EAST SIDE GAMES GROUP INC.
Suite 3104 – 1055 Dunsmuir Street
Vancouver, BC, V7X 1G4
Tel: (604) 288-4417

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general meeting (the "**Meeting**") of Shareholders of the East Side Games Group Inc. (the "**Company**") will be held via web conference meet.google.com/qhq-oyed-ahc with an option to dial in via (CA) +1 289-949-8060 PIN: 465 808 078#, on May 7, 2026, at 10:00 a.m. (Vancouver time), for the following purposes:

1. To receive the report of the Directors of the Company;
2. To receive and consider the audited financial statements of the Company for its fiscal period ended December 31, 2025, and the report of the auditor thereon;
3. To fix the number of Directors of the Company at six;
4. To elect Directors of the Company for the ensuing year; and
5. To appoint auditors for the ensuing year and to authorize the Directors to fix their remuneration.
6. To transact such other business as may properly come before the Meeting or any adjournment thereof.

The Information Circular dated April 8, 2026 and the form of Proxy accompany this Notice. The Information Circular contains details of matters to be considered at the Meeting.

A shareholder who is unable to attend the Meeting and who wishes to ensure that such shareholder's shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of Proxy, or another suitable form of Proxy, and deliver it by fax, by hand or by mail in accordance with the instructions set out in the form of Proxy and in the Information Circular.

DATED at Vancouver, British Columbia, this 8th day of April, 2026 BY

ORDER OF THE BOARD

"Jason Bailey"

Jason Bailey, Chairman

EAST SIDE GAMES GROUP INC.
Suite 3104 – 1055 Dunsmuir Street
Vancouver, BC, V7X 1G4
Tel: (604) 288-4417

INFORMATION CIRCULAR

Solicitation of Proxies

This information circular (the "**Information Circular**") is furnished in connection with the solicitation of proxies by the management of East Side Games Group Inc. (the "**Company**") for use at the annual general meeting of shareholders (the "**Shareholders**") of the Company (the "**Meeting**") to be held May 7, 2026 via web conference meet.google.com/qhq-oyed-ahc with an option to dial in via (CA) +1 289-949-8060 PIN: 465 808 078#, on May 7, 2026, at 10:00 a.m. (Vancouver time) and any adjournment thereof, for the purposes set forth in the accompanying Notice of Annual General and Special Meeting of Shareholders.

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. All costs of this solicitation will be borne by the Company. The Company has made arrangements for intermediaries to forward solicitation materials to the beneficial owners of the Common Shares held of record by those intermediaries and the Company may reimburse the intermediaries for reasonable fees and disbursements incurred by them in so doing.

Notice of the Meeting was provided to the securities commissions in each jurisdiction where the Company is a reporting issuer under applicable securities laws.

In this Information Circular, references to the "**Company**", "**we**" and "**our**" refer to East Side Games Group Inc. "**Common Shares**" means common shares in the authorized share structure of the Company. "**Beneficial Shareholders**" means Shareholders who do not hold Common Shares in their own name and "**intermediaries**" refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

Date of Information Circular

Information contained in this Information Circular is given as at April 8, 2026, unless otherwise indicated.

GENERAL PROXY INFORMATION

Revocability of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by either:

(a) executing a proxy bearing a later date; or

(b) executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the shareholder's authorized attorney in writing, or, if the shareholder is a company, under its corporate seal by an officer or attorney duly authorized, and by depositing the Proxy bearing a later date with Odyssey Trust Company, or at the address of the registered office of the Company at Trader's Bank Building, 702, 67 Yonge Street, Toronto, Ontario M5E 1J8, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the date that precedes any reconvening thereof, or to the chair of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or

(c) by the registered shareholder personally attending the Meeting and voting the registered shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

Appointment of Proxyholders

A shareholder entitled to vote at the Meeting may, by means of a proxy, appoint a proxyholder or one or more alternate proxyholders, who need not be Shareholders, to attend and act at the Meeting for the shareholder on the shareholder's behalf.

The individuals named in the accompanying form of proxy (the "**Proxy**") are directors and/or officers of the Company (the "**Management Designees**"). **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting other than either of the Management Designees. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

A proxy will not be valid unless the completed, signed and dated form of proxy is delivered to the office of **Odyssey Trust Company, at** Trader's Bank Building, 702, 67 Yonge Street, Toronto, Ontario M5E 1J8**, or by fax within North America to 1-800-517-4553, or by internet at https://odyssseytrust.com/Transfer- Agent/Login** not less than 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the Proxy is to be used.

Exercise of Discretion

The Management Designees named in the Proxy will vote or withhold from voting the shares represented thereby in accordance with the instructions of the shareholder on any ballot that may be called for. The Proxy will confer discretionary authority on the nominees named therein with respect to:

(a) each matter or group of matters identified therein for which a choice is not specified other than the appointment of an auditor and the election of directors,

(b) any amendment to or variation of any matter identified therein, and

(c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the Management Designees will vote the Common Shares represented by the Proxy at their own discretion for the approval of such matter.

As of the date of this Information Circular, management of the Company knows of no amendment, variation or other matter that may come before the Meeting, but if any amendment, variation or other matter properly comes before the Meeting, each Management Designee intends to vote thereon in accordance with the Management Designee's best judgment.

Proxy Voting Options

If you are a registered Shareholder, you may elect to submit a proxy in order to vote whether or not you are able to attend the Meeting in person. In order to vote by mail, you must complete, date and sign the Proxy and return it to the Company's transfer agent, Odyssey Trust Company at Trader's Bank Building, 702, 67 Yonge Street, Toronto, Ontario M5E 1J8, or by fax within North America to 1 (800) 517 4553, or by internet at https://odysseytrust.com/Transfer-Agent/Login at any time up to and including 10:00 a.m. (Vancouver time) on May 5, 2026.

Advice to Beneficial Holders of Common Shares

The information set forth in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold Common Shares in their own name. 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 shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In the United States, the vast majority of such shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depositary for many U.S. brokerage firms and custodian banks), and in Canada under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings unless the Beneficial Shareholders have waived the right to receive meeting material. Every intermediary 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.

If you are a Beneficial Shareholder, the form of proxy supplied to you by your broker (or its agent) is similar to the form of Proxy provided to registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary how to vote on your behalf. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Communications Solutions Canada *(*"**Broadridge**"*)* in the United States and in Canada. Broadridge mails a voting instruction form in lieu of a proxy provided by the Company. The voting instruction form will name the Management Designees to represent you at the Meeting. You have the right to appoint a person (who need not be a shareholder of the Company), other than the persons designated in the voting instruction form, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the voting instruction form. The completed voting instruction form must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **If you receive a voting instruction form from Broadridge, you cannot use it to vote Common Shares directly at the Meeting. It must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted.**

Although, as a Beneficial Shareholder, you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your broker (or agent of your broker), you may attend at the Meeting as proxyholder for your broker and vote the Common Shares in that capacity. If you wish to attend at the Meeting and indirectly vote your Common Shares as proxyholder for your broker or have a person designated by you to do so, you should enter your own name, or the name of the person you wish to designate, in the blank space on the voting instrument form provided to you and return the same to your broker (or your broker's agent) in accordance with the instructions provided by your broker (or agent), well in advance of the Meeting.

