



FansUnite Entertainment Inc.

MANAGEMENT DISCUSSION AND ANALYSIS

For the year ended December 31, 2024

NOTICE

This management's discussion and analysis ("MD&A") of the performance, financial condition and results of operations of FansUnite Entertainment Inc. ("FansUnite", "FANS", "we", "us", "our" or the "Company") is dated April 30, 2025 (unless otherwise indicated) and is based on currently available information. It should be read in conjunction with the Company's audited consolidated financial statements and the related notes thereto for the years ended December 31, 2024 and 2023 (the "Financial Statements").

All financial information is presented in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB"). Unless otherwise indicated, references to "\$" or "dollars" are to Canadian dollars and references to "US\$" are to United States dollars. All figures in the MD&A are reported in thousands, except for per share, stock option, Common Share, percentages and unit amounts. Certain prior period amounts have been reclassified to conform with current period presentation.

Readers should read "Cautionary Note Regarding Forward-Looking Statements and Information" at the end of the MD&A, which explains the basis for and limitations of statements throughout this report that are not historical facts and may be considered "forward-looking statements" or "future oriented financial information" under securities regulations.

RISKS AND UNCERTAINTIES

Certain factors may have a material adverse effect on the Company's business, financial condition, and results of operations. Current and prospective investors should carefully consider the risks and uncertainties and other information contained in this MD&A, including under the heading "Financial Risk Management" and "Other Risks and Uncertainties", and in other filings that the Company has made and may make in the future with applicable securities authorities, including those available on SEDAR+ at www.sedarplus.ca. The risks and uncertainties described herein and therein are not the only ones the Company may face. Additional risks and uncertainties that the Company is unaware of, or that the Company currently believes are not material, may also become important factors that could adversely affect the Company's business. If any of such risks actually occur, the Company's business, financial condition, results of operations, and future prospects could be materially and adversely affected. In that event, the trading price of the common shares of the Company (the "Common Shares") (or the value of any other securities of the Company) could decline, and the Company's securityholders could lose part or all of their investment.

The Company has operated in the sports and casino betting industry and as such is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business. Please refer to the cautionary note regarding forward-looking statements and information at the back of this MD&A. These risks may not be the only risks faced by the Company. Additional risks and uncertainties not presently known by the Company or which are presently considered immaterial may also adversely impact the Company's business, results of operations and financial performance. The most significant risks and uncertainties faced by the Company are as follows:

- Limited operating history;
- Negative cash flow;
- Going-concern risk (as further described below);
- No realized profits to date;
- Operational risks;
- Cybersecurity risks;
- Risk of safeguarding against security and privacy breaches;
- Risks associated with acquisitions;
- Financial projections may prove materially inaccurate or incorrect;
- Competition in general;
- Management of growth;
- The success of the Company will be dependent upon the ability, expertise, judgment, discretion, and good faith of its key executives and a number of highly skilled and experienced executives and personnel;
- Risks related to technical infrastructure and disruption in services;
- Reliance on third-party owned communication networks;
- Risks relating to insurance;
- Requirements for further financing;
- Conflicts of interest;
- The Company's intellectual property may be insufficient to properly safeguard its technology and brands;
- Inability to leverage technology;
- The Company may be party to intellectual property infringement or invalidity claims and adverse outcomes of litigation could unfavorably affect its operating results;
- Risks relating to existing and future investments;
- The Company may be subject to litigation claims through the ordinary course of its business operations or otherwise;
- Damage to the Company's reputation can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether true or not;
- The online gaming industry is heavily regulated;
- FansUnite's investments are subject to applicable anti-money laundering laws and regulations;
- Complex and evolving domestic and foreign laws and regulations regarding the Internet, privacy, data protection, competition, consumer protection and other matters;
- Social responsibility concerns and public opinion can significantly influence the regulation of online gaming;
- The Company may be subject to regulatory investigations;
- The Company is subject to regulations related to data privacy, data use and data security in the jurisdictions in which the Company will do business;
- The online gaming, interactive entertainment and affiliate marketing industries are relatively new and continue to evolve;
- Competition in online gaming and interactive entertainment industries;

- Growth and consolidation in the online gaming and interactive entertainment industries;
- Risks related to the public listing;
- Market price of Common Shares and volatility;
- The Company may require additional funding to finance operations that could be potentially dilutive to current shareholders;
- Transactions engaged in by the Company's largest shareholders, the directors or officers;
- General and global economic risks;
- The demand for entertainment and leisure activities, including gaming, can be highly sensitive to changes in consumers' disposable income, and thus can be affected by changes in the economy and consumer tastes, both of which are difficult to predict and beyond the Company's control; and
- The Company's operations could be affected by the economic context should the unemployment level, interest rates or inflation reach levels that influence consumer trends and consequently, impact the Company's sales and profitability.

