OOOOO ENTERTAINMENT COMMERCE LIMITED

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
OF SHAREHOLDERS
TO BE HELD ON OCTOBER 19, 2023
AT 10:00 A.M. (VANCOUVER TIME)

AND

INFORMATION CIRCULAR

September 14, 2023

This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this Information Circular, you should immediately contact your advisor.

OOOOO ENTERTAINMENT COMMERCE LIMITED

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of OOOOO Entertainment Commerce Limited (the "**Company**") will be held at the offices of Odyssey Trust Company, located at 350 – 409 Granville Street, Vancouver, British Columbia, on Thursday, October 19, 2023, at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended October 31, 2022, together with the auditor's report thereon;
2. to fix the number of directors for the ensuing year at four (4);
3. to elect the directors;
4. to appoint the auditor and to authorize the directors to fix the auditor's remuneration;
5. to consider and, if thought fit, to re-approve Company's amended and restated stock option plan as contemplated herein;
6. to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The accompanying management information circular (the "**Information Circular**") provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Company's board of directors have fixed **September 14, 2023** as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Odyssey Trust Company (the "**Transfer Agent**") at their offices located at Suite 702, 67 Yonge St., Toronto, ON M5E 1J8, Attention: Proxy Department, or by fax at 1-800-517-4553 not later than 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof. Alternatively, the completed form of proxy may be delivered to the chairman of the Meeting on the day of the Meeting, or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (an "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

Dated at Vancouver, British Columbia this day of 14th of September, 2023.

By Order of the Board of Directors of

OOOOO ENTERTAINMENT COMMERCE LIMITED

/s/ Samuel Jones
Samuel Jones
Chief Executive Officer, Chairman of the Board, and Director

OOOOO ENTERTAINMENT COMMERCE LIMITED

INFORMATION CIRCULAR
SEPTEMBER 14, 2023

INTRODUCTION

This information circular (this "**Information Circular**") accompanies the notice of annual general and special general meeting of shareholders (the "**Notice**") and is furnished to shareholders (the "**Shareholders**" and each a "**Shareholder**") holding multiple voting shares ("**Multiple Voting Shares**") or subordinate voting shares ("**Subordinate Voting Shares**", and together with the Multiple Voting Shares, the "**Shares**") in the capital of OOOOO Entertainment Commerce Limited (the "**Company**") in connection with the solicitation by the management of the Company of proxies to be voted at the annual general and special meeting of Shareholders (the "**Meeting**") to be held at 10:00 a.m. (Vancouver time) on Thursday, October 19, 2023, at the offices of Odyssey Trust Company, located at 350 – 409 Granville Street, Vancouver, British Columbia, or at any adjournment or postponement thereof.

The date of this Information Circular is September 14, 2023. Unless otherwise stated, all amounts herein are in Canadian dollars.

PROXIES

Management Solicitation

The solicitation of proxies by management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by the directors, officers and employees of the Company. The Company does not reimburse Shareholders, nominees or agents for costs incurred in obtaining from their principals authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and the Company will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

Appointment of Proxy

Registered Shareholders are entitled to vote at the Meeting. A Shareholder is entitled to one vote for each Share that such Shareholder holds on the record date of September 14, 2023 (the "**Record Date**") on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders (the "**Designated Persons**") in the enclosed form of proxy are directors and/or officers of the Company.

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING.

A SHAREHOLDER MAY EXERCISE THIS RIGHT BY STRIKING OUT THE PRINTED NAMES OF THE DESIGNATED PERSONS AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED ON THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE'S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER'S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.

In order to be voted, the completed form of proxy must be received by the Company's registrar and transfer agent, Odyssey Trust Company (the "**Transfer Agent**") in accordance with the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof. Alternatively, the completed form of proxy may be delivered to the Chairman of the Meeting on the date of the Meeting, or any adjournment or postponement thereof.

A proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder's attorney-in-fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual Shareholder or joint Shareholders, or by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

Revocation of Proxies

A Shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that Shareholder or by that Shareholder's attorney-in-fact, authorized in writing, or, where the Shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a Shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

Voting of Shares and Proxies and Exercise of Discretion by Designated Persons

A Shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the Shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the Shares represented will be voted or withheld from the vote on that matter accordingly. **The Shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.**

IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the Shares on any matter, the Shares that are the subject of the abstention or withholding will be counted for determination of a quorum but will not be counted as affirmative or negative on the matter to be voted upon.

NOTICE TO BENEFICIAL SHAREHOLDERS

The information set out in this section is of significant importance to those Shareholders who do not hold Shares in their own name. Shareholders who do not hold their Shares in their own name (referred to in this Information Circular as "Beneficial Shareholders") should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Shares can be recognized and acted upon at the Meeting. If Shares are listed in an account statement provided by a broker, then in almost all cases those Shares will not be registered in the Beneficial Shareholder's name on the records of the Company. Such Shares will more likely be registered under the names of the Beneficial 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). **Beneficial Shareholders should ensure that instructions respecting the voting of their Shares are communicated to the appropriate person well in advance of the Meeting.**

The Company does not have access to names of all of Beneficial Shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. The voting instruction form supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of proxy provided to registered Shareholders by the Company. However, its purpose is limited to instructing the registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge typically prepares a special voting instruction form, mails this form to the Beneficial Shareholders and asks for appropriate instructions regarding the voting of Shares to be voted at the Meeting. Beneficial Shareholders are requested to complete and return the voting instruction forms to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free number and access Broadridge's dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and to vote the Shares held by them. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that form as a proxy to vote Shares directly at the Meeting – the voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have its Shares voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote the Shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Shares as proxyholder for the registered Shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Alternatively, a Beneficial Shareholder may request in writing that his or her broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend at the Meeting and vote his or her Shares.

Beneficial Shareholders who have objected to their intermediary/broker disclosing ownership information about themselves to the Company are referred to herein as "**OBOs**". In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Company has elected to distribute copies of this Information Circular and associated Meeting materials to depositories and intermediaries/brokers for onward distribution to Beneficial Shareholders. The Corporation does not intend to pay for intermediaries/brokers to forward this Information Circular and associated Meeting materials to OBOs and such OBOs will not receive this Information Circular and associated Meeting materials unless the OBO's intermediary/broker assumes the cost of delivery.

All references to Shareholders in this Information Circular are to registered Shareholders, unless specifically stated otherwise.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue: (i) an unlimited number of Multiple Voting Shares; (ii) an unlimited number of Subordinate Voting Shares; and (iii) an unlimited number of series preferred shares. As of the record date, determined by the Company's board of directors (the "**Board**") to be the close of business on the Record Date of September 14, 2023, a total of 17,332,771 Multiple Voting Shares and 64,755,383 Subordinate Voting Shares were issued and outstanding. No series preferred shares are issued and outstanding. Each Subordinate Voting Share carries the right to one (1) vote at the Meeting, and each Multiple Voting Share carries the right to five (5) votes at the Meeting. The Subordinate Voting Shares represent approximately 78.89% of our total issued and outstanding Shares and approximately 42.77% of the voting power attached to all of our Shares.

Only registered Shareholders as of the record date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the directors or executive officers of the Company, other than as set forth below, no person or company beneficially owns, or controls or directs, directly or indirectly, Shares carrying 10% or more of the voting rights attached to the outstanding Shares of the Company:

Name	Number of Subordinate Voting Shares(1)	Number of Multiple Voting Shares(1)	Number of Shares(1)
Samuel Jones	Nil	17,332,771 (100%)	17,332,771 (21.11%)(2)
Aquarius Accessories HK Limited	7,999,741 (12.35%)	Nil	7,999,741 (9.75%)(3)

(1) All percentages are calculated on a non-diluted basis.

(2) While Samuel Jones owns approximately 21.11% of the total outstanding Shares, but due to the multiple voting rights associated with the Multiple Voting Shares, Samuel Jones controls approximately 57.23% of the voting rights attached to all of the outstanding Shares.

