



FANSUNITE ENTERTAINMENT INC.

2025 ANNUAL GENERAL MEETING

Notice of Annual General Meeting of Shareholders

Management Information Circular

To Participate In-Person:

DLA Piper (Canada) LLP
1133 Melville St, Suite 2700
Vancouver, British Columbia
V6E 4E5

Time:

11:00 a.m. (Vancouver time)

Date:

June 11, 2025

FANSUNITE ENTERTAINMENT INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS AND NOTICE OF AVAILABILITY OF PROXY MATERIALS

TAKE NOTICE that an Annual General Meeting (the “**Meeting**”) of the Shareholders of **FANSUNITE ENTERTAINMENT INC.** (the “**Company**”) will be held at Suite 2700, 1133 Melville Street, Vancouver, BC V6E 4E5 on Wednesday, the 11th day of June, 2025, at 11:00 a.m. (Pacific Time) for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended December 31, 2024, together with the Auditor’s Report thereon (see *Particulars of Annual Matters to be Acted On – Financial Statements* of the information circular of the Company dated May 17, 2024 (the “**Circular**”));
2. To set the number of directors for the ensuing year at three (see *Particulars of Annual Matters to be Acted On – Election of Directors* of the Circular);
3. To elect the directors of the Company who will serve until the end of the next annual general meeting or until their successors are appointed (see *Particulars of Annual Matters to be Acted On – Election of Directors* of the Circular);
4. To appoint Link-It Accounting and Financial Services Inc. auditors of the Company for the ensuing year at a remuneration to be fixed by the directors (see *Particulars of Annual Matters to be Acted On – Appointment of Auditors* of the Circular); and
5. To transact such other business as may be brought before the Meeting.

Notice-and-Access

You are receiving this notice to advise that the proxy materials for the above noted Meeting are available on the Internet. This communication presents only notice of the meeting and an overview of the more complete proxy materials that are available to you on the Internet. We remind you to access and review all of the important information contained in the Circular and other proxy materials (the “**Materials**”) before voting. The information circular and other relevant materials are available at: <https://fansunite.com/investors> OR www.sedarplus.com

Obtaining a Copy of the Proxy Materials

Securityholders may request to receive paper copies of the Materials related to the above referenced meeting by mail at no cost. Shareholders may request to receive a paper copy of the Materials for up to one year from the date the Materials were filed on www.sedarplus.com. To ensure you receive the material in advance of the proxy voting deadline and meeting date, all requests must be received by us no later than May 26, 2025 at 4:00 p.m. Pacific Time to ensure timely receipt. If you do request the current 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 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 Proxy Materials.

The Company will not use a procedure known as “stratification” in relation to its use of Notice-and-Access.

Stratification occurs when a reporting issuer, while using Notice-and-Access, also provides a paper copy of the Circular to some of its shareholders. In relation to the Meeting, all shareholders will receive the required documentation under Notice-and-Access, which will not include a paper copy of the Circular.

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE.

If you are a registered shareholder of the Company, to vote your shares by proxy, please complete, date, sign and return the enclosed form of proxy, or another suitable form of proxy in accordance with the instructions on the enclosed Proxy. Your Proxy must be received by 11:00 a.m. Pacific Time on Monday, June 9, 2025. See *Appointment and Revocation of Proxies* of the Circular for more information.

If you are a non-registered shareholder of the Company, to vote your shares, please complete, date, sign and return the enclosed voting instruction form, or other accompanying form, in accordance with the instructions thereon. See *Advice to Beneficial Holders of Securities* of the Circular for more information.

DATED at Vancouver, British Columbia, this 11th day of May, 2025.

ON BEHALF OF THE BOARD OF DIRECTORS

“Graeme Moore” (signed)

Graeme Moore, Interim Chief Executive Officer and Chief Financial Officer

FANSUNITE ENTERTAINMENT INC.

MANAGEMENT PROXY CIRCULAR

As at and dated May 11, 2025 (except as otherwise indicated)

FOR

THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON FRIDAY, JUNE 11, 2025

SOLICITATION OF PROXIES

This Management Proxy Circular (the “Management Proxy Circular” or “Information Circular”) is furnished in connection with the solicitation of proxies being made by the management of FansUnite Entertainment Inc. (the “Company”) for use at the Annual General Meeting of the Company’s shareholders to be held on June 11, 2025 (the “Meeting”) at the time and place and for the purposes set forth in the accompanying Notice of Meeting (the “Notice”). While it is expected that the solicitation will be made primarily by mail, proxies may be solicited personally or by telephone or other means of communication by directors, officers and employees of the Company.

All costs of this solicitation will be borne by the Company.

The Company is using Notice-and-Access procedures for distributing proxy-related materials to shareholders and to Beneficial Shareholders (as defined herein).

APPOINTMENT AND REVOCATION OF PROXIES

Shareholders who do not attend the Meeting in person may vote by proxy if the shareholder is a registered shareholder, either by mail, by facsimile, or over the internet. Proxies must be received by Odyssey Trust Company, the Company’s transfer agent and registrar (the “**Transfer Agent**”), if by mail at 350-409 Granville Street, Vancouver BC, V6C 1T2, by email (proxy@odysseytrust.com) or by facsimile (800.517.4553) or over the internet, as set out on the proxy, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment thereof, or delivering it to the chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time of voting.

A proxy must be executed by the registered shareholder or his, her or its attorney duly authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized. If the form of Proxy is executed by an attorney for an individual shareholder or by an attorney of a shareholder that is a corporation or association, the instrument so empowering the attorney, as the case may be, or a notarial copy thereof, must accompany the form of Proxy. If not dated, the Proxy will be deemed to have been dated the date that it is mailed to shareholders.

A shareholder has the right to appoint a person (who need not be a shareholder) to attend and act for such shareholder and on his, her or its behalf at the Meeting other than the persons designated in the enclosed form of proxy. If you are returning your Proxy to the Transfer Agent, such right may be exercised by inserting in the blank space provided in the enclosed form of Proxy the name of the person to be designated or by completing another proper form of Proxy and delivering it to Transfer Agent as provided above, or to the Chairman of the Meeting.

Proxies given by shareholders for use at the Meeting may be revoked prior to their use:

- (a) by depositing an instrument in writing executed by the shareholder or by such shareholder’s attorney duly authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized indicating the capacity under which such officer or attorney is signing at the registered office, Suite 2700, The Stack, 1133 Melville St., Vancouver, BC V6E 4E5 at any time up

to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof;

- (b) with the chairman of the Meeting on the day of the Meeting or any adjournment thereof; or
- (c) in any other manner permitted by law.

Only registered shareholders have the right to revoke a Proxy. Non-registered shareholders that wish to change their voting instructions must, in sufficient time in advance of the Meeting, contact their intermediary to arrange to change their voting instructions.

EXERCISE OF DISCRETION BY PROXIES

The persons named in the accompanying form of proxy will vote the common shares of the Company (the “**Common Shares**”) in respect of which they are appointed in accordance with the direction of the shareholders appointing them. The Common Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and, if the shareholder specifies a choice with respect to any matter to be acted on, the Common Shares will be voted accordingly. **In the absence of such direction, where the management nominees are appointed as proxyholder, such Common Shares will be voted in favour of the passing of the matters set out in the Notice and for the nominees of management for directors and auditor. The form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice and with respect to other matters which may properly come before the Meeting or any adjournment thereof.** At the time of the printing of this Information Circular, the management of the Company knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice. **However, if any other matters which at present are not known to the management of the Company should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxies.**

ADVICE TO BENEFICIAL HOLDERS OF SECURITIES

The information set forth in this section is of significant importance to many shareholders of the Company as some shareholders do not hold their Common Shares in their own names (“Beneficial Shareholders”). Beneficial Shareholders should note that only proxies deposited by shareholders whose names appear on the records of the Company as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Beneficial Shareholder’s name on the records of the Company. Such Common Shares will more likely be registered under the name of the Beneficial Shareholder’s broker or an agent of that broker. In Canada, the majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depositary for Securities Limited, which acts as nominees for many Canadian brokerage firms). 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, the broker/nominees are prohibited from voting shares for their clients. The Company does not know for whose benefit the Common Shares registered in the name of CDS & Co. are held. Therefore, Beneficial Shareholders cannot be recognized at the Meeting for the purposes of voting the Common Shares in person or by way of proxy except as set forth below. Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate persons.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker often is identical to the Proxy Form provided to registered Shareholders. However, its purpose is limited to instructing the registered shareholder (the

broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”). Broadridge typically provides a scannable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return by mail the voting instruction forms or proxy forms to Broadridge. Alternatively, Beneficial Shareholders can visit www.proxyvote.com, or call toll-free 1-800-474-7493 (English) or 1-800-474-7501 (French) to vote their shares using the 16-digit control number located on the voting instruction form. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at a meeting of shareholders. A Beneficial Shareholder receiving a voting instruction or proxy from Broadridge or another agent cannot use that proxy to vote Common Shares directly at the Meeting as the completed instruction or proxy must be returned as directed by Broadridge or another agent well in advance of the Meeting in order to have the Common Shares voted.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of the Beneficial Shareholder’s broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered shareholder and vote Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered shareholder should enter their own names in the blank spaces on the form of proxy provided to them and return the same to their broker (or the broker’s agent) in accordance with the instructions provided by such broker (or agent) well in advance of the Meeting. The Company will NOT deliver proxy related materials directly to non-objecting beneficial owners and will NOT pay for the costs of delivery of proxy-related materials to objecting beneficial owners. As such, objecting beneficial owners will not receive proxy-related materials unless their intermediary assumes the costs of delivery.