Alternatively, you may request in writing that your broker send you a legal Proxy which would enable you, or a person designated by you, to attend at the Meeting and vote your Common Shares.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the directors or executive officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate 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 on at the Meeting other than as disclosed herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the "**Board**") of the Company has fixed April 2, 2026, as the record date (the "**Record Date**") for determination of persons entitled to receive notice of the Meeting. Only Shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Company is authorized to issue an unlimited number of Common Shares without par value of the Company. As of April 8, 2026, the Company had outstanding 76,946,280 fully paid and non-assessable Common Shares without par value, each carrying the right to one vote. The Company has no other classes of voting securities.

To the knowledge of the Directors and executive officers of the Company, only the following shareholder owns, directly or indirectly, or exercises control or direction over, shares carrying more than 10% of the outstanding voting rights of the Company:

Shareholder Name	Number of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly[(1)(2)]	Percentage of Outstanding Shares
Jason Bailey[(3)]	39,939,381	51.90%

(1) This information was supplied to the Company from insider reports and beneficial ownership reports filed on SEDI, and from the beneficial shareholders themselves.

(2) The holdings represent registered and beneficial ownership, and for the purposes hereof, beneficial ownership is presumed where sole voting and dispositive power is declared without disclaiming ownership.

(3) Jason Bailey controls or is deemed to control indirectly 39,939,381 Common Shares. He holds 1 458,434 through Bailey Ransen Family Trust No. 1 and 32, 380,263 in Bailey Ransen Trust 2 (family trusts in which Mr. Bailey is a trustee); 6,082,524 in Twisted Pine Trust. Mr. Bailey also holds 3,060 Common Shares personally and 15,100 Common Shares through Kthxbai Prawn Investigators Inc., of which Mr. Bailey is a director.

VOTES NECESSARY TO PASS RESOLUTIONS

Except as otherwise described in this Information Circular, a simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. At least a two-thirds majority of affirmative votes cast by disinterested shareholders at the Meeting are required to pass the special resolutions described herein. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled all such nominees will be declared elected or appointed by acclamation.

Recommendation of the Board

The Board unanimously recommends that Shareholders vote in favour of all resolutions.

ELECTION OF DIRECTORS

The Board currently consists of five directors. Management proposes to fix the number of directors of the Company at six (6) and to nominate the persons listed below for election as directors.

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the British Columbia *Business Corporations Act* or the Articles of the Company, each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

Management does not contemplate that any of the nominees will be unable to serve as a director. In the event that prior to the Meeting any vacancies occur in the slate of nominees herein listed, it is intended that discretionary authority shall be exercised by the person named in the proxy as nominee to vote the Common Shares represented by proxy for the election of any other person or persons as directors.

The following table sets out the names of the management nominees; their positions and offices in the Company; principal occupations; the period of time that they have been directors of the Company; and the number of Common Shares of the Company which each beneficially owns or over which control or direction is exercised:

Nominee Position with the Company and Municipality of Residence	Occupation, Business or Employment[(1)]	Director of the Company Since	Committee Membership	Common Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised[(2)]
Jason Bailey Director Vancouver, BC	Founder and Chairperson of ESG from incorporation to present.	February 5, 2021	None	39,939,381 [(3)]
Derek Lew Director Vancouver, BC	President & CEO of GrowthWorks Capital since August 2015. Self-employed lawyer since January 2001.	November 29, 2018	Audit Committee Compensation Committee	1,667,244 [(4)]
Jeremy Pierce Prince Rupert, BC	Partner, Vohora LLP CPAs and Business Advisors since May 2005.	August 8, 2023	Audit Committee Compensation Committee	77,816[(5)]
Russell Ovans Vancouver, BC	Director of Analytics, ESGG from 2021 to 2023 and Director of Revenue for ESG from 2019 to 2021.	August 8, 2023	None	221,969
Darren Xu San Francisco, CA, USA	Managing Member, Questline Capital since 2024. Managing Director, Investment Director, and Analyst in Farallon Capital's Long / Short Equities group, from 2014 to 2024.	May 8, 2025	Audit Committee	425,500

(1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees. Each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years unless otherwise indicated.

(2) The number of Common Shares beneficially owned by the above nominees for directors, directly or indirectly, is based on information furnished by Odyssey Trust Company, the registrar and transfer agent of the Company, insider reports filed on SEDI and by the nominees themselves.

(3) Jason Bailey controls or is deemed to control indirectly 39,939,381 Common Shares. He holds 1 458,434 through Bailey Ransen Family Trust No. 1 and 32, 380,263 in Bailey Ransen Trust 2 (family trusts in which Mr. Bailey is a trustee); 6,082,524 in Twisted Pine Trust. Mr. Bailey also holds 3,060 Common Shares personally and 15,100 Common Shares through Kthxbai Prawn Investigators Inc., of which Mr. Bailey is a director.

(4) 1,020,000 of these Common Shares are held through Growthworks Blockchain Innovation Fund I Limited Partnership in which Mr. Lew holds a controlling interest.

(5) 63,016 of these Common Shares are held through ALFDAR Holdings Ltd. in which Mr. Pierce holds a controlling interest.

To the knowledge of the Company, no proposed director is, or has, within the 10 years before the date of this Information Circular, been a director, chief executive officer or chief financial officer of any company that,

(a) was subject to an order that was issued while the proposed director was acting in the

capacity as director, chief executive officer or chief financial officer; or

(b) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

To the knowledge of the Company, no proposed director of the Company was, as at the date of the Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company (including East Side Games Group Inc.) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

No proposed director of the Company has, within the 10 years before the date of the information circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

No proposed director of the Company has been subject to (i) any penalties or sanctions imposed by a court relating to securities legislation or by a security regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (ii) any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for that proposed director.

Majority Voting Policy

The Company has adopted a majority voting policy where if any nominee proposed for election as a director receives a greater number of votes “withheld” from his or her election as a director than votes “in favour” of such election (i.e., a majority of withheld votes), that director shall promptly submit his or her resignation to the Chair of the Company's Board following that meeting, to take effect on acceptance by the Board. An “uncontested election” means an election where the number of nominees for director equals or is less than the number of directors to be elected.

The Board shall consider the offer of resignation and decide whether to accept or reject it. Any director who tenders his or her resignation pursuant to this Policy may not participate in the deliberations of the Board in respect of his or her resignation. In such deliberations, the Board will consider any stated reasons why shareholders “withheld” votes from the election of that director, the length of service and the qualifications of the director, the director's contributions to the Company, the effect such resignation may have on the Company (including but not limited to the Company's ability to comply with any governance rules or policies and the dynamics of the Board), and any other factors that the Board considers relevant.

COMPENSATION OF EXECUTIVE OFFICERS

Compensation Discussion and Analysis

Compensation

The Board has appointed a compensation committee (the “**Compensation Committee**”), currently comprised of Messrs. Pierce and Lew, which has the responsibility of reviewing and making recommendations regarding the compensation for the Chief Executive Officer (the “**CEO**”) and the Chief Financial Officer (the “**CFO**”) and for directors and senior management. These recommendations are then reviewed by the Board as a whole for approval or modification.

The Company’s compensation objectives include the following:

- to assist the Company in attracting and retaining highly-qualified individuals;

- to create among directors, officers, consultants and employees a sense of ownership in the Company and to align their interests with those of the shareholders; and

- to ensure competitive compensation that is also financially affordable for the Company.

The compensation program is designed to provide competitive levels of compensation. The Company recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each executive to that executive's level of responsibility. In general, the Company's NEOs (defined below) may receive compensation that is comprised of three components:

- Salary, wages or contractor payments;

- Stock option grants; and/or

- Bonuses.