(3) While Aquarius Accessories HK Limited owns approximately 9.75% of the total outstanding Shares, due to the voting rights associated with the Multiple Voting Shares, Aquarius Accessories HK Limited only controls approximately 5.28% of the voting rights attached to all of the outstanding Shares.

Certain Amendments

In addition to any other voting right or power to which the holders of Subordinate Voting Shares shall be entitled by law or regulation or other provisions of our Articles from time to time in effect, but subject to the provisions of our Articles, holders of Subordinate Voting Shares shall be entitled to vote separately as a class, in addition to any other vote of shareholders that may be required, in respect of any alteration, repeal or amendment of our Articles which would adversely affect the rights or special rights of the holders of Subordinate Voting Shares or affect the holders of Subordinate Voting Shares and Multiple Voting Shares differently, on a per share basis, including an amendment to the terms of our Articles that provide that any Multiple Voting Shares sold or transferred to a person that is not a Permitted Holder shall be automatically converted into Subordinate Voting Shares. Holders of Subordinate Voting Shares are not entitled to vote separately as a class on any matters identified in the Notice.

Pursuant to our Articles, holders of Subordinate Voting Shares and Multiple Voting Shares will be treated equally and identically, on a per share basis, in certain change of control transactions that require approval of our shareholders under the BCBCA, unless different treatment of the shares of each such class is approved by a majority of the votes cast by the holders of our Subordinate Voting Shares and Multiple Voting Shares, each voting separately as a class.

Take-over Bid Protection

Under applicable securities laws in Canada, an offer to purchase Multiple Voting Shares would not necessarily require that an offer be made to purchase Subordinate Voting Shares. In accordance with the rules of the TSX designed to ensure that, in the event of a take-over bid, the holders of Subordinate Voting Shares will be entitled to participate on an equal footing with holders of Multiple Voting Shares, we have entered into a customary coattail agreement dated July 19, 2021 with Samuel Jones and a trustee (the "**Coattail Agreement**"). The Coattail Agreement contains provisions customary for dual class, TSX-listed corporations designed to prevent transactions that otherwise would deprive the holders of Subordinate Voting Shares of rights under applicable securities laws in Canada to which they would have been entitled if the Multiple Voting Shares had been Subordinate Voting Shares. The undertakings in the Coattail Agreement do not apply to prevent a sale by the holders of Multiple Voting Shares or their Permitted Holders of Multiple Voting Shares if concurrently an offer is made to purchase Subordinate Voting Shares that:

(a) offers a price per Subordinate Voting Share at least as high as the highest price per share to be paid pursuant to the take-over bid for the Multiple Voting Shares;

(b) provides that the percentage of outstanding Subordinate Voting Shares to be taken up (exclusive of shares owned immediately prior to the offer by the offeror or persons acting jointly or in concert with the offeror) is at least as high as the percentage of Multiple Voting Shares to be sold (exclusive of Multiple Voting Shares owned immediately prior to the offer by the offeror and persons acting jointly or in concert with the offeror);

(c) has no condition attached other than the right not to take up and pay for Subordinate Voting Shares tendered if no shares are purchased pursuant to the offer for Multiple Voting Shares; and

(d) is in all other material respects identical to the offer for Multiple Voting Shares.

The Coattail Agreement does not prevent the transfer by the holders of Multiple Voting Shares to Permitted Holders, provided such transfer is not or would not have been subject to the requirements to make a take-over bid (if the vendor or transferee were in Canada) or constitutes or would be exempt from certain requirements applicable to take-over bids under applicable securities laws in Canada. The conversion of Multiple Voting Shares into Subordinate Voting Shares, whether or not such Subordinate Voting Shares are subsequently sold, does not constitute a disposition of Multiple Voting Shares for the purposes of the Coattail Agreement.

Under the Coattail Agreement, any sale of Multiple Voting Shares (including a transfer to a pledgee as security) by a holder of Multiple Voting Shares party to the Coattail Agreement is conditional upon the transferee or pledgee becoming a party to the Coattail Agreement, to the extent such transferred Multiple Voting Shares are not automatically converted into Subordinate Voting Shares in accordance with our Articles.