For further information on each individual risk factor, please see the Company's Annual Information Form dated April 30, 2025 available on SEDAR+ at www.sedarplus.ca.

FORWARD-LOOKING STATEMENTS

Certain statements in this MD&A are forward-looking statements, which reflect our management's expectations regarding our future growth, results of operations, performance and business prospects and opportunities including statements related to:

- continued optimization of the Company's business in line with its goal to maximize shareholder return;
- availability of financing and projected costs and expenses;

Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of the date of this report. For further information, see also "*Cautionary Note Regarding Forward-Looking Statements and Information*" at the end of this MD&A.

The risks, uncertainties and other factors that could influence actual results are described in the "Risks and Uncertainties" section of this report. The forward-looking statements contained herein are based on information available as of the date of this report.

NON-IFRS MEASURES

This MD&A makes reference to certain non-IFRS measures and operating metrics. These measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing

further understanding of our results of operations from management’s perspective. Such non-IFRS measures are operating metrics used in our industry. We also include these measures because we believe certain investors use these measures and metrics as a means of assessing financial performance and that such measures highlight trends in our financial performance that may not otherwise be apparent when one relies solely on IFRS measures. Management also uses non-IFRS measures in order to facilitate operating performance comparisons from period to period and to prepare annual operating budgets and forecasts. Non-IFRS measures should not be considered in isolation, nor as a substitute for analysis of the financial information reported under IFRS including revenue, net income, cash flows generated by operating, investing or financing activities, or other financial statement data presented in accordance with IFRS, and may not be comparable to similarly titled measures used by other companies.

OVERVIEW

FansUnite was incorporated on March 26, 2020 under the laws of the province of British Columbia with its head office in Vancouver, British Columbia. The Company is a sports and entertainment company, focusing on services related to regulated and lawful online sports betting, casino and other related products.

On June 27, 2024, FANS entered into a stock purchase agreement (the “Stock Purchase Agreement”) with its wholly owned subsidiary, FansUnite US Inc. (“FansUS”), GeoComply Solutions Inc. (“GeoComply”), and Hero Group Corp. as the purchaser (the “Purchaser”), which set out, among other things, the terms and conditions upon which FANS proposed to sell 100% of the equity interest in FansUS and its wholly-owned subsidiary, American Affiliate Co. LLC (“American Affiliate”), which holds the Betting Hero assets, to the Purchaser for total cash consideration of US\$37,500 (the “Sale Transaction”). The Sale Transaction marked FansUnite’s exit from the sports betting affiliate market and constituted the disposition of all or substantially all of FANS’ undertaking under the *Business Corporations Act* (British Columbia) and accordingly required approval of the holders (the “Shareholders”) of the Company’s issued and outstanding shares (the “Common Shares”) under applicable corporate and securities laws.

The proposed Sale Transaction was the result of the review of strategic alternatives by the board of directors of FANS (the “Board”), the special committee of independent directors of FANS and each of their respective legal counsel and advisors, as further described in the management information circular (the “Circular”) dated July 5, 2024, as filed July 11, 2024 on SEDAR+, in the section entitled “Business of the Meeting – Sale of All or Substantially All of the Company’s Assets”.

A special meeting of the Shareholders (the “Meeting”) was held on August 13, 2024 whereby the Shareholders were asked to consider and approve: (i) a special resolution authorizing the Sale Transaction; (ii) a special resolution authorizing the reduction in the capital (the “Capital Reduction”) of the Common Shares to facilitate the Distribution, to be implemented only in the event that the Sale Transaction is completed; and (iii) an ordinary resolution authorizing, subject to the completion of the Sale Transaction and Capital Reduction, the voluntary delisting of the Common Shares from the TSX. At the Meeting, the Shareholders approved each of these resolutions.

