founded. He has been a director of several Canadian publicly listed companies where he sat on executive, audit, governance and compensation committees. As well as having a BA (with Honours) from the University of Toronto, Mr. Penturn has over 40 years' experience in merchant banking, real property and strategic advisory services as both a principal and agent.

Mr. Michele (Mike) Marrandino.

Mr. Marrandino is an experienced C-level business consultant with a demonstrated history of over 30 years working in the management consulting industry. Mr. Marrandino is skilled in business planning, corporate development, mergers & acquisitions and start-ups. Strong entrepreneurship professional with a Mechanical & Industrial Engineer Technologist focus from British Columbia Institute of Technology.

As a result of their respective business experience, each member of the audit committee (i) has an understanding of the accounting principles used by the Corporation to prepare its financial statements, (ii) has the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves, (iii) has experience in analyzing and evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to that that can reasonably be expected to be raised by the Corporation's financial statements, and (iv) has an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

The Corporation is relying on the exemption in Section 6.1 of NI 52-110 which exempts venture issuers, as defined in NI 52-110, from the composition requirements of the audit committee as well as certain reporting obligations under NI 52-110 for its most recently completed financial year ended December 31, 2019.

At no time since January 1, 2019, the commencement of the Corporation's most recently completed financial year, has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), the exemptions in Subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), Subsection 6.1.1(5) (*Events Outside Control of Member*), Subsection 6.1.1(6) (*Death, Incapacity or Resignation*) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (*Exemptions*).

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the attached Schedule “A” under the heading “External Audit” in the Audit Committee Charter.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Corporation’s external auditors in each of the last two financial years for audit fees are as follows:

Financial Year Ending	Audit Fees ⁽¹⁾	Audit Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
2019	\$28,500	Nil	Nil	Nil
2018	\$28,500	Nil	Nil	Nil

- (1) The aggregate audit fees billed.
- (2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or the review of the Corporation’s financial statements are not included under the heading of “Audit Fees”.
- (3) The aggregate fees billed for professional services rendered for tax compliance, tax advice and tax planning, as well as the preparation of corporate income tax returns.
- (4) The aggregate fees billed for products and services other than as set out under the headings “Audit Fees”, “Audit Related Fees” and “Tax Fees”.

CORPORATE GOVERNANCE

National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (“**NI 58-101**”), requires all reporting issuers to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines adopted in National Policy 58-201 - *Corporate Governance Guidelines* (“**NP 58-201**”). These guidelines are not prescriptive. Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Corporation. The Board is committed to sound corporate governance practices, which are both in the interests of its shareholders and contribute to effective and efficient decision making. The Board is of the view that the Corporation’s general approach to corporate governance, summarized below, is appropriate and substantially consistent with the objectives reflected in NP 58-201.

Board of Directors

The Board currently consists of six directors: Darcy Krogh, James Penturn, William Scott, Michele Marrandino, Jason Meretsky and Guido Ganschow. Messrs. Penturn, Scott, Marrandino and Meretsky are independent directors as defined in NI 58-101 and NI 52-110. Mr. Krogh, as the President and CEO of the Corporation and Mr. Ganschow, as the President and Chief Operating Officer of a subsidiary of the Corporation, are executive officers and therefore not independent. The Board is in ongoing discussions regarding Mr. Penturn taking on an Executive Chairman role with the Corporation on a part-time basis, in which case Mr. Penturn would cease to be an independent director of the Corporation.

The Board facilitates the exercise of independent supervision over management through various Board meetings held throughout the year. At present, the Board does not have any formal committees other than its Audit Committee and Compensation Committee. When necessary, the Board will strike a special committee of independent directors to deal with matters requiring independence. The composition of the Board is such that the independent directors have significant experience in business affairs. As a result, these Board members are able to provide significant and valuable independent supervision over management.

Directorships

The following directors of the Corporation are also currently directors of the following other reporting issuers:

Michele (Mike) Marrandino – Marble Financial Inc.

Orientation and Continuing Education

The CEO and/or the CFO are responsible for providing an orientation for new directors. Director orientation and ongoing training will include presentations by senior management to familiarize directors with the Corporation's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its principal officers and its internal and independent auditors.

