BACKSTAGEPLAY INC.
Management's Discussion and Analysis
For the Quarter Ended September 30, 2022

Introduction

The following management's discussion and analysis for Backstageplay Inc. "Backstageplay", or the "Company") provides information that management believes is relevant to an assessment and understanding of the Company's consolidated results of operations and financial condition. Management has prepared this document in conjunction with its broader responsibilities for the accuracy and reliability of the consolidated financial statements. This discussion and analysis should be read in conjunction with the Company's consolidated financial statements for the year ended December 31, 2021 and 2020, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") and are available on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com. Additional information relating to the Company is also accessible at www.sedar.com. Unless otherwise indicated, all references to "$" herein refer to Canadian dollars.

The date of this MD&A is November 28, 2022.

Forward Looking Statements

This discussion and analysis of financial condition and results of operations may contain forward looking statements that involve substantial risks and uncertainties including, but not limited to, the identification of new business opportunities for the Company, the ability of the Company to access sufficient funding to take advantage of any identified new business opportunities and the ability of the Party to close the Proposal, as defined under Comments on Management's Plans and Going Concern below. The material factors that could impact on the actual results would include, but not be limited to, the outcome of the Restructuring as discussed below under Comments on Management's Plans and Going Concern below. No assumptions were applied to these forward looking statements. Any statement in this discussion and analysis that is not a statement of a historical fact constitutes a forward looking statement and when we use the words "may", "expect", "anticipate", "plan", "believe", "seek", "estimate" and similar words, we intend to identify statements and expressions that may be forward looking statements. We believe it is important to communicate certain of our expectations to our investors. Forward looking statements are not guarantees of future performance. They involve risks, uncertainties and assumptions that could cause the Company's future results to differ materially from those expressed in any forward looking statements. Many factors are beyond our ability to control or predict. You are accordingly cautioned not to place undue reliance on such forward looking statements. We do not intend to update publicly any forward looking statements whether in response to new information, future events or otherwise except as required by applicable law. Important factors that may cause our actual results to differ from such forward looking statements include, but are not limited to, the Risks and Uncertainties discussed below.

Management's Discussion and Analysis

General Overview

Backstageplay Inc. holds rights to certain software and intellectual property and operates in the Internet entertainment and marketing industry. The platform uses at its core, commercial grade online gaming technologies which serve up games and other content while using software and back office systems which manage players and their gaming activity. The Backstageplay system provides a technology infrastructure allowing businesses or their entertainment professionals to generate subscription, top up and advertising revenue while Artists or other social media engaged celebrities generate fan loyalty. Since 2018, the Company has generated a limited amount of subscription revenues and is evaluating options for improved fan marketing, improved gameplay options, alternative reward mechanics and more streamlined and cost-effective delivery processes.

On February 19, 2022, the Company entered into product co-development and revenue share agreements with Cash Live Entertainment Inc. ("Cash Live"). These agreements encompass software license and managed services agreements between the companies, whereby each company will contribute specified game and software source code to develop two new live format games. The terms of the agreements are for one year and amount to $125,000 USD for each game. Deposits for the co-development project were made by the Company on February 23, 2022 and September 22, 2022. In addition, in exchange for the Company's contribution of game source code and specified managed services, the Company will receive up to $250,000 USD in shares of Cash Live. The net revenues after direct costs generated from the two new games will be split 25% to the Company and 75% to Cash Live.

On December 21, 2021, the Company closed a non-brokered private placement for gross aggregate proceeds of $500,000 resulting in the issuance of 2,564,102 common share units. Each unit was priced at $0.195 per unit and consist of a common share of the Company and one Common Share purchase warrant exercisable at $0.26 per Warrant Share for a 24-month period.

On November 1, 2021, the Company announced the appointment of Bob Williams to the position of CIO and Director and the grant of stock options to purchase up to 200,000 common shares of the Company exercisable up to and including November 1, 2026 at an exercise price of $0.20 per share.

On July 13, 2021, the Company announced the appointment of Simon Collins to the Position of Executive Chairman. Mr. Collins is a well-known pioneer of the online gaming sector in the United Kingdom. Mr Collins is helping advance new opportunities to create shareholder value through skill-based and iGaming synergies amongst his contact base. In conjunction with this appointment, the Company granted stock options to purchase up to 300,000 common shares of the Company exercisable up to and including July 13, 2026 at an exercise price of $0.10 per share.

On November 2, 2020, the Company and eUnited mutually agreed to terminate the Agreement citing difficult market conditions exacerbated by the economic uncertainty of COVID-19. The parties have agreed to continue discussions as to commercial and strategic alternatives to forge a continuing relationship. Subsequent to its announcement of the termination of the Agreement, on November 23, 2020, the Company's shares resumed trading on the TSX Venture Exchange.