If you are a Beneficial Shareholder and wish to vote in person at the Meeting, please contact your broker or agent well in advance of the Meeting to determine how you can do so.

Shareholders with questions respecting the voting of shares held through an intermediary should contact that intermediary for assistance.

All references to shareholders in this Information Circular and the accompanying form of proxy and Notice are to shareholders of record unless specifically stated otherwise.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The authorized share capital of the Company consists of an unlimited number of Common Shares without par value. As at May 2, 2025, 359,557,910 Common Shares without par value were issued and outstanding, each such share carrying the right to one (1) vote at the Meeting. May 2, 2025 has been fixed by the directors of the Company as the record date for the purpose of determining those shareholders entitled to receive notice of and to vote at the Meeting.

To the knowledge of the directors and senior officers of the Company, other than as set forth below, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares.

Registered Shareholder	Number of Common Shares	Percentage of class⁽¹⁾
Tekcorp Holdings LLC	91,940,140	25.57%

Notes:

(1) Percentages on a non-diluted basis, based on 359,557,910 Common Shares issued and outstanding as of the date of this Circular.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the ordinary resolutions described herein. Any special resolutions must be determined by a two-thirds (2/3) majority of the votes cast on each special resolution at the Meeting.

PARTICULARS OF ANNUAL MATTERS TO BE ACTED ON

FINANCIAL STATEMENTS

The financial statements for the fiscal year ended December 31, 2024, together with the auditor's report thereon, are included with this Management Proxy Circular, if requested. These documents are also available on www.sedarplus.com.

ELECTION OF DIRECTORS

The number of directors for the Company is set by ordinary resolution of the shareholders of the Company. Management of the Company is seeking shareholder approval of an ordinary resolution determining the number of directors of the Company at three (3) for the ensuing year.

The persons below are management's nominees to the Board. Each director elected will hold office until the next annual general meeting or until his or her successor is duly elected or appointed unless his or her office is earlier vacated in accordance with the articles of the Company or unless he or she becomes disqualified to act as a director.

JAMES KEANE British Columbia, Canada Director Since: August 11, 2020 Director Status: Independent Director ⁽³⁾	
Principal Occupation, Business or Employment ⁽¹⁾	
Mr. Keane completed his undergraduate degree in Economics and Business/Managerial Economics. He has decades of executive experience and advisory roles running multi-million dollar businesses and managing financial statements. He helped grow ParadisePoker.com into one of the top three poker sites in the world and oversaw its acquisition by Sportingbet in 2005. Mr. Keane remained with Sportingbet holding Manager Director roles for ParadisePoker.com and subsequently Emerging Markets. After the sale of Sportingbet to William Hill and GVC, Mr. Keane consulted in both the online and brick and mortar casino world on growth, M&A, and business execution strategies. Through this experience, Mr. Keane has acquired the expertise to assess the general and complex accounting principles that are expected to be raised by FansUnite's ongoing business and financial statements. Mr. Keane also served as the CEO of a social casino games developer from 2016 to 2020, where he was a key decision maker in executive compensation, after structuring the sale of social casino assets to King Show Games in 2016.	
Common Shares Beneficially Owned, Controlled or Directed: ^{(1) (2)}	1,546,124
Options Beneficially Owned, Controlled or Directed:	Nil
RSUs Beneficially Owned, controlled or Directed:	Nil

CHRIS GROVE Nevada, USA Director Since: August 11, 2020 Director Status: Non-Independent Director ⁽⁴⁾	
Principal Occupation, Business or Employment ⁽¹⁾	
Chris Grove is an early-stage investor, multi-exit founder, and strategist focused on the U.S. sports betting and online gambling sectors. He is a nationally recognized subject matter expert whose insights are regularly trusted by analysts, media outlets, publicly-traded companies, and policymakers. His work has been cited by outlets including Bloomberg, ESPN, Forbes, the New York Times, the Washington Post, and the Wall Street Journal. Grove has testified before lawmakers in multiple states, including California, Illinois, New York, Nevada, Texas, and Washington State. Grove is a Co-Founding Partner at the VC fund Acies Investments, Co-Founding Partner at EKG Ventures, an Operating Advisor at Arctos Sports Partners, a Tech Stars Mentor, an angel investor, and a public company board member. Prior to his current roles, Grove founded the sports betting practice at Eilers & Krejcik Gaming, where he remains a Partner Emeritus.	
Common Shares Beneficially Owned, Controlled or Directed: ^{(1) (2)}	Nil
Options Beneficially Owned, Controlled or Directed:	Nil
RSUs Beneficially Owned, controlled or Directed:	Nil

QUINTON SINGLETON Nevada, United States Director Since: October 6, 2022 Director Status: Independent Director ⁽³⁾	
Principal Occupation, Business or Employment ⁽¹⁾	
<p>Mr. Singleton has worked in the gaming industry for over 15 years across tribal and commercial land-based and digital or mobile operators and suppliers for traditional sports, racing, fantasy sports, casino, social, skill, slot and table games. Prior to joining FansUnite, he was part of the founding team at Bet.Works Corp. (acquired by Bally's Corp. and n.k.a. Bally's Interactive) where he served as Chief Operating Officer. He also previously served as Vice President of Corporate Strategy and Government Affairs at NYX Gaming Group Ltd. and continued to hold this role following its acquisition by Light & Wonder (f.k.a Scientific Games Company). In addition, he previously provided professional services to the gaming industry at Lewis Roca and Deloitte.</p> <p>Mr. Singleton was recently a part-time university lecturer at the UNLV International Center for Gaming Regulation and is a graduate of the Master of Business Administration ("MBA") in International Management and Finance program at the Thunderbird School of Global Management.</p> <p>Mr. Singleton was recently appointed President and Chief Operating Officer of nVenue, a micro-betting technology and sports AI firm, responsible for the company's expansion in the US and global markets.</p> <p>Given Mr. Singleton's extensive experience in the gaming industry as a corporate executive, he provides the management team of FansUnite with expert guidance on optimizing the Company's operations, launching products into new markets, executive compensation, growth strategy, which includes corporate finance and M&A, and most notably, developing and implementing a successful North American expansion. During his time completing his MBA and as an executive, Mr. Singleton has become literate in the financial statements of his, and other, companies.</p>	

Common Shares Beneficially Owned, Controlled or Directed: ⁽¹⁾ ⁽²⁾	1,675,816 ⁽⁵⁾
Options Beneficially Owned, Controlled or Directed:	Nil
RSUs Beneficially Owned, controlled or Directed:	Nil

Notes:

- (1) The information as to principal occupation, business or employment and Common Shares beneficially owned, controlled or directed by a nominee is not within the knowledge of the management of the Company and has been furnished by the nominee.
- (2) Does not include unissued Common Shares issuable upon the exercise of incentive stock options.
- (3) "Independent" refers to the standards of independence established under Canadian Securities Administrators' National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.
- (4) Mr. Grove was appointed to the Audit Committee in March 2023.
- (5) 434,742 Common Shares are held through Blackfish Holdings Ltd., a company owned by Mr. Singleton.

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed herein, during the ten years preceding the date of this Management Proxy Circular, no proposed director of the Company has, to the knowledge of the Company, been:

- (a) a director, chief executive officer or chief financial officer of any company that:
 - (i) was the subject of a cease trade or similar order or an order that denied such company access to any exemption under securities legislation that was in effect for a period of more than thirty consecutive days (an "**Order**") while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (ii) was subject to such an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer in the company that is the subject of the Order 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; or
- (b) a director or executive officer of any company 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 the assets of that company.

Penalties and Sanctions

No proposed director of the Company has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to 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 to vote for a proposed director.

Individual Bankruptcies

During the ten years preceding the date of this Management Proxy Circular, no proposed director of the Company has, to the knowledge of the Company, 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 that individual.

APPOINTMENT OF AUDITORS

In accordance with the recommendation of the Company's Audit Committee, the Company's board of directors (the "**Board**") recommends that shareholders vote for the appointment of Link-It Accounting and Financial Services Inc., Chartered Accountants as the Company's auditors to hold office until the next annual general meeting of shareholders of the Company at a remuneration to be fixed by the directors. Link-It Accounting and Financial Services Inc. was first appointed as the Company's auditor on February 4, 2025.

