

**East Side Games Group Inc.
Management's Discussion and Analysis ("MD&A")
For the Three Month Period Ended March 31, 2023**

MANAGEMENT'S DISCUSSION AND ANALYSIS

This MD&A should be read in conjunction with the audited consolidated financial statements of East Side Games Group (formerly known as Leaf Mobile Inc.) ("ESGG", "LEAF" or the "Company") for the year ended December 31, 2022 and the related notes, and our unaudited interim financial statements for the three months ended March 31, 2023, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's functional and reporting currency is the Canadian dollar and all amounts in this MD&A are expressed in Canadian dollars. This MD&A is dated May 11, 2023.

CAUTION ON FORWARD-LOOKING STATEMENTS

This MD&A contains certain statements that may constitute "forward looking statements". Forward looking statements include, but are not limited to, statements regarding future anticipated business developments and the timing thereof, business and financing plans, and ongoing litigation. No assurance can be given that such expectations will prove to be correct. Forward looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. Forward looking statements are not guarantees of future performance, and actual results may differ materially from those in forward looking statements as a result of various factors, including, but not limited to, the Company's ability to generate future revenues; competition; regulation; potential intellectual property issues; reliance on third party distributors; dependence on key executives; dependence on advertising revenue; potential requirement for further funding; IT security risks; potential conflicts of interest with proposed directors and officers; potential share price volatility; need to attract and retain qualified personnel; litigation risks; and ability to implement business strategies.

Although the Company has attempted to identify important factors that could affect it, unknown events may cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements in this MD&A address only as of the date hereof. The Company does not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof to reflect the occurrence of unforeseen events other than as required by applicable law.

COMPANY BACKGROUND & DESCRIPTION OF BUSINESS

ESGG is a free-to-play mobile game group, creating engaging games that produce enduring player loyalty. Our entrepreneurial culture is anchored in creativity, execution, and a focused growth strategy of games development and publishing of original and licensed IP games, licensing of our Game Kit(s), technology platforms and a disciplined studio acquisition consolidation strategy. Headquartered in Vancouver, the Company has approximately 180 employees and currently operates multiple virtual studios under the East Side Games and LDRLY Games banners. The Company develops, operates and publishes mobile games within our group and distributed network of Game Kit partners on two main platforms: Apple's iOS and Google's Android.

We generate revenue through in-app purchases ("IAP") from the sale of in-game virtual items that enhance the game-playing experience, and through in-game advertising. Revenue growth will continue to depend on our ability to attract and retain players and effectively monetize our players. We intend to do this through the launch of new games, enhancements to current games and expansion into new markets and distribution platforms.

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Our financial reporting structure will not report on individual titles to respect our partner non-disclosure agreements and competitive information. At March 31, 2023, key published titles and launch dates are as follows:

Game Title	Developer/ Publisher	Worldwide Launch Date	IP Ownership
<i>Trailer Park Boys: Greasy Money</i>	ESG	April 20, 2017	TPB Inc.
<i>Bud Farm Idle Tycoon</i>	LDRLY	March 23, 2019	ESGG
<i>Cheech & Chong Bud Farm</i>	LDRLY	April 19, 2020	Cheech & Chong LLC
<i>RuPaul’s Drag Race Superstar</i>	ESG / Night Garden	October 25, 2021	World of Wonder Productions Inc.
<i>The Office: Somehow We Manage</i>	ESG	January 27, 2022	NBC Universal
<i>Star Trek: Lower Decks - the Badgey Directive</i>	ESG / Mighty Kingdom	September 13, 2022	CBS Viacom
<i>Doctor Who: Lost in Time</i>	ESG / Bigfoot	March 8, 2023	BBC Studios

Three of ESGG's top five games are titles that launched in the past two years: *RuPauls Drag Race Superstar*, *The Office: Somehow We Manage*, and *Star Trek: Lower Decks - The Badgey Directive*. These titles prove out the product market fit for GameKit, our proprietary software that allows developers to build faster, cheaper, and with a higher chance of success. It also proves our focus on IP driven games is a solid model in a post Identification for Advertisers (“IDFA”) world.

GROWTH STRATEGY

We are focused on three primary ways to grow our business:

1. Organic growth

- Games Development & Publishing – use licensed IP driven and owned IP Franchises
- Unlock white space, loyal fandoms and underserved markets
- Active “Live Ops” services player retention and long-term commitment to the player community

2. Distributed Growth through the Game Kit Software Platform

- Game Kit is ESGG’s core software technology. This internally developed proprietary software framework for building specific mobile games allows for a material decrease in the typical build to launch timeline for mobile games to reduce development cost and increase the potential for game success with proven monetization mechanics. This platform is utilized internally within the group to drive efficiencies and is licensed to related or 3rd party professional development studios on an invite only basis on a revenue-share and SaaS-based models.