The objective and reason for this system of compensation is to allow the Company to remain competitive compared to its peers in attracting experienced personnel. The base salary of an NEO is intended to attract and retain executives by providing a reasonable amount of non-contingent remuneration.

The base salary review of each NEO takes into consideration the current competitive market conditions, experience, proven or expected performance, and the particular skills of the NEO. Base salary is not evaluated against a formal "peer group". The Compensation Committee relies on the general experience of its members in setting base salary amounts.

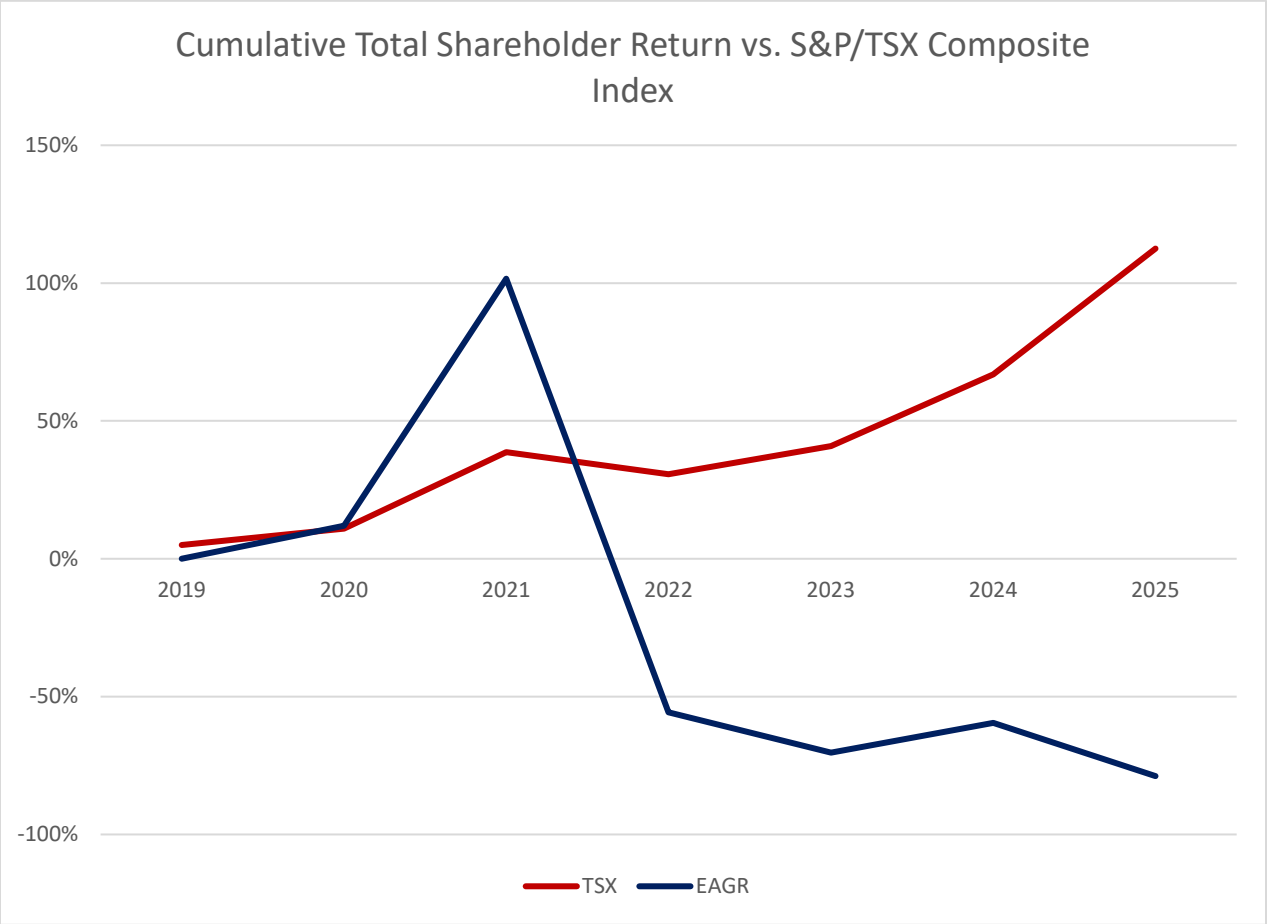
Stock option grants are designed to reward the NEOs for success on a similar basis as the shareholders of the Company, although the level of reward provided by a particular stock option grant is dependent upon the volatile stock market.

Any bonuses paid to the NEOs are allocated on an individual basis related to the review by the Compensation Committee of the work planned during the year and the work achieved during the year, including work related to administration, financing, shareholder relations and overall performance. The bonuses are paid to reward work done above the base level of expectations set by the base salary, wages or contractor payments.

For the fiscal year ended December 31, 2025, the Company was a non-venture issuer for the purposes of National Instrument 51-102 *Continuous Disclosure Obligations*, and the following disclosure reflects same.

Share Performance Graph

The following graph illustrates the Company's cumulative shareholder return (assuming the re-investment of dividends, of which there have been none) from July 15, 2019 (the date on which the Company first became a reporting issuer) to December 31, 2025, based upon a $100 investment made on July 15, 2019 in the Common Shares, and compares the Company's cumulative shareholder return to the cumulative total shareholder return from a similar investment in the Total Return Index Values of the S&P/TSX Composite Index over the same period.



As described herein, the Compensation Committee considers various factors in determining the compensation of the NEOs. The performance of the Common Shares is one performance measure that is reviewed, but there is no direct correlation between Common Share performance and executive compensation.

The Common Share price may be affected by numerous factors that are difficult to predict and beyond the Company's control, and is also affected by general and industry-specific economic and market conditions. The Compensation Committee evaluates performance by reference to the Company's business plan rather than by short-term changes in the Common Share price based on its view that its long-term operating performance will be reflected by stock price performance over the long-term, which is especially important when the current stock price may be temporarily depressed by short-term factors, such as recessionary economies.

During the period covered by the performance graph, the Company has performed below benchmark S&P/TSX Composite Index significantly, returning --79% as compared to a benchmark of 113%. Given the Company's market capitalization size and limited trading history, volatility has been exceptionally higher than that of the benchmark.

Due to the Company's relatively limited trading history, and short history of NEO compensation data, there are not yet observable trends between Common Share performance and NEO compensation. As described below, a material portion of the total compensation that NEOs receive in any year is comprised of variable compensation provided through incentive stock options. Such program is intended to drive and reward superior performance during the current year as well as over the long term.

Aside from base salaries, and as described above, executive compensation is related to, among other things, the annual financial performance of the Company, shareholder return or a combination thereof. As such, the Company anticipates that total executive compensation will trend over time with shareholder

return.

Executive Compensation

In this section "**Named Executive Officer**" or "**NEO**" means the CEO, the CFO and each of the three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed fiscal year and whose total compensation exceeds $150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an officer of the Company at the end of the most recently completed financial year end.