Ethical Business Conduct

The primary step taken by the Corporation to encourage and promote a culture of ethical business conduct is to conduct appropriate due diligence on proposed directors and ensure that proposed directors are of the highest ethical standards. The Board does not currently have a written code of ethical business conduct for its directors, officers and employees. Each director, officer and employee is expected to comply with relevant corporate and securities laws and, where applicable, the terms of their employment agreements. In the event of a conflict of interest at a meeting of the Board, the conflicted director will disclose the nature and extent of his interest and abstain from voting on or against the approval of such participation.

Nomination of Directors

Once a Board vacancy occurs or is contemplated, any director may make recommendations to the Board as to qualified individuals for nomination to the Board. In identifying new candidates, the directors will take into account the mix of director characteristics and diverse experiences, perspectives and skills appropriate for the Corporation at that time. Proposals are put forth by the Board and management and considered and discussed. If a candidate looks promising, the Board and management will conduct due diligence on the candidate and if the results are satisfactory, the candidate is invited to join the Board.

Compensation

The Corporation has a Compensation Committee comprised of Michele (Mike) Marrandino (Chair), Jason Meretsky and James Penturn, all of whom are independent directors of the Corporation. From time to time, the independent directors of the Board, in consultation with the Compensation Committee, will review the compensation payable to the Chairman, CEO, CFO and President. Compensation for Board members is determined by the Board, in consultation with the Compensation Committee, in accordance with industry norms and with reference to each individual director's level of involvement with the Corporation. See "*Statement of Executive Compensation—Oversight and Description of Director and Named Executive Officer Compensation*".

Other Board Committees

The Corporation does not have any standing committees, other than the Audit Committee and the Compensation Committee.

Assessments

At present, the Board does not have a formal process for assessing the effectiveness of the Board, its committees and individual directors are performing effectively. These matters are dealt with on a case by case basis at the Board level.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE AND SENIOR OFFICERS

Since December 1, 2019, the beginning of the last completed financial year, no current or former director, executive officer or employee of the Corporation, or of any of its subsidiaries, has been indebted to the Corporation or to any of its subsidiaries, nor has any of these individuals been indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

MANAGEMENT CONTRACTS

Other than as disclosed elsewhere in this Information Circular, management functions of the Corporation are substantially performed by directors or senior officers of the Corporation and not, to any substantial degree, by any

other person with whom the Corporation has contracted. See “*Statement of Executive Compensation – Employment, Consulting and Management Agreements*”.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth elsewhere in this Information Circular, no informed person of the Corporation, no proposed nominee for election as a director of the Corporation and no associate or affiliate of any such informed person or proposed nominee has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation’s most recently completed financial year or in any proposed transaction that, in either case, has materially affected or would materially affect the Corporation or any of its subsidiaries.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere in this Information Circular, none of the directors or senior officers of the Corporation, no proposed nominee for election as a director of the Corporation, none of the persons who have been directors or senior officers of the Corporation since the commencement of the Corporation’s last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Ratification of Stock Option Plan

At the annual general meeting of shareholders held on August 20, 2018, the shareholders of the Corporation ratified, confirmed and approved the Option Plan, which makes a total of 10% of the issued and outstanding Shares available for issuance upon the exercise of stock options that are granted thereunder.

The TSXV requires all TSXV-listed companies who have adopted a stock option plan which reserves a maximum of 10% of the number of the common shares issued and outstanding on the applicable date of grant, to obtain shareholder approval to the stock option plan on an annual basis. Accordingly, the Corporation requests that the shareholders ratify, confirm and approve the Option Plan. A summary of the material terms of the Option Plan is provided under the heading “*Statement of Executive Compensation – Stock Option Plans and other Incentive Plans*”.

The rules of the TSXV require that the Option Plan be approved by the affirmative vote of a majority of the votes cast at the Meeting. Accordingly, the shareholders will be asked at the Meeting to pass the following ordinary resolution:

“BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

- (a) the Stock Option Plan (the “**Option Plan**”), in the form approved by the shareholders of Playgon Games Inc. (formerly Global Daily Fantasy Sports Inc.). (the “**Corporation**”) at the Annual General Meeting held on August 20, 2018, is hereby ratified, confirmed and approved;
- (b) the Corporation is authorized to grant stock options pursuant and subject to the terms and conditions of the Option Plan entitling all of the option holders in aggregate to purchase up to such number of common shares of the Corporation as is equal to 10% of the number of common shares of the Corporation issued and outstanding on the applicable grant date; and
- (c) the Board or any committee created pursuant to the Option Plan is authorized to make such amendments to the Option Plan from time to time as the Board may, in its discretion, consider to be appropriate, provided that such amendments will be subject to the approval of all applicable regulatory authorities and in certain cases, in accordance with the terms of the Option Plan, the shareholders.”