The foregoing resolution must be approved by a simple majority of the votes cast at the Meeting by the Shareholders voting in person or by proxy. **Unless otherwise directed, the Management Designees named in the accompanying Proxy Form intend to vote in favour of the appointment of Link-It Accounting and Financial Services Inc. as auditor of the Company, to hold office until the next annual general meeting of the Shareholders, at a remuneration to be determined by the directors of the Company.**

STATEMENT OF EXECUTIVE COMPENSATION

All dollar amounts in this Circular are expressed in Canadian dollars unless otherwise indicated.

The following information is presented in accordance with Form 51-102F6V - *Statement of Executive Compensation – Venture Issuers* and sets forth the executive compensation of the Company for the financial year ended December 31, 2024.

Named Executive Officer

In this section, "Named Executive Officer" ("**NEO**") means each of the following individuals:

- (a) a Chief Executive Officer ("**CEO**");
- (b) a Chief Financial Officer ("**CFO**");
- (c) each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, 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 for that financial year;
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

The following information regarding executive compensation is presented in accordance with National Instrument Form 51-102F6V and sets out the compensation that the Board intended to pay, make payable, award, grant, give or otherwise provide to each NEO and director for the financial year ended December 31, 2024.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The compensation paid to the directors and NEOs of the Company for each of the two most recently completed financial years of the Company, other than compensation securities disclosed under the heading of "*Stock Options and Other Compensation Securities*" below. The information is set out below and expressed in Canadian dollars unless otherwise noted:

Table of Compensation Excluding Compensation Securities							
Name and Position	Fiscal Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total Compensation (\$)
Graeme Moore <i>Interim CEO, CFO, and Corporate Secretary</i>	2024	243,333	38,702	Nil	Nil	375,000	618,333
	2023	217,708	30,000	Nil	Nil	Nil	247,708
James Keane <i>Director</i>	2024	95,188	Nil	78,450	Nil	Nil	78,450
	2023	47,533	Nil	Nil	Nil	Nil	Nil
Quinton Singleton <i>Director</i>	2024	Nil	Nil	119,693	Nil	Nil	119,693
	2023	Nil	Nil	Nil	Nil	Nil	Nil
Chris Grove <i>Director</i>	2024	181,880	Nil	Nil	Nil	Nil	181,880
	2023	79,786	Nil	Nil	Nil	Nil	Nil
Scott Burton ⁽¹⁾ <i>Former CEO and Director</i>	2024	234,833	38,702	Nil	Nil	420,000	654,833
	2023	249,375	40,000	Nil	Nil	Nil	289,375
Ian Winter ⁽²⁾ <i>Former COO</i>	2024	123,333	38,702	Nil	Nil	185,000	308,333
	2023	189,375	30,000	Nil	Nil	Nil	219,375
Jai Maw ⁽³⁾ <i>President, Betting Hero, a brand of American Affiliate Co. LLC, a formerly wholly owned subsidiary of the Company ("American Affiliate")</i>	2024	214,031 ⁽⁵⁾	Nil	Nil	Nil	Nil	214,031
	2023	337,425 ⁽⁴⁾	Nil	Nil	Nil	Nil	337,425
Jeremy Jakary ⁽³⁾ <i>Senior Vice President, Strategy, Betting Hero, a brand of American Affiliate</i>	2024	214,031 ⁽⁵⁾	Nil	Nil	Nil	Nil	214,031
	2023	337,425 ⁽⁴⁾	Nil	Nil	Nil	Nil	337,425

Notes:

- (1) Mr. Burton ceased to be CEO and Director of the Company effective March 1, 2025. All compensation was related to his role as CEO.
- (2) Mr. Winter ceased to be COO of the Company effective March 1, 2025.
- (3) On August 15, 2024, the Company completed the sale of all the issued and outstanding shares of FansUnite US Inc. ("FansUS"), a wholly-owned subsidiary of the Company, which is the sole owner of American Affiliate. As a result of the sale, Mr. Maw and Mr. Jakary ceased to be considered NEOs of the Company effective August 15, 2024.
- (4) Payment was made in USD and the amount denoted in CAD using the average fiscal 2023 exchange rate of 1.3497 CAD/USD.
- (5) Payment was made in USD and the amount denoted in CAD using the average fiscal 2024 exchange rate of 1.3698 CAD/USD.

External Management Companies

Other than as disclosed herein, none of the directors or NEOs of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Company to provide executive management services to the Company, directly or indirectly.

Equity Incentive Plan

The Board adopted an omnibus equity incentive plan effective as of March 8, 2021, and as amended on May 10, 2023 (the "Equity Incentive Plan").

The Equity Incentive Plan permits the grant of Options, Restricted Share Units (“**RSUs**”), Performance Share Units (“**PSUs**”), Deferred Share Units (“**DSUs**”), and other share-based awards (“**Other Share-Based Awards**”) (collectively, the “**Awards**”) to eligible Participants (as defined in the Equity Incentive Plan). The purpose of the Equity Incentive Plan is to provide the Company with a share-related mechanism to attract, retain and motivate qualified directors, employees and consultants of the Company, to reward those directors, employees and consultants as may be granted Awards by the Board from time to time for their contributions toward the long-term goals and success of the Company and to enable and encourage such directors, employees and consultants to acquire Shares (as defined in the Equity Incentive Plan) as long-term investments and proprietary interests in the Company.

The Equity Incentive Plan provides for the grant of Options, PSUs, RSUs, DSUs and Other Share-Based Awards, which may be denominated or settled in Common Shares, cash or in such other forms as provided for in the Equity Incentive Plan. All Awards will be evidenced by an agreement or other instrument or document (an “**Award Agreement**”).

The Equity Incentive Plan is administered by the Board, which may delegate its authority to any duly authorized committee of the Board (the “**Plan Administrator**”). The Plan Administrator has sole and complete authority, in its discretion, to:

- (a) determine the Participants (as defined in the Equity Incentive Plan) to whom grants of Awards under the Equity Incentive Plan may be made;
- (b) make grants of Awards under the Equity Incentive Plan, whether relating to the issuance of Common Shares or otherwise (including any combination of Options, RSUs, PSUs, DSUs or Other Share-Based Awards), in such amounts, to such Participants and, subject to the provisions of the Equity Incentive Plan, on such terms and conditions as it determines, including, without limitation:
 - (i) the time or times at which Awards may be granted;
 - (ii) the conditions under which: (A) Awards may be granted to Participants; or (B) Awards may be forfeited to the Company, including any conditions relating to the attainment of specified performance goals;
 - (iii) the number of Common Shares (as defined in the Equity Incentive Plan) to be covered by any Award;
 - (iv) the price, if any, to be paid by a Participant in connection with the purchase of Common Shares covered by any Awards;
 - (v) whether restrictions or limitations are to be imposed on the Common Shares issuable pursuant to grants of any Award, and the nature of such restrictions or limitations, if any; and
 - (vi) any acceleration of exercisability or vesting, or waiver of termination regarding any Award, based on such factors as the Plan Administrator may determine;
- (c) establish the form or forms of Award Agreements;
- (d) cancel, amend, adjust or otherwise change any Award under such circumstances as the Plan Administrator may consider appropriate in accordance with the provisions of the Equity Incentive Plan;
- (e) construe and interpret the Equity Incentive Plan and all Award Agreements;

- (f) adopt, amend, prescribe and rescind administrative guidelines and other rules and regulations relating to the Equity Incentive Plan, including rules and regulations relating to sub-plans established for the purpose of satisfying applicable foreign laws or for qualifying for favorable tax treatment under applicable foreign laws; and
- (g) make all other determinations and take all other actions necessary or advisable for the implementation and administration of the Equity Incentive Plan.

(b) *Common Shares Available for Awards*

Under the Equity Incentive Plan, the maximum number of Common Shares issuable from treasury pursuant to Awards shall not exceed 10% of the total outstanding Common Shares from time to time. The Equity Incentive Plan is considered to be an “evergreen” plan, since the Common Shares covered by Awards which have been exercised or terminated will be available for subsequent grants under the Equity Incentive Plan and the number of Awards available to grant increases as the number of issued and outstanding Common Shares increases.

As at the date of this Information Circular, the number of common shares available for future grants of stock options under the Equity Incentive Plan is 35,955,79.

(c) *Limits on Grants of Awards*

The aggregate number of Shares: (i) issuable to Insiders (as defined in the Equity Incentive Plan) at any time under all of the Company's Security Based Compensation Arrangements (as defined in the Equity Incentive Plan), will not exceed 10% of the Company's total issued and outstanding Shares; and (ii) issued to Insiders within any one year period, under all of the Company's Security Based Compensation Arrangements, will not exceed 10% of the Company's total issued and outstanding Shares, provided that the acquisition of Shares by the Company for cancellation will not constitute non-compliance with this provision for any Awards outstanding prior to such purchase of Shares for cancellation.