The Coattail Agreement contains provisions for authorizing action by the trustee to enforce the rights under the Coattail Agreement on behalf of the holders of the Subordinate Voting Shares. The obligation of the trustee to take such action is conditional on us or holders of the Subordinate Voting Shares providing such funds and indemnity as the trustee may reasonably require. No holder of Subordinate Voting Shares has the right, other than through the trustee, to institute any action or proceeding or to exercise any other remedy to enforce any rights arising under the Coattail Agreement unless the trustee fails to act on a request authorized by holders of not less than 10% of the outstanding Subordinate Voting Shares and reasonable funds and indemnity have been provided to the trustee.

Other than in respect of non-material amendments and waivers that do not adversely affect the interests of holders of Subordinate Voting Shares, the Coattail Agreement provides that, among other things, it may not be amended, and no provision thereof may be waived, unless, prior to giving effect to such amendment or waiver, the following have been obtained: (a) the consent of the TSX and any other applicable securities regulatory authority in Canada; and (b) the approval of at least two-thirds of the votes cast by holders of Subordinate Voting Shares represented at a meeting duly called for the purpose of considering such amendment or waiver, excluding votes attached to Subordinate Voting Shares held by the holders of Multiple Voting Shares or their affiliates and related parties and any persons who have an agreement to purchase Multiple Voting Shares on terms which constitute a sale or disposition for purposes of the Coattail Agreement, other than as permitted thereby.

No provision of the Coattail Agreement limits the rights of any holders of Subordinate Voting Shares under applicable law.

NUMBER OF DIRECTORS

The Articles of the Company provide for a Board of no fewer than three directors and no greater than fifteen directors, with the number to be determined by the Board from time to time. If the number of directors has not been determined, the number of directors is the number of directors holding office immediately following the most recent election or appointment of directors, whether at an annual or special general meeting of the Shareholders, or by the directors in accordance with the Company's Articles.

At the Meeting, Shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company for the ensuing year at four (4). The number of directors will be approved if the affirmative vote of the majority of Shares present or represented by proxy at the Meeting and entitled to vote are voted in favour of setting the number of directors at four (4).

Management recommends the approval of the resolution to set the number of directors of the Company at four (4).

ELECTION OF DIRECTORS

The directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are elected or appointed, unless his or her office is earlier vacated in accordance with the articles of the Company or with the provisions of applicable legislation. In the absence of instructions to the contrary, the enclosed form of proxy will be voted for the nominees listed in the form of proxy, all of whom are presently members of the Board.

The current Board of the Company consists of Samuel Jones, Eric Zhang, Denise Evans, and Phillip Lord.

Management of the Company proposes to nominate the persons named in the table below for election by the Shareholders as directors of the Company. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name, Province, Country of Residence, and Position(s) with the Company	Principal Occupation, Business, or Employment for Last Five Years	Periods during which Nominee has Served as a Director	Number of Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly
Samuel Jones Oxford, United Kingdom *Chief Executive Officer, Chairman of the Board, and Director*	Founder and Chief Executive Officer of fantasy sports gaming company Ballr from January 2016 to October 2017. Managing Director of eCommerce platform Wish.com from November 2017 to December 2019. Chief Executive Officer of Video Commerce Group Limited since March 2020.	Since July 19, 2021	17,332,771 Multiple Voting Shares
Phillip Lord [(1)(3)] Dubai, United Arab Emirates *Director*	Managing Partner and Co-founder of Pimlico Partners since January 2019. President of Oobit since February 2023, and non-executive director of The Game Company and Luna PR..	Since August 8, 2023	N/A
Eric Zhang[(1)] Shanghai, People's Republic of China *Director*	Head of the Scrum Master of the Technical Team of Musical.ly between 2015 and 2017. Between 2017 and 2020, responsible for the Android team at Bytedance Ltd., Douyin's business research and development team and head of TikTok's growth team.	Since July 19, 2021	2,525,251 Subordinate Voting Shares[(2)]
Denise Evans[(1)] Washington, D.C., United States of America *Director*	Vice President, Diverse Partner Development at IBM since May 2020. Previously served as Vice President, Women and Diverse Business-to-Business Marketing, IBM Global Marketing.	Since July 19, 2021	200,000 Options

(1) Member of the Audit Committee.