3. Acquired Growth

- ESGG is an opportunistic and disciplined buyer looking for accretive acquisitions that support diversification of studio talent, technology, intellectual property and games.
- The Game Kit ecosystem provides a high-quality pipeline for future acquisitions through an “incubator” line of sight which allows us to assess cultural fit, skill sets and acquire studio management alignment.

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OVERALL PERFORMANCE

For the Three Months Ended March 31, 2023 and 2022

	Three Months Ended March 31, 2022	Three Months Ended March 31, 2022
Revenue	\$ 24,294,382	\$ 35,607,906
Cost of sales	9,651,733	11,563,064
Gross profit	14,642,649	24,044,843
Operating expenses	15,995,925	24,256,493
Other income (expense)	(22,220)	131,692
Income tax expense (recovery)	(307,463)	(105,434)
Net income (loss)	(1,023,593)	25,475
EBITDA (note 1)	1,946,909	3,120,798
Adjusted EBITDA (note 2)	2,579,300	3,740,589
Earnings (loss) per share	(0.01)	0.00
USD : CAD average exchange rate	\$ 1.35	\$ 1.27

Note 1 - The term EBITDA does not have a standardized meaning according to IFRS. See Non-GAAP Measures - EBITDA and Adjusted EBITDA for more information.

Note 2 - The term Adjusted EBITDA is not defined under IFRS and is not a measure of operating income, operating performance or liquidity presented in accordance with IFRS. The Company defines Adjusted EBITDA as EBITDA adjusted for stock-based compensation, unrealized foreign exchange gain or loss, and non-cash and other adjustments. See non-GAAP measures for more information.

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Commentary for the three months ended March 31, 2023:

- Revenue for the first quarter of \$24.3 million was a 32% decrease over the first quarter of 2022. The decline was partially caused by lower revenue from *RuPaul's Drag Race Superstar* which launched in late 2021. In addition, we decreased our user acquisition spending by 50% compared to the prior year which also resulted in decreased revenues in our other game titles.
- Cost of sales include platform fees from Apple and Google, which are 30% of in-app purchases, Amazon hosting fees and IP royalties.
- Q1 2023 advertising revenue decreased to \$6 million, or 25% of total revenue, down from \$9.1 million, or 26% of total revenue.
- Operating expenses include development and live operation expenses related to published games, user acquisition costs, administration expenses and amortization expense. User acquisition costs were significantly lower for Q1 2023 as compared to the prior year quarter. Development costs decreased over the prior year quarter due to lower external development costs and tax credits. Amortization expense was consistent with the prior year quarter. Transaction expenses during Q1 2023 relate to contract termination costs.
- For the three month period ended March 31, 2023, the Company recorded a net loss of \$1 million, which included amortization of \$3.3 million, stock based compensation of \$0.4 million, transaction costs of \$0.2 million, tax recovery of \$0.3 million and operating margin excluding these items of \$2.6 million. This compares to a net income of \$25,475 in the prior year quarter.
- For Q1 2023, Adjusted EBITDA was \$2.6 million, compared to \$3.7 million for the prior year quarter.

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Non GAAP Key Audience Metrics:

We manage our business by tracking several non-GAAP operating metrics we believe collectively best reflect key audience growth, retention and monetization trends. The audience metrics areas are outlined as follows:

Daily Active Users (DAU): The Company defines DAU as the number of users who played one of its mobile games during a particular day. DAU for a particular period is the average DAU of each day during that period. We use DAU as a measure of audience engagement.

Monthly Active Users (MAU): The Company defines MAU as the number of users who played one or more of its mobile games during a 30-day period ending with the measurement date. Annual and quarterly MAU is the average MAU at each month-end during that period. We use MAU as a measure of total game audience size.

DAU/MAU %: The Company defines DAU/MAU “stickiness rate” as Daily Active Users (DAU) in the period divided by Monthly Active Users (MAU) in the period. We use this metric to evaluate how often users interact with our products.

Average Revenue per Daily Active Users (ARPDau): The Company defines ARPDau as its total revenue in a particular period, divided by the number of days in that period, divided by DAU in that period. We use this metric to evaluate monetization across our player base from both in-app purchases and advertising.