The compensation paid to the Named Executive Officers for the three most recently completed financial years of the Company is as set out below:

Summary Compensation Table

Name and Principal Position	Year	Salary ($)	Share-based awards ($)	Option-based awards (1) ($)	Non-equity incentive plan compensation ($)		Pension value ($)	All other Compen-sation ($)	Total Compen-sation ($)
					Annual incentive plans(2)	Long-term incentive plans			
Jason Bailey(3) CEO	2025	$0.00	Nil.	Nil.	Nil.	Nil.	Nil.	Nil.	Nil.
	2024	$0.00	Nil.	Nil.	Nil.	Nil.	Nil.	Nil	Nil.
	2023	$180,000	Nil	$44,332	$1,000	Nil.	Nil.	Nil.	$225,332
Jason Chan CFO	2025	$150,000	Nil	Nil	Nil	Nil.	Nil.	Nil.	$150,000
	2024	$150,000	Nil	Nil	$5,000	Nil.	Nil.	Nil.	$155,000
	2023	$150,000	Nil	$22,166	$1,000	Nil.	Nil.	$15,000	$188,166
	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Wally Nguyen Chief Revenue Officer	2025	$417,000	Nil.	Nil.	$24,750	Nil.	Nil.	Nil.	$441,750
	2024	$432,000	Nil.	Nil.	$5,000	Nil.	Nil.	Nil.	$437,000
	2023	$613,044	Nil.	$22,166	$1,000	Nil.	Nil.	Nil.	$636,210
	2022	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Lisa Shek Chief Operating Officer(6)	2025	$323,870	Nil.	Nil.	$24,750	Nil.	Nil.	Nil.	$348,620
	2024	$355,520	Nil.	Nil.	$5,000	Nil.	Nil.	Nil.	$360,520
	2023	$324,369	Nil	$22,166	$1,000	Nil.	Nil.	Nil.	$223,166
Jim Wagner Chief of Product(6)	2025	$250,000	Nil.	Nil.	$24,750	Nil.	Nil.	Nil.	$274,750
	2024	$250,000	Nil.	Nil.	$5,000	Nil.	Nil.	Nil.	$255,000
	2023	$200,000	Nil.	$22,166	$1,000	Nil.	Nil.	Nil.	$223,166

(1) The fair value of the option-based awards was determined on the grant date using the Black-Scholes option pricing model. The Company uses the Black-Scholes option pricing model because it is a widely used and generally accepted method of estimating the fair value of stock options for accounting purposes.

(2) Reflects bonus payments paid for achieving specified milestones.

(3) Jason Bailey was appointed Chief Revenue Officer on February 5, 2021 and CEO on April 13, 2022.

Outstanding Share-Based Awards and Option-Based Awards

The following tables provide information regarding all share-based and option-based awards outstanding as at December 31, 2025, and reflects adjustments to such awards arising from the 10:1 share consolidation completed by the Company in August 2021.

	Option-based Awards				Share-based Awards	
Name (a)	**Number of securities underlying unexercised options (#) (b)**	**Option exercise price ($) (c)**	**Option expiration date (d)**	**Value of unexercised in-the-money options[1] ($) (e)**	**Number of shares or units of shares that have not vested (#) (f)**	**Market or payout value of share- based awards that have not vested ($) (g)**
Jason Bailey[2] CEO	500,000	$0.39	December 12, 2028	Nil Nil	Nil Nil	Nil Nil
Jason Chan[5] CFO	80,000 250,000	$2.85 $0.39	September 17, 2027 December 12, 2028	Nil Nil	Nil Nil	Nil Nil
Wally Nguyen[5] Chief Revenue Officer	400,000 250,000	$3.39 $0.39	January 19, 2027 December 12, 2028	Nil Nil	Nil Nil	Nil Nil
Lisa Shek[5] Chief Operating Officer	120,000 250,000	$3.39 $0.39	January 19, 2027 December 12, 2028	Nil Nil	Nil Nil	Nil Nil
Jim Wagner[5] Chief of Product	120,000 250,000	$2.85 $0.39	September 17, 2027 December 12, 2028	Nil Nil	Nil Nil	Nil Nil

(1) This amount is calculated based on the difference between the market value of the securities underlying the options at the end of the most recently completed financial year, which was $and the exercise or base price of the option.

(2) Jason Bailey was appointed Chief Revenue Officer on February 5, 2021 and CEO on April 13, 2022..

(3) The following individuals were appointed to their roles with the Company on April 13, 2023: Jason Chan, Interim CFO; Elin Jonsson, Chief Business Officer; Wally Nguyen, Chief Revenue Officer; Lisa Shek, Chief Operating Officer; Jim Wagner, Chief of Product.

(4) This amount is calculated based on the difference between the market value of the securities underlying the options at the end of the most recently completed financial year, which was $0.21, and the exercise or base price of the option.

(5) Jason Bailey was appointed Chief Revenue Officer on February 5, 2021 and CEO on April 13, 2022.

(6) The following individuals were appointed to their roles with the Company on April 13, 2023: Jason Chan, Interim CFO; Elin Jonsson, Chief Business Officer; Wally Nguyen, Chief Revenue Officer; Lisa Shek, Chief Operating Officer; Jim Wagner, Chief of Product.

Incentive Plan Awards - value vested or earned during the year

An “incentive plan” is any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period. An “incentive plan award” means compensation awarded, earned, paid or payable under an incentive plan.

Name (a)	Option-based awards – Value vested during the year[1] ($) (b)	Share-based awards – Value vested during the year ($) (c)	Non-equity incentive plan compensation – Value earned during the year[2] ($) (d)
Jason Bailey[3] CEO	19,167	Nil	Nil
Jason Chan[4] Interim CFO	19,167	Nil	$5,000
Wally Nguyen[4] Chief Revenue Officer	19,167	Nil	$5,000
Lisa Shek[4] Chief Operating Officer	19,167	Nil	$5,000
Jim Wagner[4] Chief of Product	19,167	Nil	$5,000

(1) market price of the underlying securities at date of vesting and the exercise price of the options on the vesting date.

(2) Reflects bonus payments paid for achieving specified milestones.

(3) Jason Bailey was appointed Chief Revenue Officer on February 5, 2021 and CEO on April 13, 2022.

(4) Individuals were appointed to their roles with the Company on April 13, 2023: Jason Chan, Interim CFO; Elin Jonsson, Chief Business Officer; Wally Nguyen, Chief Revenue Officer; Lisa Shek, Chief Operating Officer; Jim Wagner, Chief of Product.

Termination and Change of Control Benefits

For the fiscal year ended December 31, 2025, there were no other compensatory plans, contracts or arrangements between the Company and any Named Executive Officer, where the Named Executive Officer is entitled to receive more than $50,000 from the Company, including periodic payments or instalments, in the event of:

(a) the resignation, retirement or any other termination of employment of the Named Executive Officer's employment with the Company;

(b) a change of control of the Company; or

(c) a change of the Named Executive Officer's responsibilities following a change in control.

Pension Arrangements

The Company does not have any pension arrangements in place for the Named Executive Officers.

COMPENSATION OF DIRECTORS

For a description of the compensation paid to the Company's Named Executive Officer(s) who also act as directors, see "Summary Compensation Table".

Other than as disclosed elsewhere in this Information Circular, no director of the Company who is not a Named Executive Officer has received, during the most recently completed financial year, compensation

pursuant to:

(a) any standard arrangement for the compensation of directors for their services in their capacity as directors, including any additional amounts payable for committee participation or special assignments;

(b) any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of directors in their capacity as directors except for the granting of stock options; or

(c) any arrangement for the compensation of directors for services as consultants or experts.

The Company may grant incentive stock options to directors of the Company from time to time pursuant to the Plan and in accordance with the policies of the Toronto Stock Exchange (the "**TSX**"). See "Securities Authorized for Issuance under Equity Compensation Plans - Stock Option Plan" for further description.