(2) Held indirectly by Mr. Zhang through New Vision Group Holdings Ltd.

(3) Mr. Lord was appointed as a director on August 8, 2023.

At the Meeting, Shareholders will be asked to pass an ordinary resolution to elect each of the nominees listed above as a director of the Company. An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

Management recommends that shareholders vote in favour of electing each of the nominees listed above as a director of the Company.

Management does not contemplate that any of its nominees will be unable to serve as directors. If any vacancies occur in the slate of nominees listed above before the Meeting, then the Designated Persons intend to exercise discretionary authority to vote the Shares represented by proxy for the election of any other persons as directors.

Advance Notice Provisions

The Company's Articles provide for certain advance notice of nominations of directors (the "**Advance Notice Provisions**"). The Advance Notice Provisions are intended to: (i) facilitate orderly and efficient annual general meetings or, where the need arises, special meetings; (ii) ensure that all shareholders receive adequate notice of Board nominations and sufficient information with respect to all nominees; and

(iii) allow shareholders to register an informed vote. Only persons who are nominated by shareholders in accordance with the Advance Notice Provisions are eligible for election as directors at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors.

Under the Advance Notice Provisions, a shareholder wishing to nominate a director would be required to provide us notice, in the prescribed form, within the prescribed time periods. These time periods include, (i) in the case of an annual meeting of shareholders (including annual and special meetings), not less than 30 days prior to the date of the annual meeting of shareholders; provided, that if the first public announcement of the date of the annual meeting of shareholders (the “Notice Date”) is less than 50 days before the meeting date, not later than the close of business on the 10th day following the Notice Date; and (ii) in the case of a special meeting (which is not also an annual meeting) of shareholders called for any purpose which includes electing directors, not later than the close of business on the 15th day following the Notice Date, provided that, in either instance, if notice-and-access is used for delivery of proxy related materials in respect of a meeting described above, and the Notice Date in respect of the meeting is not less than 50 days prior to the date of the applicable meeting, the notice must be received not later than the close of business on the 40th day before the applicable meeting.

No advance notice was received from any shareholder to nominate a director at the Meeting. A copy of the Company’s Articles is available under the Company’s profile on SEDAR at www.sedarplus.ca.

Cease Trade Orders

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

(a) was subject to (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (each, 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.

Bankruptcies

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

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

Penalties or Sanctions

To the knowledge of management of the Company, no proposed director of the Company has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

STATEMENT OF EXECUTIVE COMPENSATION

General

For the purpose of this Statement of Executive Compensation:

"**compensation securities**" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries (if any) for services provided or to be provided, directly or indirectly to the Company or any of its subsidiaries (if any);

"**NEO**" or "**named executive officer**" means:

(a) each individual who served as chief executive officer ("**CEO**") of the Company, or who performed functions similar to a CEO, during any part of the most recently completed financial year,

(b) each individual who served as chief financial officer ("**CFO**") of the Company, or who performed functions similar to a CFO, during any part of the most recently completed financial year,

(c) the most highly compensated executive officer of the Company or any of its subsidiaries (if any) other than individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000 for that financial year, and

(d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year;

"**plan**" includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons; and

"**underlying securities**" means any securities issuable on conversion, exchange or exercise of compensation securities.

<u>Director and Named Executive Officer Compensation, excluding Compensation Securities</u>

The following table sets forth all direct and indirect compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company or any subsidiary thereof for each of the Company's two most recently completed financial years ended on October 31, 2021 and October 31, 2022 to each NEO and each director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Company or any subsidiary thereof:

