

**Form 51-102F3**  
***Material Change Report***

**Item 1      Name and Address of Company**

Playgon Games Inc. (the “Company” or “Playgon”)  
675 West Hastings Street, Suite 1500  
Vancouver, British Columbia  
V6B 1N2

**Item 2      Date of Material Change**

October 30, 2024

**Item 3      News Release**

A copy of the news release with respect to the material change summarized in this material change report was issued by the Company on October 30, 2024 and filed on the System for Electronic Document Analysis and Retrieval (“SEDAR”). A copy of the news release is also available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

**Item 4      Summary of Material Change**

On October 30, 2024 the Company announced that it had entered into a secured promissory note (the “Note”) with Pure Live Interactive Ltd. (the “Noteholder”), a related party of Playgon, pursuant to which the Noteholder has agreed, for a period of 6 months following closing (the “Term”), to make available to Playgon, in the Noteholder’s sole discretion, one or more advances of immediately available funds over the Term, which advances would carry an annual interest rate equal to 10% per annum (the “Loan”) accruing as of the date of the relevant advance until the Loan is paid in full.

**Item 5      Full Description of Material Change**

**5.1          Full Description of Material Change**

On October 30, 2024 the Company announced that it had entered into the Note with the Noteholder pursuant to which the Noteholder has agreed, for the duration of the Term, to make available to Playgon, in the Noteholder’s sole discretion, the Loan.

All advances made pursuant to the Note shall be guaranteed by a guarantee granted by Playgon Interactive Inc. (“Interactive”), Playgon Malta Limited (“Playgon Limited”) and Playgon Malta Holding Limited (“Playgon Holding”), subsidiaries of Playgon, in favor of the Noteholder and secured by a grant of security interest in all of Playgon’s and Interactive’s (including its subsidiaries) present and after acquired personal property, a pledge of the shares held by Playgon in Playgon Holding and a pledge of the shares of Playgon Holding in Playgon Limited, as further specified in the applicable security agreements. The aggregate unpaid principal amount of the Loan, all accrued and unpaid interest and all other amounts payable under the Note shall be due and payable as at the expiry of the Term. Playgon may, at its discretion, prepay the Loan, in whole or in part at any time and from time to time by paying the principal amount to be prepaid, together with accrued interest thereon to date of prepayment. Playgon is also subject to various covenants and obligations under the Note customary for transactions of this nature.

Net proceeds received by the Company pursuant to advances made under the Note are intended to be used by the Company for operating expenses, general corporate purposes and capital expenditures.

The Noteholder is a company owned by Ms. Kathleen Crook, a current “control person” of Playgon. The sole director and officer of the Noteholder is Mr. James Penturn, the current chairman of the Company. The Loan constitutes a “related party transaction” in accordance with TSXV (as defined below) Policy 5.9 and Multilateral Instrument 61-101 (“MI 61-101”). Playgon relied on an available exemption pursuant to section 5.7(f) of MI 61-101 from the minority shareholder approval requirements.

The TSX Venture Exchange (“TSXV”) conditionally approved the Loan for up to CAD\$5 million. On closing of the Loan, the Noteholder made an initial advance to Playgon of USD\$350,000 in gross proceeds.

Playgon also announced as at the same date certain changes to its board of directors. Mr. James Penturn, the former chairman and member of the board of Playgon, resigned from his positions on October 30, 2024. Mr. Darcy Krogh, the current CEO and member of the board of Playgon, was appointed as chairman of the board of directors in replacement.

The Loan remains subject to the final approval of the TSXV.

A copy of the Note is available on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca).

## **5.2 Disclosure for Restructuring Transactions**

Not Applicable.

### **Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

Not Applicable.

### **Item 7 Omitted Information**

No information has been omitted on the basis that it is confidential information.

### **Item 8 Executive Officer**

The executive officer who is knowledgeable about this material change report is Darcy Krogh, Chief Executive Officer of the Company, available at (604) 685-9316.

### **Item 9 Date of Report**

November 6, 2024.

## **Forward-Looking Statements**

This material change report contains forward-looking statements, including with respect to the Loan generally, including what advances, if any, will be made available to the Company, the Company’s intended use of proceeds and the final approval of the TSXV. Forward-looking statements, without limitation, may contain the words believes, expects, anticipates, estimates,

intends, plans, or similar expressions. Forward-looking statements are not guaranteeing of future performance. They involve risks, uncertainties and assumptions and actual results could differ materially from those anticipated. Forward looking statements are based on the opinions and estimates of management at the date the statements are made and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. Except for historical facts, the statements in this material change report, as well as oral statements or other written statements made or to be made by Playgon, are forward-looking and involve risks and uncertainties. In the context of any forward-looking information please refer to risk factors detailed in, as well as other information contained in the Company's audited financial statements for the year ended December 31, 2023 and Management Discussion and Analysis for the year ended December 31, 2023 and other filings with Canadian securities regulators ([www.sedarplus.ca](http://www.sedarplus.ca)). Readers are cautioned not to place undue reliance on these forward-looking statements. The forward-looking statements contained in this material change report represents Playgon's current expectations. Playgon disclaims any intention and assumes no obligation to update or revise any forward-looking information, except if required by applicable securities laws.