An ordinary resolution is a resolution passed by a majority of greater than 50% of the votes cast by those shareholders, who being entitled to do so, vote in person or by proxy in respect of that resolution at the Meeting.

A copy of the Option Plan is available for inspection before the Meeting at the Corporation’s registered and records office at Suite 910 – 800 West Pender Street, Vancouver, British Columbia, and will be available at the Meeting.

The directors of the Corporation consider the ratification of the Option Plan to be in the best interests of the Corporation and recommend that shareholders vote FOR the foregoing resolution. It is the intention of persons named in the enclosed form of proxy, if not expressly directed otherwise in such form of proxy, to vote such proxy FOR such resolution.

OTHER BUSINESS

Management is not aware of any matters to come before the Meeting other than those set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Shareholders may contact the Corporation at its office located at Suite 1305, 1090 West Georgia Street, Vancouver, British Columbia V6E 3V7 or by telephone at 604.685.9316 to request copies of the Corporation's financial statements and management discussion and analysis.

Financial information for the Corporation is provided in the Corporation's audited financial statements and management discussion and analysis for financial years ended December 31, 2019 and 2018 which are available on SEDAR at www.sedar.com.

DATED this 7th day of August, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

"Darcy Krogh" (signed)
President and Chief Executive Officer

SCHEDULE “A”

PLAYGON GAMES INC. (formerly Global Daily Fantasy Sports Inc.)

AUDIT COMMITTEE CHARTER

1. Mandate

The audit committee will assist the board of directors (the “**Board**”) in fulfilling its financial oversight responsibilities. The audit committee will review and consider in consultation with the auditors the financial reporting process, the system of internal control and the audit process. In performing its duties, the committee will maintain effective working relationships with the Board, management, and the external auditors. To effectively perform his or her role, each committee member must obtain an understanding of the principal responsibilities of committee membership as well and the Corporation’s business, operations and risks.

2. Mandate

The Board will appoint from among their membership an audit committee after each annual general meeting of the shareholders of the Corporation. The audit committee will consist of a minimum of three directors.

2.1 Independence

A majority of the members of the audit committee must not be officers, employees or control persons of the Corporation.

2.2 Expertise of Committee Members

Each member of the audit committee must be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the committee. At least one member of the committee must have accounting or related financial management expertise. The Board shall interpret the qualifications of financial literacy and financial management expertise in its business judgment and shall conclude whether a director meets these qualifications.

3. Meetings

The audit committee shall meet in accordance with a schedule established each year by the Board, and at other times that the audit committee may determine. The audit committee shall meet at least annually with the Corporation’s Chief Financial Officer and external auditors in separate executive sessions.

4. Roles and Responsibilities

The audit committee shall fulfill the following roles and discharge the following responsibilities:

4.1 External Audit

The audit committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor’s report, including the resolution of disagreements between management and the external auditors regarding financial reporting and audit scope or procedures. In carrying out this duty, the audit committee shall:

- (a) recommend to the Board the external auditor to be nominated by the shareholders for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Corporation;
- (b) review (by discussion and enquiry) the external auditors’ proposed audit scope and approach;

- (c) review the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors;
- (d) review and recommend to the Board the compensation to be paid to the external auditors; and (e) review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors' assertion of their independence in accordance with professional standards.

4.2 *Internal Control*

The audit committee shall consider whether adequate controls are in place over annual and interim financial reporting as well as controls over assets, transactions and the creation of obligations, commitments and liabilities of the Corporation. In carrying out this duty, the audit committee shall: evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Corporation; and ensure that the external auditors discuss with the audit committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls.

4.3 *Financial Reporting*

The audit committee shall review the financial statements and financial information prior to its release to the public. In carrying out this duty, the audit committee shall:

General

- (a) review significant accounting and financial reporting issues, especially complex, unusual and related party transactions; and
- (b) review and ensure that the accounting principles selected by management in preparing financial statements are appropriate.

Annual Financial Statements

- (c) review the draft annual financial statements and provide a recommendation to the Board with respect to the approval of the financial statements;
- (d) meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered; and
- (e) review management's discussion & analysis respecting the annual reporting period prior to its release to the public.