The compensation paid to the directors, other than the Named Executive Officers, during the Company's most recently completed financial year is as set out below:

Name (a)	Fees earned ($) (b)	Share-based awards ($) (c)	Option-based awards[1] ($) (d)	Non-equity incentive plan compensation ($) (e)	Pension value ($) (f)	All other compen-sation ($) (g)	Total ($) (h)
Derek Lew[2]	Nil	Nil	$0.00	Nil	Nil	Nil	$0.00
Russell Ovans[3]	Nil	Nil	$0.00	Nil	Nil	Nil	$0.00
Jeremy Pierce[3]	Nil	Nil	$0.00	Nil	Nil	Nil	$0.00
Robert McLay[4]	Nil	Nil	$0.00	Nil	Nil	Nil	$0.00
Darren Xu[4]	Nil	Nil	$0.00	Nil	Nil	Nil	$0.00

(1) The fair value of the option-based awards was determined on the grant date using the Black-Scholes option pricing model. The Company uses the Black-Scholes option pricing model because it is a widely used and generally accepted method of estimating the fair value of stock options for accounting purposes.

(2) Derek Lew was CEO of the Company from March 4, 2019 to April 17, 2020. Mr. Lew was appointed as a director and secretary of the Company on April 17, 2020.

(3) Russell Ovans and Jeremy Pierce were appointed to the Board on August 8, 2023.

(4) Robert McLay and Darren Xu were appointed to the Board on May 8, 2025. Mr. McLay resigned as director on March 31, 2026.

Narrative Discussion

Other than amounts already included in the above table, the Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company or its subsidiaries for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year or subsequently, up to and including the date of this Information Circular.

The Company has a stock option plan for the granting of incentive stock options to the officers, employees and directors. The purpose of granting such options to the Company's directors is to assist the Company in compensating, attracting, retaining and motivating the directors and to closely align the personal interests of the directors to that of the Company's shareholders.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all awards outstanding under incentive plans of the Company pursuant to which compensation that depends on achieving certain performance goals or similar conditions within a specified period, at the end of the most recently completed financial year, including awards granted before the most recently completed financial year, to each of the Directors who are not Named Executive Officers.

	Option-based Awards				Share-based Awards	
Name (a)	Number of securities underlying unexercised options (#) (b)	Option exercise price ($) (c)	Option expiration date (d)	Value of unexercised in-the-money options[1] ($) (e)	Number of shares or units of shares that have not vested (#) (f)	Market or payout value of share-based awards that have not vested ($) (g)
Derek Lew[2]	11,000 42,661 400,000 250,000	$1.00 $2.50 $2.25 $0.39	May 29, 2013 May 19, 2025 Feb 5, 2026 December 12, 2028	17,500	Nil	Nil
Russell Ovans[3]	250,000	$0.39	December 12, 2028	17,500	Nil	Nil
Jeremy Pierce[3]	250,000	$0.39	December 12, 2028	17,500	Nil	Nil

(1) This amount is calculated based on the difference between the market value of the securities underlying the options at the end of the most recently completed financial year, which was $0.21 and the exercise or base price of the option.

(2) Derek Lew was CEO of the Company from March 4, 2019 to April 17, 2020. Mr. Lew was appointed as a director and secretary of the Company on April 17, 2020.

(3) Russell Ovans and Jeremy Pierce were appointed to the Board on August 8, 2023.

Incentive Plan Awards - value vested or earned during the year

An "incentive plan" is any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period. An "incentive plan award" means compensation awarded, earned, paid or payable under an incentive plan.

Name (a)	Option-based awards – Value vested during the year[1] ($) (b)	Share-based awards – Value vested during the year ($) (c)	Non-equity incentive plan compensation – Value earned during the year ($) (d)
Derek Lew[2]	Nil	N/A	N/A

Name (a)	Option-based awards – Value vested during the year(1) ($) (b)	Share-based awards – Value vested during the year ($) (c)	Non-equity incentive plan compensation – Value earned during the year ($) (d)
Russell Ovans[3]	Nil	N/A	N/A
Jeremy Pierce[3]	Nil	N/A	N/A
Darren Xu[4]	Nil	N/A	N/A
Robert McLay[4]	Nil	N/A	N/A

(1) This amount is the dollar value that would have been realized computed by obtaining the difference between the market price of the underlying securities at date of vesting and the exercise price of the options on the vesting date.

(2) Derek Lew was appointed as a director and secretary of the Company on April 17, 2020.

(3) Russell Ovans and Jeremy Pierce were appointed on August 8, 2023.

(4) Darren Xu and Robert McLay were appointed on May 8, 2025. Mr. McLay resigned from the Board of March 31, 2025.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plan that the Company has in place is its March 28, 2019 stock option plan and was approved by shareholders on June 29, 2021 and again on May 9, 2024 (the "**Plan**"). The Plan was established to provide an incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Plan is administered by the directors of the Company. The Plan provides that options will be issued pursuant to option agreements with directors, officers, employees or consultants of the Company or a subsidiary of the Company. The Plan provides that the number of Common Shares issuable under the Plan, together with all of the Company's other previously established or proposed share compensation agreements, may not exceed 10% of the total number of issued and outstanding Common Shares at the date of grant. All options expire on a date not later than five years after the issuance of such option.

The following table sets forth securities of the Company that are authorized for issuance under equity compensation plans as at the end of the Company's most recently completed fiscal 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	6,395,061	$1.61	1,758,583

Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	6,395,061		1,758,583

Stock Option Plan

Overview

The Plan was approved by shareholders on June 29, 2021 and again on May 9, 2024. The TSX requires listed companies that have "rolling" stock option plans in place to receive shareholder approval of such plans every three years at the Company's Annual General Meeting.

The purpose of the Plan is to provide certain directors, officers and key employees of, and certain other persons who provide services to the Company and any subsidiaries with an opportunity to purchase Common Shares and benefit from any appreciation in the value of the Common Shares. This will provide an increased incentive for these individuals to contribute to the future success and prosperity of the Company, thus enhancing the value of the Common Shares for the benefit of all shareholders and increasing the ability of the Company and its subsidiaries to attract and retain skilled and motivated individuals in the service of the Company.

Number of Common Shares Available for Issuance

The maximum number of Common Shares reserved and available under the Plan issuable in aggregate at any time for grants of options and under any other share based compensation arrangement adopted by the Company is limited to 10% of the issued and outstanding Common Shares, from time to time. Moreover, Common Shares in respect of which an option is granted and exercised, and Common Shares in respect of which an option is granted but not exercised prior to the termination of such option, whether through lapse of time or otherwise, shall thereafter be available for new grants of options granted by the Board under the Plan. As of March [25] 2025, this represents 1,758,583 Common Shares available under the Plan, of which none are issued and 1,758,583 are reserved and available for issuance under the Plan.

The aggregate number of Common Shares reserved for issuance at any time to any one participant under the Plan shall not exceed 5% of the issued and outstanding Common Shares at such time. Moreover, the aggregate number of Common Shares issued under the Plan and any other proposed or established share compensation arrangement to any one insider within any one-year period, shall not exceed 5% of the issued and outstanding Common Shares. Additionally, the aggregate number of Common Shares issued to insiders under the Plan and any other proposed or established share compensation arrangement within any one-year period and issuable to insiders at any time shall in each case not exceed 10% of the issued and outstanding Common Shares.

