

## NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) of FansUnite Entertainment Inc. (“**FANS**” or the “**Company**”) will be held at the offices of DLA Piper (Canada) LLP, 1133 Melville Street, Suite 2700, The Stack Building, Vancouver, British Columbia, Canada, on August 13, 2024 at 11:00 am (Pacific time) for the following purposes:

1. to consider and, if thought advisable, to pass, with or without variation, a special resolution (the “**Sale Resolution**”), the full text of which is set forth in Appendix “A” to the accompanying management information circular (the “**Circular**”), approving the sale of all or substantially all of the undertaking of the Company (the “**Sale Transaction**”) in accordance with the *Business Corporations Act* (British Columbia) (the “**BCBCA**”), as contemplated by the stock purchase agreement dated June 27, 2024 (as may be subsequently amended, supplemented or otherwise modified, the “**Stock Purchase Agreement**”) entered into among the Company, FansUnite US Inc., Hero Group Corp. and GeoComply Solutions Inc.;
2. to consider and, if thought advisable, to pass, with or without variation, a special resolution (the “**Capital Reduction Resolution**”), the full text of which is set forth in Appendix “B” to the accompanying Circular, approving the reduction in the capital of the Common Shares to facilitate the distribution of a portion of the net proceeds received by FANS from the Sale Transaction as a return of capital, contingent upon adoption of the Sale Resolution;
3. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution (the “**TSX Delisting Resolution**”), the full text of which is set forth in Appendix “C” to the accompanying Circular, approving the voluntary delisting of the Common Shares from the Toronto Stock Exchange (the “**TSX**”), subject to completion of the Sale Transaction; and
4. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

### Notice-and-Access

The Company has elected to use the notice-and-access (“**Notice-and-Access**”) provisions under National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations* to distribute the Meeting materials (the “**Meeting Materials**”) to its Shareholders. Notice-and-Access allows issuers to post electronic versions of proxy related materials on SEDAR+ and on one additional website, rather than mailing paper copies to Shareholders. Shareholders have the right to request hard copies of any proxy related materials posted online by the Company under Notice-and-Access.

The proxy materials for the above noted Meeting are available at <https://fansunite.com/investors> OR [www.sedarplus.com](http://www.sedarplus.com). We remind you to access and review all of the important information contained in the Circular and the Meeting Materials before voting.

### Obtaining a Copy of the Meeting Materials

Shareholders may request to receive paper copies of the Meeting Materials by mail at no cost. Shareholders may request to receive a paper copy of the Meeting Materials for up to one year from the date the Meeting Materials were filed on [www.sedarplus.com](http://www.sedarplus.com). To ensure you receive the materials in advance of the proxy voting deadline and Meeting date, all requests must be received by the Company no later than July 30, 2024 at 4:00 p.m. (Pacific time) to ensure timely receipt. If you do request the Meeting Materials, please note that another Voting Instruction Form/Proxy will not be sent; please retain your current one for voting purposes.

For more information regarding notice-and-access or to obtain a paper copy of the Meeting Materials you may contact Broadridge Investor Communications Corporation (“**Broadridge**”) toll free at 1-877-907-7643 (Canada and U.S.) or 303-562-9305 (international), either before or after the Meeting. Shareholders will be asked to enter the control number indicated on the form of proxy or voting instruction form they received with this notice of Meeting to request a paper copy of the Meeting Materials.

The Circular accompanying this Notice of Meeting provides additional information relating to the matters to be brought before the Meeting, including the Sale Transaction. A copy of the Stock Purchase Agreement is available on the Company’s profile at [www.sedarplus.com](http://www.sedarplus.com).

The Company’s board of directors (the “**FANS Board**”) unanimously (with the exception of Messrs. Burton and Grove, who declared their interest in the transactions contemplated by the Stock Purchase Agreement and abstained from voting in respect of the Sale Resolution) recommends that Shareholders vote “**FOR**” the resolutions described above. It is a condition of the consummation of the Sale Transaction, and any return of capital, that the Sale Resolution is adopted at the Meeting.

The FANS Board fixed July 4, 2024, as the record date for the Meeting (the “**Record Date**”). Shareholders of record at the close of business on the Record Date are entitled to notice of the Meeting and to vote thereat or at any adjournment or postponement thereof.

To be adopted, the Sale Resolution must be approved by: (i) at least 66⅔% of the votes cast by Shareholders, present in person or represented by proxy and entitled to vote at the Meeting; and (ii) in accordance with Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) and Section 501(c) of the TSX Company Manual, a simple majority of votes cast by the holders of Common Shares, present in person or represented by proxy and entitled to vote at the Meeting, excluding the votes cast by any “interested party” (as defined in MI 61-101). Abstentions and broker non-votes will not have any effect on the approval of the Sale Resolution. The votes attaching to the Common Shares held by the “interested parties” will be excluded for the purposes of determining whether “minority approval” has been obtained for the purposes of MI 61-101 and the policies of the TSX.

To be adopted, the Capital Reduction Resolution must be approved by at least 66⅔% of the votes cast by Shareholders, present in person or represented by proxy and entitled to vote at the Meeting. To be adopted, the TSX Delisting Resolution must be approved by a simple majority of the votes cast by Shareholders, present in person or represented by proxy and entitled to vote at the Meeting. Abstentions and broker non-votes will not have any effect on the approval of any resolution.