(d) *Blackout Period*

In the event that the date of grant of an Award occurs, or an Award expires, at a time when an undisclosed material change or material fact in the affairs of the Company exists, the effective date of grant, or expiry of, such Award, as the case may be, will be no later than 10 business days after which there is no longer such undisclosed material change or material fact, and the Market Price (as defined in the Equity Incentive Plan) with respect to the grant of such Award will be calculated based on the five business days immediately preceding the effective date of grant (the “**Blackout Period**”). For greater certainty, this provision does not apply if the Blackout Period is imposed on the Company or the Insiders (as defined in the Equity Incentive Plan) by a regulatory authority as a result of a cease trade order.

(e) *Exercise of Compensation Securities*

No director of the Company or Named Executive Officer exercised any stock options during the financial years ended December 31, 2024 and 2023.

(f) *Description of Awards*

Subject to the provisions of the Equity Incentive Plan and such other terms and conditions as the Plan Administrator may prescribe, including with respect to performance and vesting conditions, the Plan Administrator may, from time to time, grant the following types of Awards to any Participant.

(g) *Options*

An Option entitles a holder thereof to purchase a Common Share at an exercise price set at the time of the grant, which price must in all cases be not less than the Market Price on the date of grant. Each option will expire on the expiry date specified in the Award Agreement (which shall not be later than the tenth anniversary of the date of grant) or, if not so specified, the tenth anniversary of the date of grant.

(h) *Deferred Share Units*

A DSU is a unit that vests upon grant but does not settle until a future date, generally as established in the Award Agreement, or if not so established, then upon termination of service with the Company. The number of DSUs (including fractional DSUs) granted at any particular time will be calculated by dividing (a) the amount of any compensation that is to be paid in DSUs, as determined by the Plan Administrator by (b) the Market Price of a Common Share on the date of grant.

DSUs shall be settled on the date established in the Award Agreement; provided, however that in no event shall a DSU be settled prior to, or later than one year following, the date of the applicable Participant's separation from service. Subject to the terms of the Equity Incentive Plan, and except as otherwise provided in an Award Agreement, on the settlement date for any DSU, the Participant will redeem each vested DSU for a Common Share, a cash payment, or a combination thereof.

Unless otherwise determined by the Plan Administrator and set forth in the particular Award Agreement, DSUs will be credited with dividend equivalents in the form of additional DSUs as of each dividend payment date in respect of which normal cash dividends are paid on Common Shares. Dividend equivalents will vest in proportion to the DSUs to which they relate and will be settled in the same manner as the DSUs.

(i) *Restricted Share Units*

A RSU is a unit equivalent in value to a Common Share that does not vest until after a specified period, or satisfaction of other vesting conditions as determined by the Plan Administrator. The number of RSUs (including fractional RSUs) granted at any particular time will be calculated by dividing (a) the amount of any compensation that is to be paid in RSUs, as determined by the Plan Administrator, by (b) the Market Price of a Common Share on the date of grant.

The Plan Administrator will have the sole authority to determine the settlement terms applicable to the grant of RSUs. Subject to the terms of the Equity Incentive Plan, and except as otherwise provided in an Award Agreement, on the settlement date for any RSU, the Participant will redeem each vested RSU for a Common Share, a cash payment, or a combination thereof.

Unless otherwise determined by the Plan Administrator and set forth in the particular Award Agreement, RSUs will be credited with dividend equivalents in the form of additional RSUs as of each dividend payment date in respect of which normal cash dividends are paid on Common Shares. Dividend equivalents will vest in proportion to the RSUs to which they relate and will be settled in the same manner as the RSUs.

(j) *Performance Share Units*

A PSU is also a unit equivalent in value to a Common Share that does not vest until after a specified period, or satisfaction of other vesting conditions as determined by the Plan Administrator. The Plan Administrator will issue performance goals prior to the date of grant to which such performance goals pertain. The performance goals may be based upon the achievement of corporate, divisional or individual goals and may be applied to performance relative to an index or comparator group, or on any other basis determined by the Plan Administrator. The Plan Administrator may modify the performance goals as necessary to align them with the Company's corporate objectives, subject to any limitations set forth in an Award Agreement or other agreement with a Participant. The performance goals may include a threshold level of performance below which no payment will be made (or no vesting will occur), levels of performance at which specified

payments will be made (or specified vesting will occur) and a maximum level of performance above which no additional payment will be made (or at which full vesting will occur), all as set forth in the applicable Award Agreement.

Unless otherwise determined by the Plan Administrator and set forth in the particular Award Agreement, PSUs will be credited with dividend equivalents in the form of additional PSUs as of each dividend payment date in respect of which normal cash dividends are paid on Common Shares. Dividend equivalents will vest in proportion to the PSUs to which they relate and will be settled in the same manner as the PSUs.

Each PSU will consist of a right to receive a Common Share, cash payment, or a combination thereof, upon the achievement of such performance goals during such performance periods as the Plan Administrator may establish.

(k) *Other Share-Based Awards*

Each Other Share-Based Award shall consist of a right (a) which is other than an Award or right described above, and (b) which is denominated or payable in, valued in whole or in part by reference to, or otherwise based on or related to, Common Shares (including, without limitation, securities convertible into Common Shares) as are deemed by the Plan Administrator to be consistent with the purposes of the Equity Incentive Plan; provided, however, that such right will comply with applicable law. Subject to the terms of the Equity Incentive Plan and any applicable Award Agreement, the Plan Administrator will determine the terms and conditions of Other Share-Based Awards.

(l) *Effect of Termination on Awards*

The following table describes the impact of certain events upon the Participants under the Equity Incentive Plan, including termination for cause, resignation, termination without cause, disability, death or retirement, subject, in each case, to the terms of a Participant's employment agreement, Award Agreement or other written agreement:

Event Provisions	Provisions
Resignation or termination for cause	Forfeiture of any unexercised Option or other Award.
Termination without cause	Any unvested Options or other Awards held by the Participant as of the Termination Date shall be immediately forfeited and cancelled as of the Termination Date and any vested Options or other Awards held by the Participant as of the Termination Date may be exercised or surrendered to the Company by the Participant at any time during the period that terminates on the earlier of: (A) the Expiry Date of such Award; and (B) the date that is 60 days after the Termination Date. Any Option or other Award that remains unexercised or has not been surrendered to the Company by the Participant shall be immediately forfeited upon the termination of such period.
Disability	Any Option or other Award held by the Participant that has not vested as of the date of the disability of such Participant shall continue to vest in accordance with its terms and may be exercised or surrendered to the Company by the Participant at any time during the period that terminates on the earlier of: (A) the Expiry Date of such Award; and (B) the third anniversary of the Participant's date of disability. Any Option or other Award that remains unexercised or has not been surrendered to the

Event Provisions	Provisions
	Company by the Participant shall be immediately forfeited upon the termination of such period.
Death	Any Option or other Award held by the Participant that has not vested as of the date of the death of such Participant shall vest on such date and may be exercised or surrendered to the Company by the Participant at any time during the period that terminates on the earlier of: (A) the expiry date of such Award; and (B) the first anniversary of the date of the death of such Participant. Any Option or other Award that remains unexercised or has not been surrendered to the Company by the Participant shall be immediately forfeited upon the termination of such period.
Retirement	A retirement Option or other Award continues to vest in accordance with its terms and may be exercised or surrendered to the Company at any time during the period that terminates on the earlier of the expiry date and three years after retirement date to exercise. Any Option or other Award that remains unexercised or has not been surrendered to the Company by the Participant shall be immediately forfeited upon the termination of such period. If the Participant commences employment following retirement, any Option or other Award held by the Participant that has not been exercised as of such date is immediately forfeited.

Notwithstanding the foregoing, the Plan Administrator may, in its discretion, permit the acceleration of vesting of any or all Awards or waive termination of any or all Awards, all in the manner and on the terms as may be authorized by the Plan Administrator.

(m) *Change in Control*

Except as may be set forth in an employment agreement, Award Agreement or other written agreement between the Company or a subsidiary of the Company and the Participant or as set out in the Equity Incentive Plan, the Plan Administrator may, without the consent of any Participant, take such steps as it deems necessary or desirable, including to cause:

- (a) the conversion or exchange of any outstanding Awards into or for rights or other securities of substantially equivalent value, as determined by the Plan Administrator in its discretion, in any entity participating in or resulting from a Change in Control (as defined in the Equity Incentive Plan);
- (b) outstanding Awards to vest and become exercisable, realizable or payable, or restrictions applicable to an Award to lapse, in whole or in part prior to or upon consummation of such Change in Control, and, to the extent the Plan Administrator determines, terminate upon or immediately prior to the effectiveness of such Change in Control;
- (c) the termination of an Award in exchange for an amount of cash and/or property, if any, equal to the amount that would have been attained upon the exercise or settlement of such Award or realization of the Participant's rights as of the date of the occurrence of the transaction net of any exercise price payable by the Participant (and, for the avoidance of doubt, if as of the date of the occurrence of the transaction, the Plan Administrator determines, in good faith, that no amount would have been attained upon the exercise or settlement of such Award or realization of the Participant's rights

net of any exercise price payable by the Participant, then such Award may be terminated by the Company without payment);

- (d) the replacement of such Award with other rights or property selected by the Board in its sole discretion; or
- (e) any combination of the foregoing.