Burn Rate

The annual burn rate under the Plan, as described in Section 613(d) of the TSX's Company Manual, was 0.00% in the fiscal year ended December 31, 2024. The burn rate is calculated by dividing the number of securities granted under the security-based compensation arrangement during the relevant fiscal year by the weighted average number of securities outstanding for that fiscal year (the "**Burn Rate**"). The weighted average number of securities outstanding during the period is the number of securities outstanding at the beginning of the period, adjusted by the number of securities bought back or issued during the period, multiplied by a time-weighting factor. The time-weighting factor is the number of days that the securities are outstanding as a proportion of the total number of days in the period (a weighted average is adequate in many circumstances). The weighted average number of securities outstanding is to be calculated in accordance with the CPA Canada Handbook, as such may be amended or superseded from time to time.

Vesting, Exercise and Expiry Provisions

The Board or, if the Board so decides by resolution, a committee appointed by the Board (the

"**Committee**"), may, in its sole discretion, determine the vesting provisions and exercise price of options granted pursuant to the Plan.

The option term shall not exceed 10 years. In the event the expiration date of an option falls within a black-out period or within nine (9) trading days following the black-out period, such expiration date will be automatically extended to the tenth (10th) trading day after the end of the black-out period.

Options cannot be granted below the market value of the Common Shares at the date of grant, such market value corresponding to the volume-weighted average price of the Common Shares on the TSX for the five (5) trading days preceding the date of grant. The price so determined will be rounded up to the next highest cent.

The Company does not generally provide financial assistance in order for participants to exercise their options under the Plan. Under the Plan, a participant may, in exercising his, her or their options, provide for payment of the underlying Common Shares by way of selling, at the prevailing market price of the Common Shares on the TSX at the time of such sale, the necessary number of Common Shares issuable upon the exercise of his or her option, in order to pay the applicable exercise price with the resulting proceeds.

In the case that a successor company or organization would result from a change of control, and unless otherwise previously determined by the Board, in the event of a change in control, each option that is not converted into or substituted by an alternative award of the successor entity will be accelerated to become exercisable immediately prior to such change in control event. The Plan contains double trigger provisions for the acceleration of vesting only in the case of termination without cause or resignation for good reason within twelve (12) months after the change of control. Accordingly, each exercisable option or alternative award would remain exercisable for a period of twenty-four (24) calendar months from the date of termination (other than for cause) or resignation for good reason (but not later than the end of the option term); and each non-exercisable option or alternative award would become exercisable upon such termination or resignation for good reason and would remain exercisable for a period of twenty-four (24) calendar months from the date of termination or resignation for good reason (but not later than the end of the option term). Any option or alternative award shall expire thereafter.

The Plan is subject to any Company claw back policies, claw back rights under agreements evidencing stock options or otherwise, or claw back obligations under applicable laws.

Stock options are not assignable nor transferable by participants, whether voluntarily or by operation of law, except by will or by the laws of succession.

Termination, Retirement and Other Cessation of Employment

Under the Plan, options terminate upon the occurrence of certain events. Unless determined otherwise by the Board, options granted under the Plan will expire at the earlier of the option's expiry date and:

- ninety (90) days after the participant's resignation from the Company. Any unvested option at the time the participant ceases to be an employee or service provider of the Company will be forfeited and cancelled;
- on the date the participant was informed by the Company that his or her services are no longer required where such termination occurs for cause. Any option or unexercised part thereof will be forfeited and cancelled on such date;
- ninety (90) days after the participant was informed by the Company that his or her services are no longer required where such termination occurs without cause. Any unvested option at the time the participant was so informed will be forfeited and cancelled;
- one (1) year after the participant's death. Any unvested option at the time of the participant's death will be forfeited and cancelled; or
- three (3) years after a participant's retirement, including for options that become vested over such period of three (3) years, subject to relevant non-competition, non-solicitation and confidentiality

provisions. Should a participant, during his or her employment with the Company or within two (2) years following his or her retirement, breach any of the non-competition, non-solicitation or confidentiality provisions, any unexercised vested options would be forfeited and the participant's unvested options would expire immediately. In the event a participant's employment or service is terminated by reason of injury or disability, any option granted to the participant may be exercised as the rights to exercise accrue.

Amendments

Amendment provisions are aligned with market best practices and sound governance. The Board has the discretion to make amendments to the Plan or any option granted without the consent of the participants provided that such amendments do not adversely alter or impair any option previously granted (except certain adjustments provided under the Plan). The Board may amend the Plan at any time without having to obtain shareholder approval, including, but not limited, amendments of a "housekeeping nature"; changes to the vesting provisions of any option; changing the termination provisions of an option, which does not entail an extension beyond the original expiry date, except for extensions related to a black-out period; and any adjustment to Common Shares subject to outstanding options, for example in case of a subdivision, consolidation, reclassification, reorganization or other change of Common Shares subject to the Plan.

The Plan also provides that Shareholder and, where applicable, stock exchange and regulatory approvals, must be obtained for the following changes:

- any change to the maximum number of Common Shares issuable from treasury under the Plan, including an increase to a fixed maximum number or percentage of Common Shares, or a change from a fixed maximum percentage to a fixed maximum number of Common Shares;
- any reduction in the exercise price of granted options or any cancellation of an option and substitution by a new option with a reduced price;
- any extension of the option term beyond the original expiry date, except for extensions related to a black-out period;
- any amendments allowing that options granted be transferable or assignable, other than by will or by the laws of succession;
- any increase to the maximum number of Common Shares issuable to insiders as a group or individually in a one (1) year period under the Plan or any other proposed or established share based compensation arrangement; and
- any amendment to the amendment provisions.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer, employee or former director, executive officer or employee of the Company was indebted to the Company as at the date hereof or at any time during the most recently completed financial year of the Company. None of the proposed nominees for election as a director of the Company, or any associate of any director, executive officer or proposed nominee, was indebted to the Company as at the date hereof or at any time during the most recently completed financial year of the Company.

The Company has not provided any guarantees, support agreements, letters of credit or other similar arrangement or understanding for any indebtedness of any of the Company's directors, executive officers, proposed nominees for election as a director, or associates of any of the foregoing individuals as at the date hereof or at any time during the most recently completed financial year of the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

An "**informed person**" means: (a) a director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company; (c) 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 or a combination of both carrying more than 10% of the voting rights other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself, if and for so long as it has purchased, redeemed or otherwise acquired any of its shares.

Since the commencement of the Company's most recently completed financial year, no informed person of the Company, nominee for director or any associate or affiliate of an informed person or nominee, had any material interest, direct or indirect, in any transaction, in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries, except as described below:

- Pursuant to an agreement dated October 31, 2020 and amended November 26, 2020 (the "**ESG Agreement**") among the Company, EastSide Games Inc. ("**ESG**") and the securityholders of ESG, the Company acquired all of the issued and outstanding securities of ESG. The Company's acquisition of ESG completed on February 5, 2021. Under such acquisition, the Company made an earnout payment of 4,444,444 shares and $10,000,000 in March 2022 to former ESG securityholders for achieving $100 million in revenue in the first year subsequent to the acquisition. Under such earnout payment, a family trust of which Mr. Bailey is a trustee received, as a vendor, 3,344,852 common shares of the Company, and $7,525,918 in cash. Mr. Edwards (former director), as well as Pioneer Media Holdings Inc., a company of which Mr. Edwards was a controlling shareholder, as vendors, received 87,646 common shares of the Company, and $197,204 in cash. Haymarket Investments Inc., a company jointly controlled by Mr. Edwards and Mr. Bixby, received 88,888 common shares of the Company, and $200,000 in cash. The payments made to Mr. Edwards and Haymarket were deducted from the common shares and the cash that otherwise would have been issuable to the former ESG securityholders under the acquisition.