Upon completion of the Sale Transaction, FANS no longer met the listing requirements of the Toronto Stock Exchange (the “TSX”) and voluntarily delisted its Common Shares from the TSX and withdrew its

OTCQB quotation on August 21, 2024. The Company has retained approximately \$500 in net cash to explore new business opportunities for the economic benefit of its Shareholders.

Following completion of the Sale Transaction, the Company made a distribution to the Shareholders (the “Distribution”) by way of a return of capital on the Common Shares, of \$0.0725 per common share on August 29, 2024. The amount and timing of the Distribution was determined by the Board exercising its fiduciary duty and subject to applicable solvency or other legal or contractual requirements. The Distribution was made after payment of all fees and taxes associated with the Sale Transaction, and settlement of all Company liabilities.

FINANCIAL AND OPERATIONAL OUTLOOK

After the closing of the Sale Transaction, the Company no longer has any material property or assets other than cash-on-hand and long-term investments. The Company has retained approximately \$500 in cash to explore new business opportunities for the economic benefit of its Shareholders.

FINANCIAL POSITION AND PERFORMANCE

Year ended December 31, 2024:

	Consolidated
Total revenue	-
Total cost of revenue	-
Total operating expense	4,202
Total assets	6,193
Total liabilities	474

Year ended December 31, 2023:

	Consolidated
Total revenue	-
Total cost of revenue	-
Total operating expense	3,646
Total assets	57,424
Total liabilities	27,245

The following information is derived from the unaudited interim consolidated financial statements for the three-month periods then ended and represents results from continuing operations:

Fiscal Quarter Ended	Revenue	Net Income (Loss) for the Period	Income (Loss) per share	Total Assets	Total Non-Current Liabilities
December 31, 2024	-	(357)	(0.00)	6,193	-
September 30, 2024	-	(645)	(0.00)	6,447	-
June 30, 2024	-	(1,746)	(0.00)	48,747	-
March 31, 2024	-	(1,090)	(0.00)	55,581	-
December 31, 2023	-	(497)	(0.00)	57,424	2,231
September 30, 2023	-	(773)	(0.00)	61,463	3,065
June 30, 2023	-	(1,149)	(0.00)	65,714	7,183
March 31, 2023	-	(1,072)	(0.00)	75,110	15,319

RESULTS FOR THE YEAR ENDED DECEMBER 31, 2024

Net Loss from Continuing Operations

Net loss from continuing operations for the year ended December 31, 2024 was \$3,839 (2023: \$3,491). The change in the loss is partially attributed to salaries and wages which increased to \$2,192 from \$1,381 in the same period in the prior year, as the Company was required to terminate all of its employees, and pay out all contractual and legal termination obligations. The Company had no revenue in 2024 or 2023 from continuing operations. During the current period the Company experienced professional fees of \$1,054 compared to \$1,586 in the same period in the prior year, as legal fees decreased during the period after disposition.

Total Assets

Total assets decreased to \$6,193 as at December 31, 2024 (2023: \$57,424). The decrease is primarily due to the sale of FansUnite US Inc and the AmAff business.

Total Liabilities

Total liabilities decreased to \$474 as of December 31, 2024 (2023: \$27,245). The Company settled all

liabilities that it had incurred during its life, and the only significant remaining accruals are due to professional services and related parties for the maintenance of the Company.

Discussion of Cash Flows

For the year ended December 31, 2024, the Company's cash position decreased by \$457 (2023: \$687). The decrease in cash is largely due to the fact that the Company distributed as much cash as possible (\$26,067) to shareholders, holding enough only to settle outstanding liabilities, and to meet liquidation requirements as the Board and management explore new business opportunities for the economic benefit of the Company's Shareholders

Net Loss from Discontinued Operations, Affiliate

Due to the sale of FansUnite US Inc, the Affiliate segment is considered a discontinued operation as at December 31, 2024. Net loss from discontinued operations for the Affiliate segment for the year ended December 31, 2024 was \$6,547 (2023: \$16,445). In the period, Affiliate had revenues of \$16,058 (2023: \$23,719) and gross margin of \$9,945 (2023: \$14,879). The decrease in revenues was largely due to the fact that the Affiliate segment was sold on August 15, 2024. There were also selling, general and administrative costs of \$17,788 (December 31, 2023: \$35,663). These were largely salaries and wages, professional fees, and general and administrative expenses that will not affect the Company's financial position going forward.