Total ESGG Portfolio of Games		
Key Metrics	Q1 2023	Q1 2022
DAU	277,082	410,763
<i>Y-o-Y %</i>	<i>-33%</i>	<i>N/A</i>
MAU	1,008,841	1,756,491
<i>Y-o-Y %</i>	<i>-43%</i>	<i>N/A</i>
DAU / MAU	28%	23%
<i>Y-o-Y %</i>	<i>17%</i>	<i>N/A</i>
ARPDau	\$0.95	\$0.96
<i>Y-o-Y %</i>	<i>-1%</i>	<i>N/A</i>

Total Game Portfolio: We finished the first quarter with average DAU of 277,082, down 33% year-over-year, and average MAU of 1,008,841, down 43% year-over-year. This decline was driven by decreased UA investment. ARPDau was consistent with the prior year.

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SELECT QUARTERLY INFORMATION

	Q2 2021	Q3 2021	Q4 2021	Q1 2022
Revenue	\$ 22,538,799	\$ 19,035,401	\$ 28,607,632	\$ 35,607,906
Cost of sales	8,325,558	6,670,356	9,708,035	11,563,064
Gross profit	14,213,241	12,365,045	18,899,597	24,044,843
Operating expenses	14,314,618	13,852,501	21,276,743	24,256,493
Other income (expenses), net	(883,980)	(343,382)	(136,188)	131,692
Income tax expense (recovery)	152,264	(142,448)	(1,505,191)	(105,434)
Net income (loss) for the period	(1,137,621)	(1,688,390)	(1,008,143)	25,475
EBITDA (Note 1)	1,075,664	238,606	(400,169)	3,120,798
Adjusted EBITDA (Note 2)	2,735,954	1,258,232	1,273,444	3,740,589
Earnings (loss) per share	(0.02)	(0.02)	(0.01)	0.00
USD : CAD average exchange rate	\$ 1.23	\$ 1.26	\$ 1.26	\$ 1.27

	Q2 2022	Q3 2022	Q4 2022	Q1 2023
Revenue	\$ 29,703,359	\$ 25,048,134	\$ 25,920,220	\$ 24,294,382
Cost of sales	10,979,589	9,874,127	11,350,153	9,651,733
Profit before other expenses	18,723,771	15,174,008	14,570,068	14,642,649
Operating expenses	21,275,991	19,863,754	16,309,056	15,995,925
Other income (expenses), net	18,971,482	250,906	(207,311)	22,220
Income tax expense (recovery)	(420,187)	(420,188)	144,213	(307,463)
Net income (loss) for the period	16,839,448	(4,018,653)	(2,090,513)	(1,023,593)
EBITDA (Note 1)	19,626,841	(1,238,111)	1,246,170	1,946,909
Adjusted EBITDA (Note 2)	1,391,909	(186,281)	2,544,195	2,579,300
Earnings (loss) per share	0.21	(0.05)	(0.03)	(0.01)
USD : CAD average exchange rate	\$ 1.28	\$ 1.33	\$ 1.26	\$ 1.35

Note 1 - The term EBITDA does not have a standardized meaning according to IFRS. See Non-GAAP Measures - EBITDA and Adjusted EBITDA for more information.

Note 2 - The term Adjusted EBITDA is not defined under IFRS. See non-GAAP measures for more information.

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LIQUIDITY & CAPITAL RESOURCES

Cash for the Company at March 31, 2023 was \$3.1 million. Including the \$0.8 million drawn against the credit line, net cash was \$2.3 million, compared to \$4.8 million at December 31, 2022. The decrease of \$2.5 million resulted primarily due to the timing of Apple’s monthly payment which was received in early April. The offset to the lower cash balance is the higher accounts receivable balance.

On August 11, 2022, the Company announced a Normal Course Issuer Bid (“NCIB”) authorizing the Company to purchase 4,076,819 of its shares. Through March 31, 2023, the Company purchased 393,798 shares at an average price of \$1.15.

The net cash used in operating activities for the period ended March 31, 2023 was \$1.9 million compared to \$5.8 million generated during the prior year period. The decrease was primarily related to the timing of the Apple payment as noted above.

Cash used in investing activities during the period ended March 31, 2023 included \$0.4 million for the purchase of intangible assets (including IP minimum guarantee payments and game development) and \$39 thousand for the purchase of office equipment.

Cash used in financing activities during the period ended March 31, 2023 included \$0.1 million for the share buyback and \$0.1 million for repayment of the credit line.

SHARE CAPITAL

The Company has an unlimited number of authorized common shares.

On August 11, 2022, the Company announced a NCIB authorizing the Company to purchase 4,076,819 of its shares. Significant share transactions during the three months ended March 31, 2023 were:

- 159,065 shares repurchased under the NCIB at an average cost of \$0.83 per share.