APPOINTMENT OF AUDITOR

Management recommends that Shareholders vote to appoint BDO Canada LLP, Royal Centre, 1055 West Georgia Street, Unit 1100, P.O. Box 11101, Vancouver, BC V6E 3P3 as auditors for the Company and to authorize the directors to fix their remuneration. BDO Canada LLP has served as the Company's auditors since October 2023 See "*External Auditor Service Fees*" under "*Audit Committee And Relationship With Auditor"*.

MANAGEMENT CONTRACTS

There are no management functions of the Company, which are to any substantial degree performed by a person or company other than the directors or executive officers of the Company.

CORPORATE GOVERNANCE

General

National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**") requires issuers to disclose the corporate governance practices that they have adopted according to guidance provided pursuant to National Policy 58-201 *Corporate Governance Guidelines* ("**NP 58-201**").

The Board believes that good corporate governance improves corporate performance and benefits all Shareholders. The Canadian Securities Administrators (the "**CSA**") have adopted NP 58-201, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers. In addition, the CSA have implemented NI 58-101, which prescribes certain disclosure by reporting issuers of its corporate governance practices. This section sets out the Company's approach to corporate governance and addresses the Company's compliance with NI 58-101.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in the view of the Company's Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

The current independent members of the Board are Derek Lew, Jeremy Pierce, Darren Xu. The non-independent directors are Jason Bailey, Executive Chair and CEO, and Russell Ovans, former Director of Analytics for the Company who was appointed to the Board on August 8, 2023. Mr. Lew has been a director of the Company since its incorporation. Mr. McLay was a member of the Board from May 8, 2025 to March 31, 2026.

During 2025, the Company held four meetings. Each of the directors of the Board at the time of such meeting was in attendance. The Board has held no meetings where non-independent members of the Board and members of management, at the time of such meeting, were not in attendance.

Chairperson

On December 6, 2021, Jason Bailey was appointed as Chair of the Board. Mr. Bailey is an executive officer of the Company and thus not considered to be an independent director.

The Chair of the Board presides at each meeting of the Board and of Shareholders, and is responsible for coordinating with management and the corporate secretary to ensure that documents are delivered to directors in sufficient time in advance of Board meetings for a thorough review, that matters are properly presented for consideration at meetings and that the Board has an appropriate opportunity to discuss issues at each meeting.

As Mr. Bailey is not an independent director due to his executive role with the Company, Mr. Lew has been appointed as a lead director, so as to provide leadership and coordination amongst the independent directors of the Board, and to help ensure that the Board's agenda will enable it to successfully carry out its duty. The lead director has been tasked to ensure ethical and effective decision making by the Board.

Board Mandate

The Board has not adopted a formal written mandate. The fundamental responsibility of the Board is to appoint a competent executive team, approve a strategic compensation plan, and to oversee the management of the business in accordance with the British Columbia *Business Corporations Act*, and with a view to maximizing shareholder value and ensuring corporate conduct in an ethical and legal manner via an appropriate system of corporate governance and internal controls. The Board is also charged with approving guidelines, policies and goals for the Company.

Committees of the Board

The Board has established the following committees comprised of the current members, and through the year ended December 31, 2025, was chaired by the individuals set out in the following table:

Committee	Members
Audit Committee	Derek Lew, Jeremy Pierce (current chair) and Darren Xu[(1)]
Compensation Committee	Derek Lew (chair) and Jeremy Pierce[(2)]

(1) Jeremy Pierce joined the Committee on November 7, 2023 and Darren Xu joined on May 8, 2025.

Each committee is comprised of directors considered to be independent. A detailed description of the Audit Committee can be found below. The Compensation Committee reviews the compensation payable to the executive officers of the Company and provides recommendations to the Board regarding same.

Position Descriptions

The Company does not have written position descriptions for the Chair, the lead director or any committee chair. The Board is responsible for monitoring and reviewing the performances of the Chair and committee chairs to ensure that they are consistent with defined strategic, operational, and financial initiatives and goals, as well as the policies, guidelines and governance goals approved by the Board.

Directorships in Other Reporting Issuers

The participation of the Company's current directors in other reporting issuers as at the date of this Information Circular is described in the following table:

Name of Director	Names of Other Reporting Issuers of which the Director is a Director
Jason Bailey	Spectrum Digital Holdings Inc.
Derek Lew	Aether Catalyst Solutions, Inc.; Kua Investments Inc. and Spectrum Digital Holdings Inc.
Russell Ovans	N/A
Jeremy Pierce	N/A
Darren Xu	N/A

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Company's properties and on director responsibilities.

Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business. In addition, management of the Company makes itself available to discussions with all Board members.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the Shareholders for election at the annual meeting of Shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Majority Voting Policy

The Company has adopted a majority voting policy where if any nominee proposed for election as a director receives a greater number of votes "withheld" from his or her election as a director than votes "in favour" of such election (i.e., a majority of withheld votes), that director shall promptly submit his or her resignation to the Chair of the Company's Board following that meeting, to take effect on acceptance by the Board. An "uncontested election" means an election where the number of nominees for director equals or is less than the number of directors to be elected.

The Board shall consider the offer of resignation and decide whether to accept or reject it. Any director who tenders his or her resignation pursuant to this Policy may not participate in the deliberations of the Board in respect of his or her resignation. In such deliberations, the Board will consider any stated reasons why shareholders “withheld” votes from the election of that director, the length of service and the qualifications of the director, the director's contributions to the Company, the effect such resignation may have on the Company (including but not limited to the Company's ability to comply with any governance rules or policies and the dynamics of the Board), and any other factors that the Board considers relevant.

Assessments

The Board has not to date implemented a formal process for assessing the effectiveness and contribution of the Board as a whole, its committees or individual directors. Given the Company’s current stage of development, the Board has determined that formal assessment is not meaningful at the present time. In light of the fact that the Board and its committees meet on a periodic basis, each director has an opportunity to assess on an ongoing basis the Board as a whole, its committees and other directors in relation to the Board’s, and such director’s assessment of the competencies and skills that the Board and its committees should possess.

Compensation

To date, the Board has not been compensated for acting as directors, except for being granted incentive stock options pursuant to its incentive stock option plan. The Board as a whole acted to determine and approve stock option grants and amounts, and will continue to do so on a go-forward basis with the recommendations of the Compensation Committee.

Director Term Limits

The Company has not set director term limits, nor provided any formal mechanism of Board renewal. However, on a technical level, each director’s term ends no later than the next annual Shareholders’ meeting. The Company considers that a fixed term of office or a formal mechanism for Board renewal is not an efficient or appropriate manner to guarantee Board performance. In selecting candidates for composition of the Board, the Company favours the intrinsic qualities sought after in a director (whether male or female), such as management experience, leadership, career success, understanding of financial questions, knowledge of the Company, its business and industry, reputation, and complementarities with the other members of the Board and the management.

In addition, the Company is of the opinion that limiting the duration of director terms could deprive the Company of the benefit of continuity, and the knowledge and experience of the Company and its business, which long-time directors would have.

Gender Diversity on the Board of Directors and Senior Management

The Company believes that a Board made up of highly qualified individuals from diverse backgrounds promotes better corporate governance, performance and effective decision-making. While the Company has not adopted a specific policy regarding Board or executive diversity, including the level of representation of women on the Board and in management, in selecting candidates for such positions, the Company gives appropriate consideration to women along with a variety of other factors including the skills, qualities, experience and expertise to find the best candidate to be an effective member of the Board and/or in executive officer positions.