RESULTS FOR THE THREE MONTHS ENDED DECEMBER 31, 2023

Net Loss from Continuing Operations

Net loss from continuing operations for the three months ended December 31, 2024 was \$357 (2023: \$497). This was primarily due to professional fees of \$662 compared to \$292 in the same period in the prior year, as the company closed off various contracts associated with the previous business. The change in the loss is partially offset by salaries and wages which decreased to \$28 from \$310 in the same period in the prior year, as the Company terminated most employees in Q3 2024. The Company had no revenue in 2024 or 2023 from continuing operations.

Net Loss from Discontinued Operations, Affiliate

Due to the sale of FansUnite US Inc, the Affiliate segment is considered a discontinued operation as at December 31, 2024. There was no net loss from discontinued operations in Q4 2024 as the operation was sold in Q3 2024.

LIQUIDITY

The Company has historically relied on the sale of its equity for cash to fund operations and has raised gross proceeds of over \$49,000 to date. As at December 31, 2024 the Company has \$1,770 of cash on hand, \$214 in trade receivable, and \$474 of accounts payable and accrued liabilities. The Company is aware that circumstances involving market prices, economic downturns or overall market sentiment may impact possible future financings.

The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis and has sufficient funds to achieve the Company's short-term and long-term growth objectives. We prepare budgets and cash flow forecasts to assist in managing liquidity risk. We can utilize our cash and cash equivalents to fund our

operating and business development expenditures. We do not expect significant fluctuations in the Company's liquidity as monthly expenses are in line with our budgeting plans.

	December 31, 2024	December 31, 2023	\$ Change
Cash and cash equivalents	1,770	2,227	(457)
Receivables	214	6,079	(5,865)
Prepaid expenses	194	68	126
Working capital ¹	1,654	(1,140)	2,794
Shareholder's equity	5,719	30,179	(24,539)

¹ Refer to the "non-GAAP measure" section at the end of this MD&A.

The Company has contractual payments related to the licensing of event marketing software as follows:

	December 31, 2023	December 31, 2023
12 months	-	142
13 – 24 months	-	35
25 – 36 months	-	-

FINANCIAL RISK MANAGEMENT

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's receivables consist of trade receivables, due primarily from government sales tax receivable. Based on the evaluation of receivables as at December 31, 2024, the Company believes that its receivables are collectible and the Company is not exposed to significant credit risk.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. Prudent liquidity risk management involves maintaining sufficient cash and availability of funding for the business. The Company ensures adequate liquidity through the management of rolling cash flow forecasts, the approval of investment decisions by the Board and the negotiation of appropriate financing facilities. The Company seeks to ensure that there are sufficient funds to meet its short-term business requirements. As at December 31, 2024, excluding contingent consideration, net working capital was \$1,733 (December 31, 2023: deficiency of \$1,140).

Historically, the Company has relied primarily on the sale of its equity for cash to fund operations. While the Company's access to financing is always uncertain, management has shown the ability to raise funds

through the issuance of equity securities as needed, as raises have grossed proceeds of over \$49,000 to date.

Through cost-conscious efforts, we will seek to minimize the need for funding wherever possible, use in-house resources where available. There can be no assurance that additional financing, whether debt or equity, will be available to the Company in the amount required at any particular time or for any period or, if available, it can be obtained on terms satisfactory to the Company.

Foreign Currency Risk

Foreign currency exchange risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currencies. The Company has financial assets denominated in Canadian dollars and US dollars. The Company does not hedge its exposure to fluctuations in foreign exchange rates.

CAPITAL RESOURCES

The Company manages its capital structure and adjusts in light of changes in its economic environment and the risk characteristics of the Company's assets. To effectively manage the Company's capital requirements, we prepare budgets and cash flow forecasts to help determine the funds required to ensure the Company has the appropriate liquidity to meet its objectives.

The Company's financial position at December 31, 2024 and the operating cash flows that are expected over the next twelve months lead management to believe that the Company's liquid assets are sufficient to satisfy our working capital requirements. The Company has no commitments for capital expenditures as of December 31, 2024.