Interim Financial Statements

- (f) review and approve the interim financial statements prior to their release to the public; and
- (g) review management's discussion & analysis respecting the interim reporting period prior to its release to the public.

Release of Financial Information

- (h) where reasonably possible, review and approve all public disclosure, including news releases, containing financial information, prior to its release to the public.

4.4 *Non-Audit Services*

All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Corporation or any subsidiary of the Corporation shall be subject to the prior approval of the audit committee.

Delegation of Authority

- (a) The audit committee may delegate to one or more independent members of the audit committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the audit committee at its next scheduled meeting.

De-Minimis Non-Audit Services

- (b) The audit committee may satisfy the requirement for the pre-approval of non-audit services if:
 - (i) the aggregate amount of all non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Corporation and its subsidiaries to the external auditor during the fiscal year in which the services are provided; or
 - (ii) the services are brought to the attention of the audit committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated.

Pre-Approval Policies and Procedures

- (c) The audit committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit services, if:
 - (i) the pre-approval policies and procedures are detailed as to the particular service;
 - (ii) the audit committee is informed of each non-audit service; and
 - (iii) the procedures do not include delegation of the audit committee's responsibilities to management.

4.5 *Other Responsibilities*

The audit committee shall:

- (a) establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters;
- (b) establish procedures for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters;
- (c) ensure that significant findings and recommendations made by management and external auditor are received and discussed on a timely basis;
- (d) review the policies and procedures in effect for considering officers' expenses and perquisites;
- (e) perform other oversight functions as requested by the Board; and

- (f) review and update this Charter and receive approval of changes to this Charter from the Board.

4.6 Reporting Responsibilities

The audit committee shall regularly update the Board about committee activities and make appropriate recommendations.

5. Resources and Authority of the Audit Committee

The audit committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay the compensation for any advisors employed by the audit committee; and
- (c) communicate directly with the internal and external auditors.

6. Guidance – Roles & Responsibilities

The following guidance is intended to provide the Audit Committee members with additional guidance on fulfillment of their roles and responsibilities on the committee:

6.1 Internal Control

- (a) evaluate whether management is setting the goal of high standards by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities;
- (b) focus on the extent to which external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of an IT systems breakdown; and
- (c) gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.

6.2 Financial Reporting General

- (a) review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements; and
- (b) ask management and the external auditors about significant risks and exposures and the plans to minimize such risks; and
- (c) understand industry best practices and the Corporation's adoption of them. Annual Financial Statements
- (d) review the annual financial statements and determine whether they are complete and consistent with the information known to committee members, and assess whether the financial statements reflect appropriate accounting principles in light of the jurisdictions in which the Corporation reports or trades its shares;
- (e) pay attention to complex and/or unusual transactions such as restructuring charges and derivative disclosures;

- (f) focus on judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of loan losses; warranty, professional liability; litigation reserves; and other commitments and contingencies;
- (g) consider management's handling of proposed audit adjustments identified by the external auditors; and
- (h) ensure that the external auditors communicate all required matters to the committee.

Interim Financial Statements

- (i) be briefed on how management develops and summarizes interim financial information, the extent to which the external auditors review interim financial information;
- (j) meet with management and the auditors, either telephonically or in person, to review the interim financial statements; and
- (k) to gain insight into the fairness of the interim statements and disclosures, obtain explanations from management on whether:
 - (i) actual financial results for the quarter or interim period varied significantly from budgeted or projected results;
 - (ii) changes in financial ratios and relationships of various balance sheet and operating statement figures in the interim financials statements are consistent with changes in the Corporation's operations and financing practices;
 - (iii) generally accepted accounting principles have been consistently applied;
 - (iv) there are any actual or proposed changes in accounting or financial reporting practices;
 - (v) there are any significant or unusual events or transactions;
 - (vi) the Corporation's financial and operating controls are functioning effectively;
 - (vii) the Corporation has complied with the terms of loan agreements, security indentures or other financial position or results dependent agreement; and
 - (viii) the interim financial statements contain adequate and appropriate disclosures.

6.3 Compliance with Laws and Regulations

- (a) periodically obtain updates from management regarding compliance with this policy and industry "best practices";
- (b) be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements; and
- (c) review the findings of any examinations by securities regulatory authorities and stock exchanges.

6.4 Other Responsibilities

- (a) review, with the Corporation's counsel, any legal matters that could have a significant impact on the Corporation's financial statements.