In taking any of the foregoing actions, the Plan Administrator will not be required to treat all Awards similarly in the transaction.

Notwithstanding the foregoing, and unless otherwise determined by the Plan Administrator or as set out in the Equity Incentive Plan, if, as a result of a Change in Control, the Common Shares will cease trading on a stock exchange, the Company may terminate all of the Awards granted under the Equity Incentive Plan at the time of and subject to the completion of the Change in Control by paying to each holder an amount for each Award equal to the fair market value of the Award held by such Participant as determined by the Plan Administrator, acting reasonably.

(n) *Assignability*

Except as required by law, the rights of a Participant under the Equity Incentive Plan are not capable of being assigned, transferred, alienated, sold, encumbered, pledged, mortgaged or charged and are not capable of being subject to attachment or legal process for the payment of any debts or obligations of the Participant unless otherwise approved by the Plan Administrator.

Amendment, Suspension or Termination of the Equity Incentive Plan

The Plan Administrator may from time to time, without notice and without approval of the Shareholders, amend, modify, change, suspend or terminate the Equity Incentive Plan or any Awards granted pursuant thereunder as it, in its discretion, determines appropriate, provided, however, that: (a) no such amendment, modification, change, suspension or termination may materially impair any rights of a Participant or materially increase any obligations of a Participant under the Equity Incentive Plan without the consent of the Participant, unless the Plan Administrator determines such adjustment is required or desirable in order to comply with any applicable securities laws or stock exchange requirements; (b) any amendment that would cause an Award held by a U.S. taxpayer to be subject to the additional tax penalty under the U.S. tax code will be null and void with respect to the U.S. taxpayer unless his or her consent is obtained; and (c) any amendments to the Equity Incentive Plan or to any Awards granted pursuant to the Equity Incentive Plan are subject to applicable stock exchange approval, if any.

Without limiting the generality of the foregoing, but subject to the below, the Plan Administrator may, without shareholder approval, at any time or from time to time, amend the Equity Incentive Plan for the purposes of making:

- (i) any amendments to the general vesting provisions of each Award;
- (ii) any amendment regarding the effect of termination of a participant's employment or engagement;
- (iii) any amendments to add covenants of the Company for the protection of Participants, provided that the Plan Administrator must be of the good faith opinion that such additions will not be prejudicial to the rights or interests of the Participants;
- (iv) any amendments not inconsistent with the Equity Incentive Plan as may be necessary or desirable with respect to matters or questions which, in the good faith opinion of the Plan Administrator, having in mind the best interests of the Participants, it may be expedient to

make, including amendments that are desirable as a result of changes in law in any jurisdiction where a Participant resides, provided that the Plan Administrator must be of the opinion that such amendments and modifications will not be prejudicial to the interests of the Participants and non-employee directors; or

- (v) any such changes or corrections which, on the advice of counsel to the Company, are required for the purpose of curing or correcting any ambiguity or defect or inconsistent provision or clerical omission or mistake or manifest error, provided that the Plan Administrator must be of the opinion that such changes or corrections will not be prejudicial to the rights and interests of the Participants.

The Company has no other form of compensation plan under which equity securities of the Company are authorized for issuance to employees or non-employees in exchange for consideration in the form of goods and services

Stock Options and Other Compensation Securities

The following table sets out information of all compensation securities granted or issued to each of the directors and NEOs by the Company or its subsidiary in the financial year ended December 31, 2024, for services provided or to be provided, directly or indirectly, to the Company or its subsidiary:

Compensation Securities							
Name and Position	Type of Compensation security ⁽¹⁾	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Graeme Moore <i>Interim CEO, CFO, and Corporate Secretary</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
James Keane <i>Director</i>	RSU	929,288	May 7, 2024	\$0.035	\$0.035	\$0.0015	N/A
Quinton Singleton <i>Director</i>	RSU	931,317	May 7, 2024	\$0.035	\$0.035	\$0.0015	N/A
Chris Grove <i>Director</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Scott Burton ⁽²⁾ <i>Former CEO and Director</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Ian Winter ⁽³⁾ <i>Former COO</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Jai Maw ⁽⁴⁾ <i>President, Betting Hero, a brand of American Affiliate</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Jeremy Jakary ⁽⁴⁾ <i>Senior Vice President, Strategy, Betting Hero, a brand of</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil

<i>American Affiliate</i>							
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Notes:

- (1) Each outstanding RSU entitles the holder to receive one Common Share subject to vesting criteria and on the terms as set out above.
- (2) Mr. Burton ceased to be CEO and Director of the Company effective March 1, 2025. All compensation was related to his role as CEO.
- (3) Mr. Winter ceased to be COO of the Company effective March 1, 2025.
- (4) On August 15, 2024, the Company completed the sale of all the issued and outstanding shares of FansUS, a wholly-owned subsidiary of the Company, which is the sole owner of American Affiliate. As a result of the sale, Mr. Maw and Mr. Jakary ceased to be considered NEOs of the Company effective August 15, 2024..

No directors or NEOs held any compensation securities on the last day of the financial year ended December 31, 2024.

Exercise of Compensation Securities by Directors and NEOs

The following table discloses the total compensation securities exercised by the directors and NEOs on the last day of the financial year ended December 31, 2024:

Exercise of Compensation Securities by Directors and NEOs								
Name and Position	Type of Compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Issue, conversion or exercise price (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
James Keane <i>Director</i>	RSU	929,288	\$0.00	\$0.035	May 7, 2024	\$0.035	\$0.00	\$32,525
Quinton Singleton <i>Director</i>	RSU	931,317	\$0.00	\$0.035	May 7, 2024	\$0.035	\$0.00	\$32,596

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information

The following table provides information regarding compensation plans under which equity securities of the Company are authorized for issuance in effect as of the end of the Company's most recently completed financial year:

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 ⁽¹⁾	Nil ⁽²⁾	N/A	35,955,791 ⁽³⁾
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	Nil	N/A	35,955,791

Notes:

- (1) For a description of the terms of the Equity Incentive Plan, refer to the “*Equity Incentive Plan*” section of this Information Circular.
- (2) This figure is calculated based upon 10% of the outstanding Common Shares as of December 31, 2024 being 359,557,910.
- (3) The maximum number of Common Shares and RSUs issuable under the Share Compensation Plan is limited to 10% of the total number of Common Shares outstanding from time to time under the Share Compensation Plan.

PENSION PLAN BENEFITS

The Company does not have any pension plans.

EMPLOYMENT, CONSULTING AND MANAGEMENT AGREEMENTS

Graeme Moore is currently the only NEO paid for services to the Company as the CFO through an independent contractor agreement (the “**Contractor Agreement**”) and is not remunerated for his interim CEO role. Mr. Moore’s contractor agreement includes provisions regarding fees, confidentiality, non-solicitation and non-competition covenants, ownership of intellectual property rights, among other things. The confidentiality and intellectual property assignment provisions and the non-solicitation provisions under the agreements are market standard. Either party may terminate the contractor agreement following the Initial Term (as such term is defined in the Contractor Agreement) upon thirty (30) days’ written advance notice to the other party.

Former NEOs Scott Burton, Ian Winter, Jai Maw, and Jeremy Jakary had contractual agreements with the Company (collectively, the “**Former Contractor Agreements**”) to which compensation was paid for the year ended December 31, 2024 and is summarized elsewhere herein. Mr. Maw and Mr. Jakary’s contractor agreements were terminated on August 15, 2024, as a result of the FansUS sale. Mr. Burton’s contractor agreement was terminated on March 1, 2025 as a result of his resignation as CEO and director of the Company. Mr. Winter’s contractor agreement completed on March 1, 2025 as a result of his resignation as COO of the Company. Please refer to the “*Table of Compensation Excluding Compensation Securities*” of this Information Circular for with respect to the termination payments of the Former Contractor Agreements.