The Board has not, at this time, adopted any fixed targets or quotas relating to the representation of women on the Board or in executive officer positions as it does not believe that quotas or a formulaic approach, or a specific policy, necessarily result in the identification or selection of the best candidates.

Up until August 8, 2023, Birgit Troy was serving on the Board but has since resigned. As at the Record Date, the Company has no women serving on its Board and two women as part of the executive team (33%), Lisa Shek (Chief Operating Officer) and Elin Jonsson, (Chief Business Officer).

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 of the Canadian Securities Administrators ("**NI 52-110**") requires the Company to disclose annually in its Information Circular certain information concerning the constitution of its audit committee (the "**Audit Committee**") and its relationship with its independent auditors, as set forth in the following.

Charter

The Company has adopted a charter (the "**Charter**") of the Audit Committee of the Board, which is attached as Schedule "A" to this Information Circular.

Composition

Through the year ended December 31, 2025, the members of the Audit Committee were Derek Lew, Darren Xu and Jeremy Pierce who is the Chair.

Each member of the Committee is considered independent for the purposes of National Instrument 52-110 *Audit Committees*. Messrs. Lew, Xu and Pierce are independent members of the Audit Committee. All of the members of the Audit Committee are considered to be financially literate.

Relevant Education and Experience

Derek Lew

Mr. Lew is the President, Chief Executive Officer and a director of GrowthWorks Capital Ltd. ("**GWC**"). In addition, he is the President and Chief Executive Officer and/or a director of certain managed funds and operating subsidiaries of GWC, all of which are active venture capital investors. Mr. Lew is also a Partner with Initio Group Inc. ("**Initio**"), a Vancouver-based early stage angel investment firm, and is a lawyer with experience in the areas of corporate, commercial and real estate law. As CEO of GWC, and at Initio, Mr. Lew is involved in overseeing these firms' venture capital and angel investments, respectively. Mr. Lew holds a Bachelor of Arts from the University of British Columbia and a Bachelor of Laws from the University of Alberta, and is a member of the Law Society of British Columbia.

Jeremy Pierce

After graduating from the University of Northern British Columbia with a Bachelor of Commerce (Honours) in 2007, Mr. Pierce went on to receive his CPA, CA (National Honour Role) designation in 2009. Jeremy was born in Prince Rupert, BC and, after living in Vancouver from 2007 to 2018, he has recently moved back to re-open Vohora LLP's office there to better service our Northern clients. Jeremy has extensive experience assisting his clients in all of their accounting, taxation, assurance and business advisory needs. This includes advising on corporation reorganizations, corporate and individual tax planning, mergers and acquisitions and succession planning. Jeremy joined Vohora LLP in 2005 as a co-op student and became a partner in 2010. In 2016, he was awarded the CPABC Early Achievement Award for his accomplishments.

Darren Xu

Mr. Xu is a Managing Director in the Equities Group at Farallon Capital in San Francisco, having joined originally in 2014. Previously, he was an investment banking analyst in Citigroup's Mergers and Acquisitions Group in New York City. His experience in securities analysis and M&A advisory spans various industries, including video games and interactive entertainment. Mr. Xu graduated summa cum laude from the University of Pennsylvania with dual degrees in finance and computer science.

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 of Directors.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit

services as described in the Company's Audit Committee Charter.

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 Sections 2.4, 3.2, 3.4 or 3.5 of NI 52-110, or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided by BDO Canada LLP (the current auditors of the Company) and KPMG LLP (the former auditors of the Company), to the Company to ensure auditor independence. Fees incurred for audit and non-audit services in the last two fiscal years for audit fees are outlined in the following table:

Nature of Services	Fees Paid to Auditor in Year Ended December 31, 2024	Fees Paid to Auditor in Year Ended December 31, 2025
Audit Fees(1)	$290,000	$290,000
Audit-Related Fees(2)	$Nil	$Nil
Tax Fees(3)	$Nil	$Nil
All Other Fees(4)	$Nil	$Nil
Total	$290,000	$290,000

(1) "Audit Fees" include fees necessary to perform the annual audit of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) "All Other Fees" include all other non-audit services.

Other Matters

As of the date of this Information Circular, management knows of no other matters to be acted upon at the Meeting. However, should any other matters properly come before the Meeting, the Common Shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the Common Shares represented by the Proxy.

Additional Information

Additional information relating to the Company is available through the Company's profile on the SEDAR+ website at www.sedarplus.ca.

Financial information on the Company is provided in the Company's comparative financial statements and management discussion and analysis of the most recently completed financial year ended December 31, 2025. Copies of the Company's financial statements and management discussion and analysis may be obtained upon request from the Company to the attention of Odyssey Trust Company at 409 Granville St, Vancouver, BC V6C 1T2, T: 1-587-885-0960.

APPROVAL AND CERTIFICATION

The contents of this Information Circular have been approved and this mailing has been authorized by the Directors of the Company.

Where information contained in this Information Circular, rests specifically within the knowledge of a person other than the Company, the Company has relied upon information furnished by such person. The foregoing contains no untrue statement of material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

Dated at Vancouver, British Columbia, on April 8, 2026.

"Jason Bailey"

Jason Bailey
Chairman

SCHEDULE "A"

East Side Games Group Inc.
(the "**Company**")

AUDIT COMMITTEE CHARTER

Purpose of the Committee

The purpose of the Audit Committee (the "**Committee**") of the Board of the Company is to provide an open avenue of communication between management, the Company's independent auditors and the Board and to assist the Board in its oversight of:

(d) the integrity, adequacy and timeliness of the Company's financial reporting and disclosure practices;

(e) the Company's compliance with legal and regulatory requirements related to financial reporting; and

(f) the independence and performance of the Company's independent auditors.

The Committee shall also perform any other activities consistent with this Charter, the Company's Articles and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall elect a Chair from among their number. The members of the Committee must not be, and must not have been in the last 3 years, officers or employees of the Company or of an affiliate of the Company, and must be otherwise "independent" within the meaning of Canadian Securities Administrators National Instrument 52-110 *Audit Committees*. Otherwise the Committee may determine its own procedures.

The Committee's role is one of oversight. Management is responsible for preparing the Company's financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with generally accepted accounting principles ("**GAAP**"). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditors' responsibility is to audit the Company's financial statements and provide their opinion, based on their audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with GAAP.

The Committee is responsible for recommending to the Board the independent auditors to be nominated for the purpose of auditing the Company's financial statements, preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, and for reviewing and recommending the compensation of the independent auditors. The Committee is also directly responsible for the evaluation of and oversight of the work of the independent auditors. The independent auditors shall report directly to the Committee.

Authority and Responsibilities

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.

2. Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.

3. Review with management and the independent auditors the adequacy and effectiveness of the Company's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.

4. Review with management and the independent auditors the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.

5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.

6. Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.

7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the independent auditors' judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the independent auditors without the presence of management.

8. Review with management and the independent auditors significant related party transactions and potential conflicts of interest.

9. Pre-approve all non-audit services to be provided to the Company by the independent auditors.

10. Monitor the independence of the independent auditors by reviewing all relationships between the independent auditors and the Company and all non-audit work performed for the Company by the independent auditors.

11. Establish and review the Company's procedures for the:

    (a) receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and

    (b) confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.

12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Company.

13. Perform such other functions and exercise such other powers as are prescribed form time to time for the audit committee of a reporting company in Parts 2 and 4 of National Instrument 52-110 of the Canadian Securities Administrators, the British Columbia *Business Corporations Act* and the Articles of the Company.