Former ESG shareholders agreed that 48,985,416 shares are subject to lock-up with one third coming out of lock-up on each of February 5, 2022, February 5, 2023 and February 5, 2024. Accordingly, as of the date of this MD&A, 16,328,472 of these shares are in lock-up. In addition, 1,481,481, of the contingent shares are in lock-up.

	Shares Locked-up	Released on Feb 5, 2022	To be released on Feb 5, 2023	To be released on Feb 5, 2024
Acquisition of ESG	48,985,416	16,328,472	16,328,472	16,328,472
Contingent payment (shares issuable)	2,962,962	-	1,481,481	1,481,481

INVESTMENT IN TRULY SOCIAL GAMES

The Company entered into a membership interest purchase agreement (the "MIPA") to acquire Truly Social Games Inc. ("TSG") on June 22, 2021, the details of which were announced in the Company's news release on the same date. Pursuant to the MIPA, the Company was entitled to acquire a 20% membership interest in TSG, in consideration of the Company funding up to \$3.0 million in development expenses in relation to four game titles. Additionally, the Company was granted options to acquire the remaining membership interests in TSG.

The Company acquired its initial 20% membership interest in TSG, having funded the \$3.0 million required under the MIPA. The Company also provided TSG with additional funding in excess of that amount. In October 2022, the Company provided notice to TSG that it did not intend to exercise its options to acquire the remaining membership interests in TSG. TSG subsequently filed claims in Oregon and in British Columbia, which claim, among other things, that the Company is in breach of its obligations under the MIPA and publishing agreements related to aforementioned game titles, and that the Company has improperly used TSG's intellectual property with respect to same. The Company believes these claims have no merit, intends to vigorously defend against all such claims and has filed a response to TSG's claim and filed a counter claim against TSG in British Columbia. The Company intends to pursue all legal and/or equitable remedies available to it with respect to the repayment of all excess amounts funded.

ACQUISITION OF FUNKO POP! BLITZ MOBILE GAME

On January 18, 2022, the Company announced that it acquired all of N3twork Inc.'s ("N3twork") rights to the Funko Pop! Blitz mobile game, and all assets used and related to the free-to-play mobile game on iOS and Android platforms. The Company issued 419,389 shares and assumed \$1.3 million of N3twork's obligations as part of this transaction.

RELATED PARTY TRANSACTIONS

Transactions with Night Garden

During the quarter ended March 31, 2023, the Company incurred \$0.6 million (2021 Q1 - \$0.6 million) in development costs which are recoupable from Night Garden and were expensed during the quarter.

Non-GAAP MEASURES

We have included certain non-GAAP performance measures throughout this MD&A. These performance measures are employed by us internally to measure operating and economic performance and to assist in business decision-making, as well as providing key performance information to senior management. We believe that, in addition to conventional measures prepared in accordance with IFRS, certain investors and other stakeholders also use this information to evaluate our operating and financial performance; however, these non-GAAP performance measures do not have any standardized meaning. Accordingly, these performance measures are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

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Non-GAAP Measures – EBITDA and Adjusted EBITDA

We believe that, in addition to conventional measures prepared in accordance with IFRS, the Company and certain investors use EBITDA and Adjusted EBITDA as an indicator of our ability to generate liquidity by producing operating cash flow to fund working capital needs and fund development expenditures. EBITDA is also frequently used by investors and analysts for valuation purposes whereby EBITDA is multiplied by a factor or “EBITDA multiple” that is based on an observed or inferred relationship between EBITDA and market values to determine the approximate total enterprise value of a company.

EBITDA and Adjusted EBITDA are intended to provide additional information to investors and analysts and do not have any standardized definition under IFRS, and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. EBITDA and Adjusted EBITDA exclude the impact of cash costs of financing activities and taxes, and the effects of changes in operating working capital balances, and therefore are not necessarily indicative of operating profit or cash flow from operations as determined under IFRS. Other companies may calculate EBITDA and Adjusted EBITDA differently.

EBITDA

ESGG defines EBITDA as net income or loss adjusted for income taxes, interest expense, depreciation and amortization.