Director Compensation

The Company pays its Independent Directors \$8,700 per quarter for their services on the Board. The Company also pays its Audit Committee Chair and Audit Committee Members \$2,800 and \$1,700 per quarter, respectively, for their services. The Company also grants from time to time incentive Options, PSUs, RSUs, DSUs and Other Share-Based Awards in accordance with the Equity Incentive Plan (as defined in the “*Equity Incentive Plan*” section of this Information Circular). The granting of Options and RSUs provide a link between director compensation and the Company’s share price. It also rewards directors for achieving results that improve Company performance and thereby increase shareholder value. In making a determination as to whether a grant of Options and RSUs is appropriate, and if so, the number of Options and RSUs that should be granted, the Board will consider: the number and terms of outstanding incentive stock options and RSUs held by each director; the value in securities of the Company that the Board intends to award as compensation; the potential dilution to shareholders and the cost to the Company; general industry standards; and the limits imposed by the terms of the Equity Incentive Plan. The granting of Options and RSUs allows the Company to reward the directors’ efforts to increase value for shareholders without requiring the Company to use cash from its treasury. The terms and conditions of the Company’s Option and RSU grants, including vesting provisions and exercise prices, are governed by the terms of the Equity Incentive Plan, which are described under the “*Equity Incentive Plan*” section of this Information Circular. The directors may be reimbursed for actual expenses reasonably incurred in connection with the performance of their duties as directors.

Oversight and Description of Director and NEO Compensation

The Company’s executive compensation is intended to be consistent with the Company’s business plans, strategies and goals, including the preservation of working capital. The Company’s executive compensation program is intended to provide appropriate compensation that permits the Company to attract and retain

highly qualified and experienced senior executives and to encourage superior performance by the Company. The Company's compensation policies are intended to motivate individuals to achieve and to award compensation based on corporate and individual results.

The Board determines the compensation of the Company's directors and NEOs. The Board intends for executive compensation to be consistent with the Company's business plans, strategies and goals. Executive compensation is intended to provide appropriate compensation that permits the Company to attract and retain highly qualified and experienced senior executives and to encourage superior performance by the Company. The Company's compensation policies are intended to motivate individuals to achieve and to award compensation based on corporate and individual results.

The Company has adopted a Share Compensation Plan to assist the Company in attracting, retaining and motivating directors, officer, employees, consultants and contractors of the Company and of its affiliates and to closely align the personal interests of such service providers with the interests of the Company and its shareholders. See "*Share Compensation Plan*."

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 *Audit Committees* of the Canadian Securities Administrators ("**NI 52-110**") requires the Company, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following:

Audit Committee Mandate and Terms of Reference for Chair

The mandate and responsibilities of the audit committee of the Board (the "**Audit Committee**") can be found in the Audit Committee Charter, which is attached to this Circular as Schedule "A".

Composition of the Audit Committee

Name	Independent/Not Independent ⁽¹⁾	Financially Literate ⁽²⁾
James Keane ⁽³⁾	Independent	Financially Literate
Quinton Singleton	Independent	Financially Literate
Chris Grove	Non-Independent	Financially Literate

Notes:

(1) A member is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board of Directors, reasonably interfere with the exercise of that member's independent judgment.

(2) A member is financially literate if such member has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issued that can reasonably be expected to be raised by the Company's financial statements.

(3) James Keane is the chair of the Audit Committee.

All of the proposed members of the Audit Committee are considered to be financially literate as required by section 1.6 of NI 52-110.

Relevant Education and Experience

Information regarding the relevant education and experience of the members of the Audit Committee is set out above in the sections titled "*Particulars of Matters to be Acted Upon – Election of Directors*". Each member of the Audit Committee has an understanding of the business in which the Company is engaged and has an appreciation of the financial issues and accounting principles that are relevant in assessing the Company's financial disclosures and internal control systems.

Audit Committee Oversight

At no time since the commencement of the Company'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

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

Pre-Approval Policies and Procedures

The Audit Committee reviews all non-audit services and pre-approves all non-audit services to be provided to the Company by its external auditors.

External Auditor Service Fees (By Category)

Fees incurred with the Company's external auditors in each of the last two financial years are outlined in the following table:

Nature of Services	Fees Paid or Payable to Auditor for Year Ended December 31, 2024 (\$)	Fees Paid or Payable to Auditor for Year Ended December 31, 2023 (\$)
Audit Fees	122,461	387,543
Audit-Related Fees	Nil	Nil
Tax Fees	Nil	60,182
All Other Fees	Nil	Nil
Total	122,461	447,725

Exemption

The Company is relying upon the exemption in section 6.1 of NI 52-110 in respect of the composition of its audit committee and in respect of its reporting obligations.

CORPORATE GOVERNANCE

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 Company. National Instrument 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101") the Company is required to disclose its corporate governance practices, as summarized below. The Board will

continue to monitor such practices on an ongoing basis and when necessary implement such additional practices as it deems appropriate.

Board of Directors

The Company's Board is composed of three directors. At the Meeting the Company proposes to fix the number of directors for the ensuing year at three (3).

Director Independence

The Board consists of three directors. A majority of the Board qualify as "independent". An "independent" director is a director who has no direct or indirect "material relationship" with the Company. A "material relationship" means a relationship which could, in the view of the Company's Board, reasonably interfere with the exercise of a member's independent judgment. Section 1.4 of National Instrument 52-110 – *Audit Committees* contains further clarification of the meaning of "independence" and what constitutes a "material relationship".

The Board has two "independent" directors: Mr. James Keane and Mr. Quinton Singleton. The remaining director, Mr. Chris Grove, is not considered "independent". In assessing the requirements under NI 58-101 and making the foregoing determinations, the circumstances of each director have been examined in relation to a number of factors. Directors are expected to attend Board meetings and meetings of committees on which they serve and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. While the board is not entirely "independent" the Board ensures independent judgement is used by relying on the Audit Committee for significant financial and compensatory decisions. All of the directors on both of those committees are "independent". Additionally, when considering the constitution of the Board, the Company endeavors to ensure that individuals elected to the Board will act with integrity in exercising their judgment in the best interests of the Company and its shareholders. Independent directors have informal conversations that exclude non-independent directors and members of management to facilitate open and candid discussion.

Board and Committee Meetings

Please refer to the disclosure in "**Election of Directors**" section of this Information Circular.

Board Mandate

The Board of Directors has adopted a written mandate for the Board which is attached hereto as Schedule "B" and is posted on the Company's website at <https://fansunite.com/investors/>.

The Board facilitates independent supervision of management through meetings of the Board and through frequent informal discussions among independent members of the Board and management. In addition, the Board has access to the Company's external auditors, legal counsel and to any of the Company's officers.

The Board has a stewardship responsibility to supervise the management of and oversee the conduct of the business of the Company, provide leadership and direction to management, evaluate management, set policies appropriate for the business of the Company and approve corporate strategies and goals.

The Board delegates the day-to-day management of the business and affairs of the Company to the senior officers of the Company. The Board gives direction and guidance through the CEO to management and keeps management informed of its evaluation of the senior officers in achieving and complying with goals and policies established by the Board.

The Board discharges its responsibilities directly through its committees, currently consisting of the Audit Committee. The Board recommends nominees to the shareholders for election as directors, and immediately following each annual general meeting appoints an Audit Committee.

The Board exercises its independent supervision over management by its policies that (a) periodic meetings of the Board be held to obtain an update on significant corporate activities and plans; and (b) all material transactions of the Company are subject to prior approval of the Board. To facilitate open and candid discussion among its independent directors, such directors will be encouraged to communicate with each other directly to discuss ongoing issues pertaining to the Company.

Orientation and Continuing Education

The Board has not adopted formal policies respecting continuing education for Board members. Board members are encouraged to communicate with management, legal counsel, auditors and consultants of the Company, to keep themselves current with industry trends and developments and changes in legislation with management's assistance, and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

Ethical Business Conduct

The Board promotes ethical business conduct by nominating Board members it considers ethical, by avoiding or minimizing conflicts of interest and by having a sufficient number of its Board members independent of corporate matters.

The Board has found that the fiduciary duties placed on individual directors by governing corporate legislation and the common law, and the restrictions placed by the British Columbia *Business Corporations Act* (the "**BCBCA**"), on an individual director's participation in decisions of the Board in which the director has an interest, have helped to ensure that the Board operates independently of management and in the best interests of the Company.

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of a company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, if a director of a company also serves as a director or officer of another company engaged in similar business activities to the first company, that director must comply with the conflict of interest provisions of the BCBCA, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors that evoke such a conflict. The Board requires that directors provide disclosure to it of all boards and committees of which they are members and all offices held in other reporting issuers. The Board also requires conflicts of interest to be disclosed to the Board. In the event that conflicts of interest arise, a director who has such a conflict is required to disclose the conflict and to abstain from voting for or against any decision related to that matter. In addition, in considering transactions and agreements in respect of which a director has a material interest, the Board will require that the interested person absent themselves from portions of Board or committee meetings so as to allow independent discussion of points in issue and the exercise of independent judgment.