### **Meeting Format and Voting**

The Meeting is being held at the offices of DLA Piper (Canada) LLP, 1133 Melville Street, Suite 2700, The Stack Building, Vancouver, British Columbia, Canada, at 11:00 am (Pacific time) on August 13, 2024. The Company intends to hold the Meeting in person, and there will be no opportunity for Shareholders to participate via other mediums. We encourage Shareholders to vote their Common Shares prior to the Meeting by any of the means described in the Circular. Please refer to the sections titled “*General Proxy Information*” and “*How to Vote Your Shares*” in the Circular for details on how to vote at the Meeting.

Registered holders of Common Shares (“**Registered Shareholders**”) and duly appointed proxyholders are entitled to vote at the Meeting either by attending in person or by submitting a form of proxy, as described in the Circular under the headings, “*General Proxy Information*” and “*How to Vote Your Shares*”.

Beneficial Shareholders who hold their Common Shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary (“**Non-Registered Shareholders**”) who have not duly appointed themselves as proxyholder will be able to attend the Meeting but will not be able to vote at the Meeting. Registered Shareholders may attend, participate in and vote at the Meeting or may be represented by proxy.

Shareholders who wish to appoint a third-party proxyholder to represent them at the Meeting (including Non-Registered Shareholders who have appointed themselves as proxyholder to attend, participate in or vote at the Meeting) **MUST** submit their duly completed proxy or voting instruction form, as applicable, in advance of the proxy cut-off at 11:00 am (Pacific time) on August 9, 2024.

If you are a Registered Shareholder and are unable to attend the Meeting in person, please exercise your right to vote by completing, signing, dating and returning the applicable accompanying form of proxy to Odyssey Trust Company, the registrar and transfer agent of the Company as soon as possible, so that as large a representation as possible may be had at the Meeting. To be valid, completed proxy forms must be signed, dated and deposited with Odyssey Trust Company using one of the following methods:

<b>By Mail or Hand Delivery:</b>	Odyssey Trust Company 350-409 Granville Street Vancouver BC, V6C 1T2
<b>Facsimile:</b>	800.517.4553
<b>Email:</b>	<a href="mailto:proxy@odysseytrust.com">proxy@odysseytrust.com</a>
<b>Online:</b>	As listed on Form of Proxy or Voter Information Card

Proxies must be deposited with Odyssey Trust Company not later than 11:00 am (Pacific time) on August 9, 2024, or, if the Meeting is adjourned or postponed, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such reconvened Meeting or any adjournment or postponement thereof. The Chair of the Meeting shall have the discretion to waive or extend the proxy deadlines without notice.

If you are unable to attend the Meeting, we encourage you to complete and return the enclosed form of proxy as soon as possible so that as large a representation as possible may be had at the Meeting. If a Shareholder receives more than one form of proxy because such holder owns Common Shares registered in different names or addresses, each form of proxy must be completed and returned in order to ensure all Common Shares are voted.

If you are a Registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or other intermediary, as applicable.

The Common Shares represented by the enclosed form of proxy will be voted in accordance with the instructions indicated thereon. If no instructions are given, such Common Shares will be voted “FOR” the Sale Resolution, the Capital Reduction Resolution, and the TSX Delisting Resolution.

### **Dissent Rights**

Registered Shareholders as at the close of business on the Record Date have the right to dissent with respect to the Sale Resolution and, if the Sale Resolution is adopted, to be paid the fair value of their Common Shares in accordance with the provisions of Section 237 to 247 of the BCBCA. A Registered Shareholder as at the close of business on the Record Date who wishes to dissent must: (a) deliver a written notice of dissent to FANS c/o DLA Piper (Canada) LLP, 1133 Melville Street, Suite 2700, The Stack Building, Vancouver, BC V6E 4E5, Attention: Denis Silva, by 5:00 p.m. on August 11, 2024, being the date that is two days immediately prior to the Meeting, or any date which is two days immediately prior to the date on which the Meeting may be postponed or adjourned; and (b) otherwise strictly comply with the requirements set forth in Sections 237 to 247 of the BCBCA. Persons who are beneficial owners of Common Shares registered in the name of a broker, custodian, nominee or other intermediary and who wish to dissent must make arrangements for the Common Shares beneficially owned by them to be registered in their name prior to the time the written objection to the Sale Resolution is required to be received by the Company or, alternatively, make arrangements for the Registered Shareholder of such Common Shares to dissent on their behalf, all as described in the accompanying Circular under the heading “*Business of the Meeting – Dissent Rights*”. It is recommended that you seek independent legal advice if you wish to exercise a right of dissent. **Failure to strictly comply with the requirements set forth in Section 237 to 247 of the BCBCA may result in the loss of any right to dissent.**

The Circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of Meeting. Additional information about FANS is also available under its SEDAR+ profile at [www.sedarplus.com](http://www.sedarplus.com).

### **Stratification**

The Company is providing paper copies of its Circular only to Shareholders that have previously requested to receive paper materials.

If you have any questions regarding the submission of your vote, please contact Laurel Hill Advisory group, toll-free in North America at 1-877-452-7184, collect from outside of North America at 1-416-304-0211, or by email at [assistance@laurelhill.com](mailto:assistance@laurelhill.com).

DATED at Vancouver, British Columbia this 5<sup>th</sup> day of July, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

*“Scott Burton”*

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Scott Burton  
CEO and Director  
FansUnite Entertainment Inc.