Liquidity risks are discussed further in the "Liquidity Risk" section of this MD&A. As of December 31, 2024, the Company had \$1,770 in cash and cash equivalents.

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted.

	Contractual Cash Flows					
	Carrying amount	Total	2 months	3-12 months	13-24 months	25-60 months
Accounts payable and accruals	168	168	168	-	-	-
Amounts due to related parties	262	262	262	-	-	-
Total	474	474	474	-	-	-

OFF-BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements as of December 31, 2024.

OUTSTANDING SHARE DATA

As at April 30, 2025, the Company has 359,557,910 issued and fully paid Common Shares outstanding. As at April 30, 2025 the Company has 53,431,752 warrants outstanding at a weighted average exercise price of \$0.12 per share, zero stock options outstanding, and zero restricted stock units outstanding.

TRANSACTIONS BETWEEN RELATED PARTIES

As at December 31, 2024, the Company owed \$263 to directors and management of the Company (December 31, 2023: advanced \$316) related to expense reports, and contracts that ensured the management fulfilled their duty of putting the company in a position to be an attractive asset with which to pursue future business opportunities.

Key Management Compensation

The Company's key management personnel have authority and responsibility for overseeing, planning, directing and controlling the activities of the Company and consist of the Company's Board of Directors and the Company's executive leadership team. Such compensation was comprised of:

	December 31, 2024	December 31, 2023
Executive compensation	2,159	884
Share-based payments	45	377
Total	2,204	1,261

PROPOSED TRANSACTIONS

The Company has no proposed transactions that their board of directors or senior management believe is probable as of the date of this MD&A.

MATERIAL ACCOUNTING POLICIES

There were no new or amended accounting policies adopted by the Company for the year ended December 31, 2024.

CRITICAL ACCOUNTING ESTIMATES

The Company's significant accounting estimates are presented in Note 2 in the notes to the Financial Statements.

RECENT ACCOUNTING PRONOUNCEMENTS

As of the date of this MD&A, certain new standards and amendments to existing standards have been published by the IASB that are not yet effective and have not been adopted early by the Company. Management anticipates that all relevant pronouncements will be adopted in the Company's accounting policies for the first period beginning after the effective date of the pronouncement. Upon adoption, such new standards, interpretations, and amendments are not expected to have a material impact on the Company's audited consolidated financial statements.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments consist of cash, restricted cash, investments, digital currencies, accounts receivable, amounts due from related parties, accounts payable, amounts due to related parties, lease liabilities, debt and deferred and contingent consideration. The carrying values of accounts receivable and due from related parties and accounts payable, approximate fair value due to the short-term nature of these instruments. Fair value of financial assets and liabilities, information related to risk management positions and discussion of risks associated with financial assets and liabilities are presented in the Company's audited consolidated financial statements.

The Company does not foresee liquidity risks associated with financial instruments or any working capital deficiencies in the short term. Further, the Company does not foresee any practical restrictions on the ability of subsidiaries to transfer funds to our company.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the financial statements, is the responsibility of Management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgements and have been accurately reflected in the accompanying financial statements.

Management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements in accordance with IFRS. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

OTHER RISKS AND UNCERTAINTIES

Going-Concern Risk

As at December 31, 2024, the Company had net working capital of \$1,733 (December 31, 2023: \$(1,140)) and an accumulated deficit of \$111,151 (December 31, 2023: \$115,238). For the year ended December 31, 2024, the Company reported net income of \$4,085 (December 31, 2023: loss of \$16,695) and cash flow used in operations of \$1,456 (December 31, 2023: \$3,034). The Company is dependent on external sources of funding to continue operations. These conditions cast significant doubt on the Company's ability to continue as a going concern. These audited consolidated financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore to realize its assets and discharge its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying audited consolidated financial statements. Those adjustments could be material.

NON-GAAP MEASURES

Non-GAAP and supplementary financial measures, including non-GAAP ratios not recognized under IFRS are provided where management believes they assist the reader in understanding the Company's results. The calculations of the non-GAAP and supplementary financial measures are consistent with the prior year comparable periods. The Company utilizes the following terms for measurement within the MD&A that do not have a standardized meaning or definition as prescribed by IFRS and therefore

may not be comparable with the calculation of similar measures by other entities and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP.