The Board has adopted a number of policies and guidelines to encourage and promote a culture of ethical business conduct, including a code of business conduct (the "**Code of Business Conduct**"), an insider trading policy (the "**Insider Trading Policy**"), a disclosure and confidentiality policy (the "**Disclosure and Confidentiality Policy**"), and a whistleblower policy (the "**Whistleblower Policy**"), all of which are available on the Company's website at <https://fansunite.com/investors/>. Each of these policies identifies clear protocol for stakeholders to escalate issues via either prescribed reporting lines or to designated individuals responsible for executing our policies.

The Code of Business Conduct sets the guidelines and expectations regarding conduct on the part of directors, officers, employees and contractors of the Company. All directors of the Company are required to acknowledge, via an annual electronic survey, that they are familiar with and understand the Code of Business Conduct and that they are in compliance with it.

The Insider Trading Policy provides additional measures to ensure ethical business conduct, such as policies and requirements regarding insider trading and trading black-out periods. The Board monitors compliance with the Insider Trading Policy through various means, including requiring all corporate personnel to sign a certificate upon employment and periodically certifying compliance. The CEO and the CFO are responsible for administering the policy, monitoring reporting by reporting insiders, organizing training sessions, and proposing revisions to the policy as necessary. The CEO and CFO periodically request confirmation from reporting insiders to ensure that reported results remain current. This monitoring is intended to detect any inadvertent breaches of the Insider Trading Policy and to remedy those situations promptly.

The Disclosure and Confidentiality Policy provides the approach of the Company to disclosure of material information and maintaining the confidentiality of information. This policy is intended to complement the Company's existing Insider Trading Policy. The Board monitors compliance with the Disclosure and Confidentiality Policy through various means, including requiring all corporate personnel to sign a certificate upon employment and periodically certifying compliance.

The Whistleblower Policy provides an avenue for directors, officers and employees of the Company to express concerns regarding the Company's accounting policies; financial reports; money laundering and funding of terrorism; fraud or misappropriation of funds; failure to comply with or breach of, legal or regulatory requirements; bribery and corruption; illegal conduct, such as theft, violence or threatened violence and criminal damage against property; danger to health and safety; danger to the environment; breach of customer confidentiality and privacy discrimination and harassment; engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed to have made or to be planning to make a disclosure, without adverse employment consequence. Members of the compliance forum (the "**Compliance Forum**") are responsible for overseeing the monitoring of and response to concern. The Compliance Forum is responsible for establishing procedures with regards to the receipt, retention and treatment of concerns, including procedures with regard to confidential submission of concerns. The Compliance Forum is also responsible for reviewing this policy and whistleblower procedures, developing employee awareness initiatives (sharing best practices, training, communication materials) and appointing responsible persons to carry out these initiatives, appointing Whistleblower Report Officers, and advising senior management on the implementation and embedding of this Policy.

Nomination of Directors

The Company does not have a stand-alone nomination committee. The full Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the industry are consulted for possible candidates. It is not anticipated that the Board will adopt a formal process to determine new nominees in the next year.

Compensation

The Board will conduct reviews with regard to directors' and officers' compensation at least once a year. For information regarding the steps taken to determine compensation for the directors and the executive officers, see "*Statement of Executive Compensation – Named Executive Officer Compensation*" herein. For more information on the Compensation

Other Board Committees

The Board has no other committees other than the Audit Committee.

Audit Committee

For additional information with respect to the Audit Committee of the Company, see "*Audit Committee*".

Assessments

The Board and each individual director are regularly assessed regarding their effectiveness and contribution. The assessment considers and takes into account: (1) in the case of the Board, its mandate; and (2) in the case of an individual director, the applicable position description(s), if any, as well as the competencies and skills each individual director is expected to possess.

MANAGEMENT CONTRACTS

Management functions of the Company or any subsidiary of the Company are not, to any substantial degree, performed by a person other than the directors or executive officers of the Company or its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth in this Management Proxy Circular, no informed person of the Company, no proposed nominee for election as a director of the Company 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 Company's most recently completed financial year or in any proposed transaction that, in either case, has materially affected or would materially affect the Company or any of its subsidiaries. The term "informed person" as defined in National Instrument 51-102 *Continuous Disclosure Obligations* includes a director or executive officer of the Company, or any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, other than voting securities held by the person or company as underwriter in the course of a distribution.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere in this Management Proxy Circular, none of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company'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.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, proposed nominee for election as director, executive officer or their respective associates or affiliates, other management of the Company, employees, or former executive officers, directors or employees were indebted to the Company or any of its subsidiaries or is or has been indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, as of the end of the most recently completed financial year or as at the date hereof, other than routine indebtedness.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.com.

Financial information is provided in the Company's comparative annual financial statements and Management Discussion and Analysis for its most recently completed financial year. To request copies of

the Company's financial statements and Management Discussion and Analysis, please contact Graeme Moore, the Chief Financial Officer of the Company, at #303 – 780 Beatty Street, Vancouver, British Columbia, V6B 2M1; telephone 604 329-8669; graeme@fansunite.com.

OTHER MATTERS

Management knows of no other matters to come before the Meeting, other than those referred to in the Notice of Meeting. However, if any other matters which are not known to management shall properly come before said Meeting, the Form of Proxy given pursuant to the solicitation by management will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

DIRECTORS' APPROVAL

The contents of this Circular and its distribution to shareholders have been approved by the Board.

Dated at Vancouver, British Columbia, May 11, 2025.

BY ORDER OF THE BOARD

"Graeme Moore" (signed)

Graeme Moore, Interim Chief Executive Officer and Chief Financial Officer

SCHEDULE "A"

AUDIT COMMITTEE CHARTER FANSUNITE ENTERTAINMENT INC.

I. PURPOSE

The Audit Committee Charter (the "**Charter**") outlines the duties and responsibilities of the Audit Committee (the "**Committee**") is, subject to applicable laws and the Company's constating documents, to:

- (a) assist the board of directors (the "**Board of Directors**" or "**Board**") of FansUnit Entertainment Inc. (the "**Company**") in fulfilling its oversight responsibilities by reviewing and reporting on the financial information which will be provided to shareholders and others, the system of corporate internal controls which management and the Board have established, and the audit process;
- (b) identifying the principal risks of the Company and its subsidiaries and ensuring the implementation of appropriate systems to monitor those risks;
- (c) reviewing accounting principles, capital budgeting and major transactions (acquisitions, divestitures and funding);
- (d) increasing the credibility and objectivity of financial reports;
- (e) facilitating better communication between directors of the Company (the "**Directors**"), financial and senior management and the external auditor;
- (f) ensuring the external auditor's independence and appraise their performance; and
- (g) reviewing compliance with applicable legal and regulatory requirements.

II. COMPOSITION AND TERM OF OFFICE

- A. Members of the Committee are appointed for a one (1) year term at the first meeting of the Board following the annual meeting of shareholders of the Company. Members of the Committee may be removed from office or replaced at any time by the Board. Any member shall cease to be a member upon ceasing to be a Director. Each member of the Committee shall hold office until the close of the next annual meeting of shareholders of the Company or until the member ceases to be a director, resigns or is replaced, whichever first occurs.
- B. The Committee shall consist of at least three (3) Directors or such greater number as the Board may determine from time to time and all members of the Committee shall be "independent" (as such term is used in National Instrument 52-110 – *Audit Committees* ("**NI 52-110**") unless the Board determines that the exemption contained in NI 52 110 is available and determines to rely thereon.
- C. All of the members of the Committee must be "financially literate" (as defined in NI 52-110) unless the Board determines that an exemption under NI 52-110 from such requirement in respect of any particular member is available and determines to rely thereon in accordance with the provisions of NI 52-110.
- D. The Chair of the Committee shall be appointed by the Board of Directors. In the absence of the appointed Chair from any meeting of the Committee, the members shall elect a Chair from those in attendance to act as Chair of the meeting.

- E. The Chief Financial Officer (“**CFO**”) will act as the management liaison for the Committee.
- F. The Committee will meet not less than four (4) times per year.
- G. The quorum for the Committee is a majority of members.

III. FINANCIAL REPORTING

The Committee will have the following duties and responsibilities:

- A. Review and recommend to the Board the annual financial reports (annual information form, management information circular, NI 52-110F1, financial statements, managements’ discussion & analysis (“**MD&A**”), reports to shareholders and press releases) for approval.
- B. Review and recommend to the Board the quarterly financial reports (financial statements, MD&A, reports to shareholders and press releases) for approval.
- C. Be satisfied that for all other public disclosures or information that is extracted or derived from the financial statements, that management has procedures in place to review such information, and periodically assess the adequacy of such procedures.
- D. Review and approve any other press releases that relate to material financial disclosures.
- E. Review and recommend any changes to accounting policies to the Board.
- F. Review with the auditors any areas of judgment or where estimates have been made, including effects of alternatives under generally accepted accounting principles.