On September 16, 2020 the Company entered into a merger agreement (the “Agreement”) with eUnited eSports Inc. (“eUnited”). The Agreement involved the creation of a wholly-owned subsidiary Backstageplay (Delaware Inc.) (“Subco”) pursuant to which Backstageplay will had agreed to acquire the Company through the merger of Subco with and into eUnited. Following the completion of the merger, the combined entity will carry on the business of eUnited while also utilizing the software and intellectual property of Backstageplay. In connection with the transaction, Backstageplay intends to complete a private placement for minimum gross proceeds of CAD$3,000,000. The Company’s shares were halted on September 16, 2020, at the request of the Company.

On April 7, 2020, the Company entered into a debt settlement agreement with certain arm’s length and non-arm’s length creditors to settle an aggregate $485,405 in debt for trade services provided by the Creditors to the Company. The debt settlement resulted in the issuance of 2,427,025 common shares at a deemed issue price of $0.20 per common share. At the date of issuance of those common shares on May 11, 2020, the Company’s share price was trading at $0.10 resulting in $242,703 of the debt settlement being recognized for accounting purposes as a debt recovery and the common share settlement being valued at $242,703. Costs directly attributable to this debt settlement amounted to $12,349.

On February 14, 2020, the Company completed a 2:1 Share Consolidation resulting in 26,693,383 pre-consolidation common shares outstanding being reduced to approximately 13,346,686 post-consolidation common shares. The share consolidation has been applied retrospectively. All references to the number of common shares have been adjusted retrospectively to reflect the Company’s 2:1 share consolidation for all periods disclosed in this MD&A.

On March 19, 2020, the Company closed a non-brokered private placement for gross aggregate proceeds of $200,000 resulting in the issuance of 2,000,000 common shares at a price of $0.10 per share.

On February 14, 2020, the Company announced the grant of 1,000,000 stock options to directors and officers at an exercise price of $0.10 per share in accordance with the Company’s 10% rolling stock option plan.

Critical Accounting Policies and Estimates

The consolidated financial statements of the Company are prepared in accordance with IFRS-IASB. IFRS-IASB requires that management make certain estimates, judgments and assumptions. These estimates, judgments and assumptions are subject to periodic evaluation. Management believes that the estimates, judgments and assumptions upon which management relies are reasonable based upon information available to management at the time these estimates, judgments and assumptions are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of the financial statements, as well as the reported amounts of revenue and expenses during the periods presented. To the extent that there are material differences between these estimates, judgments or assumptions and actual results, the Company's consolidated financial statements will be affected. As the Company presently has no business operations, there are no specific significant accounting policies that management believes are critical to aid in fully understanding and evaluating the reported financial results.

In many cases, the accounting treatment of a particular transaction is prescribed by IFRS-IASB and, accordingly, management does not apply judgment in the application of IFRS-IASB. There are also areas in which management's judgment in selecting amongst available alternatives would not produce a materially different result. The Company's senior management has reviewed these critical accounting policies and related disclosures with the Board of Directors of the Company.

Changes in Significant Accounting Policies

Except as described below, the accounting policies used by the Company are the same as those applied in the Company's annual audited financial statements as at and for the years ended December 31, 2021 and 2020.

Changes in Significant Accounting Policies

Except as described below, the accounting policies used by the Company are the same as those applied in the Company's annual audited financial statements as at and for the years ended December 31, 2021 and 2020.

Recent Accounting Pronouncements

None

Summary of Quarterly Results

The following table sets out selected unaudited financial information of the Company on a consolidated basis for the last eight quarters in whole Canadian dollars except for per share amounts. Certain figures have been reclassified in comparative periods to conform with the current period's presentation. For more information readers should refer to the Company's annual financial statements ended December 31, 2021.

Quarter	Q3 2022	Q2 2022	Q1 2022	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020
Expenses									
General and adminstrative	15,060	17,837	16,053	31,371	26,286	15,028	17,273	145,517	54,228
Investor relations	3,000	3,000	3,000	-	-	-	-	-	-
Site and game development costs	263,172	-	-	-	-	-	-	-	-
Site maintenance and support	-	-	-	2,750	8,500	150	750	16,888	2,285
Sales and marketing	3,000	5,765	3,000	836	150	-	-	6,630	52,900
Stock-based compensation	-	-	-	69,582	22,718	-	-	19,710	-
Amortization expense	-	-	-	-	-	-	-	-	-
Interest, recoveries and exchange (gains/losses)	-	-	-	2	(51)	23	37	(981)	-
	284,232	26,602	22,053	104,541	57,603	15,201	18,060	187,764	109,413
Income (loss)	(284,232)	(26,602)	(22,053)	(104,541)	(57,603)	(15,201)	(18,060)	(187,764)	(109,413)
Net income (loss) per share									
Basic	(0.014)	(0.001)	(0.001)	(0.005)	(0.003)	(0.001)	(0.001)	(0.010)	(0.007)
Diluted	(0.014)	(0.001)	(0.001)	(0.005)	(0.003)	(0.001)	(0.001)	(0.010)	(0.007)
Weighted average number of common shares outstanding:									
Basic	20,687,833	20,687,833	20,687,833	19,600,877	18,123,731	18,123,731	18,123,731	17,940,923	16,521,949
Diluted	20,687,833	20,687,833	20,687,833	19,600,877	18,123,731	18,123,731	18,123,731	17,940,923	16,521,949