A non-GAAP financial measure: (a) depicts the historical or expected future financial performance, financial position or cash of the Company; (b) with respect to its composition, excludes an amount that is included in, or includes an amount that is excluded from, the composition of the most comparable financial measure presented in the primary consolidated financial statements; (c) is not presented in the primary financial statements of the Company; and (d) is not a ratio. Non-GAAP financial measures presented and discussed in this MD&A are as follows:

“Working Capital” represents current assets minus current liabilities excluding any current contingent consideration liability.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS AND INFORMATION

Certain statements in this MD&A are forward-looking statements, which reflect our management’s expectations regarding our future growth, results of operations, performance and business prospects and opportunities including statements related to: the development of existing and future products and business lines, including American Affiliate; the continued optimization of the Company’s business in line with its goal to move towards profitability and stability without impacting the growth of its revenue generating segment; and continued customer acquisition and revenue growth; expansion in its current jurisdictions and to new markets; and availability of financing and projected costs and expenses. Forward looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Forward-looking statements are often, but not always, identified by the use of words such as “seek”, “anticipate”, “plan”, “continue”, “estimate”, “expect”, “may”, “will”, “project”, “predict”, “potential”, “targeting”, “intend”, “could”, “might”, “would”, “should”, “believe”, “objective”, “ongoing”, “imply” or the negative of these words or other variations or synonyms of these words or comparable terminology and similar expressions. Although the Company and management believe the expectations reflected in such forward-looking statements are reasonable and are based on reasonable assumptions and estimates as at the date hereof, there can be no assurance that these assumptions or estimates are accurate or that any of these expectations will prove accurate. Forward-looking statements are inherently subject to significant business, regulatory, economic and competitive risks, uncertainties and contingencies that could cause actual events to differ materially from those expressed or implied in such statements.

These statements are based on management’s current expectations and are subject to a number of risks, uncertainties and assumptions. Specific factors and assumptions related to continuing operations include the following:

- customer and operator preferences and changes in the economy;
- reputation and brand growth;
- competition and the competitive environment within addressable markets and industries;
- macroeconomic conditions and trends in the gaming industry;
- ability to predict fluctuations in financial results from quarter to quarter;
- ability to mitigate tax risks and adverse tax consequences, including changes in tax laws or administrative policies relating to tax and the imposition of new or additional taxes, other point of consumption taxes, corporate tax, and gaming duties;

- the Company's negative cash-flows;
- impact of inability to complete future or announced acquisitions, dispositions, mergers or other business combinations;
- potential litigation could be instituted against the Company and/or its directors;
- an ability to realize all or any of the Company's estimated synergies and cost savings in connection with acquisitions;
- ability to mitigate foreign exchange and currency risks;
- current and future laws or regulations and new interpretations of existing laws or regulations, or potential prohibitions, with respect to interactive entertainment or online gaming or activities related to or necessary for the operation and offering of online gaming; legal and regulatory requirements;
- potential changes to the gaming regulatory framework, including without limitation, those that may impact the Company's ability to access and operate in certain jurisdictions, whether directly or through arrangements with locally based operators;
- risks associated with interactive entertainment and gaming generally;
- ability to obtain, maintain and comply with all applicable and required licenses, permits and certifications to offer, operate and market its product offerings, including difficulties or delays in the same;
- significant barriers to entry;
- risks of foreign operations generally;
- risks associated with advancements in technology;
- ability to develop and enhance existing product offerings and new commercially viable product offerings;
- ability of technology infrastructure to meet applicable demand and reliance on online and mobile telecommunications operators;
- systems, networks, telecommunications or service disruptions or failures or cyber-attacks and failure to protect customer data, including personal and financial information;
- ability to obtain additional financing or to complete any refinancing on reasonable terms or at all;
- ability to recruit and retain management and other qualified personnel;
- losses due to fraudulent activities;
- management of growth;
- consolidation within the gaming industry;
- expansion within existing and into new markets;
- relationships with vendors and distributors;
- counterparty risks;
- natural events.

These factors are not intended to represent a complete list of the factors that could affect the Company; however, these factors, as well as those risk factors presented under the heading "*Other Risks and Uncertainties*" in this MD&A has made and may make in the future with applicable securities authorities, should be considered carefully.