IV. OTHER REVIEW PROCEDURES

The Committee will have the following duties and responsibilities:

- A. Review with management the opportunities and risks inherent in the business and the effectiveness of the controls thereon, including risk mitigation and management strategies.
- B. Oversee management reporting on and review of adequacy of internal controls (while it is management’s responsibility to design and implement an effective system of internal control, it is the responsibility of the Audit Committee to ensure that management has done so).
- C. Gain reasonable assurance that the Company complies with all applicable laws, regulations, rules, policies and other requirements of governments, regulatory agencies and stock exchanges relating to financial reporting and disclosure.
- D. Review material transactions (acquisitions, divestitures and funding).
- E. Review policies and compliance with same that require significant actual or potential liabilities, contingent or otherwise, to be reported to the Committee in a timely fashion.
- F. Approve annually the reasonableness of the expenses of the Executive Chairman, President, CEO and CFO.

V. EXTERNAL AUDITORS

The Committee will recommend to the Board, for shareholder approval, an external auditor to examine the Company's accounts, control and financial statements on the basis that the external auditor is accountable to the Board and the Committee as representatives of the shareholders of the Company.

The external auditor reports directly to the Committee with unrestricted access and will meet at least quarterly with the Committee. Matters discussed will include the annual audit, quarterly reviews, the quality of the Company's accounting policies and principles, and the adequacy and effectiveness of the Company's internal control and management information systems. In-camera sessions with the external auditors will be held quarterly or as determined by the Committee. In addition, the Committee will have the following duties and responsibilities:

- A. Provide approval and recommend to the Board the external auditor's remuneration, or their discharge.
- B. Provide oversight to the audit engagement by way of a direct reporting relationship with the external auditor and ensure their independence.
- C. Evaluate the audit services provided by the external auditor.
- D. Review external audit plans for the year.
- E. Review with the external auditors any difficulties which arose during the course of their engagement, any restrictions on the scope of activities or access to requested information, and any disagreements with management regarding financial reporting.
- F. Obtain and review, at least annually, a written report by the external auditor setting out the auditor's internal quality-control procedures, any material issues raised by the auditor's internal quality-control reviews and the steps taken to resolve those issues.
- G. Review, at least annually, the relationship between the Company and the external auditor in order to establish the independence of the external auditor.
- H. Pre-approve all audit and non-audit services to be provided by the external auditor (which may be delegated to one or more members of the Committee for ratification at the next scheduled Audit Committee meeting).
- I. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.

VI. OTHER

The Committee will have the following duties and responsibilities:

- A. Establish and annually review procedures for receipt, retention and treatment of complaints and concerns regarding accounting matters, internal accounting controls and auditing matters or related questionable practices, including confidential, anonymous submissions by employees of concerns regarding questionable accounting or auditing matters. Refer to Whistleblower Policy of the Company.
- B. Ensure for each meeting that minutes are recorded, drafted and circulated on a timely basis to members of the Committee.

- C. Prior to renewals, review Director & Officer Liability insurance and other corporate insurance coverage.

VII. AUTHORITY OF THE AUDIT COMMITTEE

- A. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent counsel and such other advisors as it deems necessary to fulfil its duties and responsibilities. The Committee shall set the compensation and oversee the work of any advisors employed by the Committee.
- B. The Committee has authority to communicate directly with the internal auditors (if any) and the external auditors of the Company. The Committee will also have the authority to investigate any financial activity of the Company. All employees of the Company are to cooperate as requested by the Committee.

VIII. REVIEW OF CHARTER, AMENDMENT AND WAIVER

The Committee shall review this Charter annually and adopt any changes deemed appropriate, subject to approval by the Board.

Last approved by the Board of Directors: September 23, 2022.

SCHEDULE “B”

FANSUNITE ENTERTAINMENT INC. BOARD OF DIRECTORS MANDATE

1. General

The Board of Directors (the “**Board**”) of FansUnite Entertainment Inc. (the “**Company**” or “**FansUnite**”) is responsible for the stewardship of the Company. In discharging its responsibility, the Board will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and will act honestly and in good faith with a view to the best interests of FansUnite. In general terms, the Board will:

- (a) in consultation with the chief executive officer of the Company (the “**CEO**”), define the principal objectives of FansUnite;
- (b) supervise the management of the business and affairs of FansUnite with the goal of achieving FansUnite’s principal objectives as developed in association with the CEO;
- (c) discharge the duties imposed on the Board by applicable laws; and
- (d) for the purpose of carrying out the foregoing responsibilities, take all such actions as the Board deems necessary or appropriate.

2. Specific

2.1 Executive Team Responsibility

- (a) Appoint the CEO and senior officers, approve their compensation, and monitor the CEO’s performance against a set of mutually agreed corporate objectives directed at maximizing shareholder value.
- (b) In conjunction with the CEO, develop a clear mandate for the CEO, which includes a delineation of management’s responsibilities.
- (c) Establish processes as required that adequately provide for succession planning, including the appointment, training and monitoring of senior management.
- (d) Establish limits of authority delegated to management.

2.2 Operational Effectiveness and Financial Reporting

- (a) Annual review and adoption of a strategic planning process and approval of FansUnite’s strategic plan, which takes into account, among other things, the opportunities and risks of the business.
- (b) Establish or cause to be established systems to identify the principal risks to FansUnite’s business and ensure that the best practical procedures are in place to monitor and mitigate the risks.
- (c) Establish or cause to be established processes to address applicable regulatory, corporate, securities and other compliance matters.
- (d) Establish or cause to be established an adequate system of internal controls.

- (e) Establish or cause to be established due diligence processes and appropriate controls with respect to applicable certification requirements regarding FansUnite's financial and other disclosure.
- (f) Review and approve FansUnite's financial statements and oversee FansUnite's compliance with applicable audit, accounting and reporting requirements.
- (g) Approve annual operating and capital budgets.
- (h) Review and consider for approval all amendments or departures proposed by management from established strategy, capital and operating budgets.
- (i) Review operating and financial performance results relative to established strategy, budgets and objectives.

2.3 Integrity/Corporate Conduct

- (a) Establish and review a communications policy or policies to ensure that a system for corporate communications to all stakeholders exists, including processes for consistent, transparent, regular and timely public disclosure, and to facilitate feedback from stakeholders.
- (b) Approve a Code of Business Conduct (the "**Code**") for directors, officers, employees and contractors and monitor compliance with the Code and approve any waivers of the Code for officers and directors.
- (c) To the extent feasible, satisfy itself as to the integrity of the CEO and other executive officers of the Company and that the CEO and other executive officers create a culture of integrity throughout FansUnite and demonstrate a commitment to conducting business ethically and legally and in a manner that is fiscally, environmentally and socially responsible.

2.4 Board Process/Effectiveness

- (a) Attempt to ensure that Board materials are distributed to directors in advance of regularly scheduled meetings to allow for sufficient review of the materials prior to such meetings. Directors are expected to attend all meetings.
- (b) Engage in the process of determining Board member qualifications including ensuring that the required number of directors qualify as independent directors and that the appropriate number of independent directors are on each committee of the Board as required under applicable securities rules and requirements.
- (c) Approve the nomination of directors.
- (d) Provide a comprehensive orientation to each new director and provide for ongoing training and/or continuing education for directors as deemed appropriate.
- (e) Establish an appropriate system of corporate governance including practices to ensure the Board functions independently of management.
- (f) Establish appropriate practices for the regular evaluation of the effectiveness of the Board, its committees and its members.

- (g) Establish committees and approve their respective mandates of charters and the limits of authority delegated to each committee.
- (h) Review and re-assess the adequacy of the mandates and charters of the committees of the Board on a regular basis.
- (i) Appoint members to committees and appoint the chairperson of each committee. In this regard, consideration should be given to rotating committee members from time to time and to the special skills of particular directors.
- (j) Review the adequacy and form of the directors' compensation to ensure it realistically reflects the responsibilities and risks involved in being a director.

Each member of the Board is expected to understand the nature and operations of FansUnite's business, and have an awareness of the political, economic and social trends prevailing in all countries or regions in which FansUnite operates, or is contemplating potential operations.

Independent directors shall meet regularly, and in no case less frequently than quarterly, without non-independent directors and management participation.

The Board may retain persons having special expertise and may obtain independent professional advice to assist it in fulfilling its responsibilities at the expense of the Company, as determined by the Board.

In addition to the above, adherence to all other Board responsibilities as set forth in the Company's Articles, applicable policies and practices and other statutory and regulatory obligations, such as issuance of securities, etc., is expected.

2.5 Delegation

- (a) The Board may delegate its duties to, and receive reports and recommendations from, any committee of the Board.
- (b) Subject to terms of the Disclosure and Confidentiality Policy, Insider Trading Policy, and other policies and procedures of FansUnite, the Chair of the Board will act as a liaison between stakeholders of FansUnite and the Board (including independent members of the Board).

Last approved by the Board of Directors: September 23, 2022.