Results of Operations for the third quarter ended September 30, 2022 and 2021

There were no subscription revenues for the three-month period ended September 30, 2022 or 2021.

Total expenses increased to $284,232 for the three-month period ended September 30, 2022 compared to $57,603 during the three-month period ended September 30, 2021. The increase was a result of site and game development costs of $263,172 incurred related to the co-development project with Cash Live and the NFT/gaming platform. These costs involved co-developing a bingo live style game as well as migrating the Cash Live platform onto a more scalable backend system. General and administrative expenses were moderately lower for the three-month period ended September 30, 2022 at $15,060 compared to $26,286 for the prior year quarter. General and administrative expenses relate primarily to the Company’s ongoing compliance, legal and accounting needs which were lower in 2022 primarily due to less financing activities.

Results of Operations for the nine-month period ended September 30, 2022 and 2021

There were no subscription revenues for the nine-month period ended September 30, 2022.

Total expenses increased to $332,887 during the nine-month period ended September 30, 2022 compared to $94,294 for the comparable nine-month period in 2021. The increase was a result of site and game development costs of $263,172 incurred related to the co-development project with Cash Live and the NFT/gaming platform. General and administrative expenses were relatively consistent for the nine months ended September 30, 2022 at $48,950 compared to $58,857 during the nine months ended September 30, 2021. The moderate decrease was related to lower financing activities in 2022 compared to 2021. The Company also incurred $9,000 of investor relations fees compared to nil during the comparative period in 2021.

Results of Operations for the year ended December 31, 2021 compared with the year ended December 31, 2020

There were no subscription revenues for the year ended December 31, 2021 or 2020.

Total operating expenses to $195,394 for the year ended December 31, 2021 compared to $516,202 for the year ended December 31, 2020. The decrease was a result of the Company’s curtailing expenses in 2021 after incurring costs associated with a potential transaction with eUnited which was ultimately terminated due to COVID in October 2020. Sales, marketing and business development costs decreased from $123,289 in 2020 to $986 in 2021 as the Company incurred significant business development costs in efforts to prepare for and market a financing to support the potential transaction with eUnited. Filing fees, similarly, decreased from $45,450 to $35,359, as did site maintenance and support, royalties and site development costs which decreased to $12,150 for the year ended December 31, 2021 compared to $28,036 for the year ended December 31, 2020 related to upgrades to the software platform to accommodate new features relevant to eSports and online community gamification. Stock-based compensation expense remained relatively consistent year over year.

There were no recoveries on debt settlements in 2021 compared to $242,703 in 2020. These recoveries were a result of agreements to settle certain debts through the issue of 2,427,025 common shares at a deemed issue price of $0.20 per common share whereas, the Company's share price was trading at $0.10 at the time of approval by the TSX Venture Exchange.

Selected Annual Information

	As at December 31, 2021 or for the year then ended	As at December 31, 2020 or for the year then ended	As at December 31, 2019 or for the year then ended
Revenues	$ -	$ -	$ 284
General and Administrative Expenses	$ 195,405	$ 273,688	$ 71,704
Net Loss and Comprehensive Loss	195,405	273,688	(72,166)
Net loss per share- basic	$ 0.011	$ 0.017	$ (0.005)
Net loss per share - diluted	$ 0.011	$ 0.017	$ (0.005)
Current assets	476,820	88,411	54,986
Total assets	476,821	88,412	54,987
Total liabilities	323,197	320,983	587,047
Share Capital	5,171,032	4,921,796	4,420,194
Warrants	240,064	-	-
Contributed Surplus	3,446,049	3,353,749	3,282,174
Accumulated Deficit	(8,703,521)	(8,508,116)	(8,234,428)
Shareholders' equity (deficiency)	153,624	(232,571)	(532,060)
Weighted Average Shares Outstanding	18,496,053	16,507,811	13,346,681

Liquidity and Capital Resources

At September 30, 2022, the Company had cash of $91,975 compared to $301,448 at December 31, 2021. Net working capital deficiency at September 30, 2022 was $179,264 compared to working capital of $153,624 at December 31, 2021.