	Q2 2021	Q3 2021	Q4 2021	Q1 2022	Q2 2022	Q3 2022	Q4 2022	Q1 2023
Net income (loss)	(1,137,621)	(1,688,390)	(1,008,143)	25,475	16,839,448	(4,018,653)	(2,090,513)	(1,023,593)
Income tax	152,264	(142,448)	(1,505,191)	(105,434)	(420,187)	(420,188)	144,213	(307,463)
Depreciation and amortization	2,061,020	2,069,443	2,113,165	3,200,757	3,207,580	3,200,730	3,192,470	3,277,965
EBITDA	1,075,664	238,606	(400,169)	3,120,798	19,626,841	(1,238,111)	1,246,170	1,946,909

Adjusted EBITDA

ESGG defines Adjusted EBITDA as EBITDA adjusted for stock-based compensation, unrealized foreign exchange gains or losses, non-recurring costs, and non-cash and other adjustments.

	Q2 2021	Q3 2021	Q4 2021	Q1 2022	Q2 2022	Q3 2022	Q4 2022	Q1 2023
EBITDA	1,075,664	238,606	(400,169)	3,120,798	19,626,841	(1,238,111)	1,246,170	1,946,909
Stock based comp	608,495	463,204	376,600	728,110	736,550	621,777	441,373	360,380
Transaction expenses and restructuring costs	167,815	213,040	602,637	23,373	-	680,959	649,341	249,791
One time items	883,980	343,382	694,375	(131,692)	(18,971,482)	(250,906)	207,311	22,220
Adjusted EBITDA	2,735,954	1,258,232	1,273,444	3,740,589	1,391,909	(186,281)	2,544,195	2,579,300

SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and notes to the consolidated financial statements. These estimates are based on management's best knowledge of current events and actions the Company may undertake in the future. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognized in the period in which the estimates are revised. Significant areas requiring the Company to make estimates include identification and valuation of intangible assets acquired in business combinations, contingent liabilities resulting from business combinations and the fair value of share-based payments. The application of these and other accounting policies are described in notes 2 and 3 of our annual consolidated financial statements for the year ended December 31, 2022, filed on March 31, 2023. Actual amounts may vary significantly from estimates used. There have been no significant changes in accounting policies applied to the December 31, 2022 consolidated financial statements.

ACCOUNTING STANDARDS AND AMENDMENTS ISSUED BUT NOT YET APPLIED

The Company is not aware of any proposed accounting standards or amendments that would have a significant effect on the consolidated financial statements as at March 31, 2023.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

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. Based on a review of the Company's internal control procedures, the Company's Chief Executive Officer and Chief Financial Officer believe its internal controls and procedures are appropriately designed and have certified on the operating effectiveness of internal controls as at March 31, 2023.

There have been no material changes in the Company's internal control over financial reporting during the year quarter ended March 31, 2023 that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

Disclosure Controls and Procedures

Management is also responsible for the design and effectiveness of disclosure controls and procedures to provide reasonable assurance that material information related to the Company, including its consolidated subsidiaries, which is required to be disclosed by the Company in its filings or required to be submitted by the Company under securities legislation is recorded, processed and summarized and reported within specified time periods. The Company's Chief Executive Officer and Chief Financial Officer have each evaluated the design of the Company's disclosure controls and procedures as at March 31, 2023, and have concluded that these controls and procedures were appropriately designed.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, is the responsibility of management. During the preparation of financial 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 judgments and have been properly reflected in the accompanying financial statements.

Management maintains a system of internal controls to provide reasonable assurance that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information.

The Company's Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Board's Audit Committee meets with management quarterly to review the financial statement results, including the MD&A, and to discuss other financial, operating and internal control matters. The Audit Committee receives a report from the independent auditors annually and is free to meet with them throughout the year.

RISK FACTORS AFFECTING OUR PERFORMANCE

The securities of ESGG should be considered highly speculative due to the nature of the Company's businesses and the current stage of its development. Risks and uncertainties are discussed in great detail in the Company's Annual Information Form available on SEDAR at www.sedar.com.

The risks presented in the Annual Information Form may not be all of the risks that the Company may face. It is believed that these are the factors that could cause actual results to be different from expected and historical results. Other sections of this MD&A, the consolidated financial statements for the years ended December 31, 2022 and 2021, each of which are available on SEDAR, and other filings the Company has made and may make in the future with the applicable securities authorities, include additional factors that could have an effect on the business and financial performance of the Company's business. The market in which the Company competes is very competitive and changes rapidly. Sometimes new risks emerge and management may not be able to predict all of them, or be able to predict how they may cause actual results to be different from those contained in any forward-looking statements. You should not rely upon forward-looking statements as a prediction of future results.

ADDITIONAL INFORMATION

Additional information relating to the Company is available in the consolidated financial statements of the Company for the three months ended March 31, 2023. Additional information can also be found in the investors section of the Company's website at www.eastsidegamesgroup.com or on the Company's SEDAR profile at www.sedar.com.