At September 30, 2022, the Company had total liabilities of $277,920 compared to $232,197 at December 31, 2021. Included in these liabilities are $106,424 of related party payables and accrued liabilities.

Net cash used in operating activities was $209,473 for the nine-month period ended September 30, 2022 compared to $42,067 for the comparative period ended September 30, 2021. The increased use of cash was primarily related to the investment in the co-development project with Cash Live Entertainment.

The consolidated financial statements have been prepared under the assumption that the Company will be able to continue as a going concern and realize its assets and discharge its liabilities in the course of business rather than through a process of forced liquidation. Continued operations of the Company are dependent on the Company's ability to receive continued financial support from its shareholders, to develop or acquire a sustainable operating business and to obtain additional equity. The consolidated financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue operations.

Financial Instruments and Risk and Capital Management

Cash balances

At September 30, 2022, the Company's cash is on deposit with one Canadian Chartered financial institution which is a high-credit quality financial institution.

Liquidity risk

The liquidity risk to the Company is that it may not have sufficient funds to meet financial obligations as they fall due. There is uncertainty as to whether the Company will be able to realize its assets and discharge its liabilities through the conduct of a business. These uncertainties are more fully described in Note 1.

The Company's objectives when managing capital (defined as shareholders' equity), are to safeguard cash as well as maintain financial liquidity and flexibility in order to preserve its ability to meet financial obligations and deploy capital to pursue new business interests.

The Company's financial strategy is designed to maintain a flexible capital structure consistent with the objectives stated above and to respond to business growth opportunities and changes in economic conditions. In order to maintain or adjust its capital structure, the Company may issue shares or issue debt (secured, unsecured, convertible and/or other types of available debt instruments).

The Company is not subject to any externally imposed capital requirements.

Other Required Management's Discussion and Analysis Disclosures

Outstanding Share Data and Other Information

At September 30, 2022 and November 28, 2022, the Company had 20,687,833 commons shares outstanding.

At September 30, 2022 and November 28, 2022, the Company had 1,725,000 options outstanding, 950,000 of which have exercise prices of $0.10 per share and 775,000 which have exercise prices of $0.20 per share.

Off-Balance Sheet Arrangements

The Company has not entered into any off-balance sheet arrangements.

Related Party Transactions and Management Compensation

Transactions with key management personnel, including compensatory arrangements, require disclosure. Key management personnel are considered to be the Chief Executive Officer, the Chief Financial Officer and the independent members of the board of directors.

During the quarter ending September 30, 2022, the Company incurred fees for bookkeeping and Chief Financial Officer services amounting to $5,000 (2021 - $5,000) from a Company controlled by the CFO.

During the year ended December 31, 2016, the Company entered into a customer finder's agreement with one of its Board Members. The agreement entitles the Director to receive three percent of any royalty or managed services revenues and 10% of any implementation fees secured through his network. No fees have been accrued for this agreement through September 30, 2022.

Disclosure Control Risks

The Company maintains a set of disclosure controls and procedures designed to ensure that information required to be disclosed in filings is recorded, processed, summarized and reported within the time periods specified in the Canadian Securities Administrators' rules and forms. Our Chief Executive Officer and Chief Financial Officer have designed our disclosure controls and procedures, or caused them to be designed under their supervision, as of September 30, 2022 to provide reasonable assurance that material information relating to the Company was made known to them and reported as required.

Internal control over financial reporting

Our Chief Executive Officer and Chief Financial Officer are responsible for the design of internal controls over financial reporting, or for causing them to be designed under their supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation and fair presentation of external financial statements in accordance with IFRS. Regardless of how well an internal control system is designed and operated, it can provide only reasonable, not absolute, assurance that it will prevent or detect all misstatements resulting from error or fraud due to the inherent limitations of any internal control system. The Chief Financial Officer and Chief Executive Officer have evaluated the design of the Company's internal controls and procedures over financial reporting as of the end of the period covered by this filing, and believe that the design to be sufficient to provide such reasonable assurance. There were no changes that occurred during the period ended September 30, 2022 that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

Risks and Uncertainties

The Company's ability to continue operations and fund future business activities is dependent on management's ability to secure additional financing.

Management is actively pursuing such additional sources of financing. However, there is no assurance that they will be able to do so successfully. As such, there is significant doubt about the Company's ability to continue as a going concern.

The consolidated financial statements do not give effect to the required adjustments to the carrying amounts and classifications of assets and liabilities should the Company be unable to continue as a going concern.