Table of Compensation Excluding Compensation Securities							
Name and Position	**Year(1)**	**Salary, Consulting Fee, Retainer or Commission ($)**	**Bonus ($)**	**Committee or Meeting Fees ($)**	**Value of Perquisites ($)**	**Value of all other Compensation ($)**	**Total Compensation ($)**
Samuel Jones(2) CEO, Chairman of the Board, and Director	2022 2021	283,287(3) 360,771(3)	120,099 (3) Nil	Nil Nil	Nil Nil	Nil Nil	403,386 360,771
Jin Kuang(4) Former CFO	2022 2021	82,000 25,727	Nil Nil	Nil Nil	Nil Nil	5,918 Nil	87,918 25,727
Joanne Yan(5) Former Director	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	178,028(6) Nil	178,028 Nil
Eric Zhang (7) Director	2022 2021	119,218(8) 93,112(8)	Nil 249,355(9)	Nil Nil	Nil Nil	Nil Nil	119,218 342,467
Denise Evans(10) Director	2022 2021	13,013 Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Ni
Steve Hubbard (11) Former Director and former CCO	2022 2021	19,453(12) N/A	Nil N/A	Nil N/A	Nil N/A	16,132 N/A	35,585 N/A

(1) On July 19, 2021, the Company, then a capital pool company with a fiscal year end of July 31, adopted the October 31 fiscal year end of Video Commerce Group Limited ("**VCG**") in connection with the completion of its qualifying transaction with VCG pursuant to which the Company acquired all of the issued and outstanding ordinary shares of VCG in exchange for Shares of the Company.

(2) Samuel Jones was appointed as CEO, Chairman of the Board, and a director on July 19, 2021.

(3) A salary £174,750 of and a bonus of £74,085 were paid to Samuel Jones for the year ended October 31, 2022, converted into 403,386 Canadian dollars using an annual average exchange rate of 0.6169; and a salary of

£177,437 was paid to Mr. Jones for the year ended October 31, 2021, converted into 360,771 Canadian dollars using an annual average exchange rate of 0.5784. Mr. Jones does not receive any fees relating to his role as a director.

(4) Jin Kuang was appointed as CFO of the Company on April 12, 2012 and on December 15, 2022, she resigned as the CFO of the Company.

(5) Joanne Yan was elected as a director of the Company on August 7, 2020 and she resigned as a Director of the Company on July 7, 2023.

(6) Joanne Yan RSUs was granted 166,667 RSUs on October 8, 2021 convertible into 166,667 Subordinate Voting Shares with a fair value of $178,028 at the grant date.

(7) Eric Zhang was appointed as a director on July 19, 2021.

(8) A salary of RMB612,000 was paid to Eric Zhang for the year ended October 31, 2022, converted into 119,218 Canadian Dollars using an annual average exchange rate of 5.1335; A salary of RMB480,000 was paid to Mr. Zhang for the year ended October 31, 2021, converted into Canadian dollars using an annual exchange rate of 5.1551.

(9) Eric Zhang was paid a bonus of £144,227, converted into Canadian dollars using an exchange rate of 0.5784, which exchange rate is based on the annual average rate for the period from November 1, 2020 to October 31, 2021.

(10) Denise Evans was appointed as a director on July 19, 2021.

(11) Steven Hubbard was appointed as the Chief Commercial Officer (the "**CCO**") of the Company on September 8, 2022 and resigned as CCO on April 12, 2023. Mr. Hubbard was appointed as a director on October 10, 2022 and resigned on August 7, 2023.

(12) Steven Hubbard was paid £12,000 consulting fee for the year ended October 31, 2022, converted into 19,000 Canadian Dollars using an annual average exchange rate of 0.6169.

Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each director and NEO by the Company or any subsidiary thereof in the year ended October 31, 2022 for services provided, or to be provided, directly or indirectly, to the Company or any subsidiary thereof:

Compensation Securities							
Name and Position	**Type of Compensation Security**	**Number of Compensation Securities, Number of Underlying Securities and Percentage of Class**	**Date of Issue or Grant**	**Issue, Conversion or Exercise Price ($)**	**Closing Price of Security or Underlying Security on Date of Grant**	**Closing Price of Security or Underlying Security at Year End**	**Expiry Date**
Sam Jones CEO, Chairman of the Board, and Director	Stock Options	-	N/A	N/A	N/A	N/A	N/A
Jin Kuang[1] Former CFO	Stock Options	100,000 50,000	May 13, 2022	$0.20	$0.12	$0.075	December 15, 2022 March 14, 2023
Joanne Yan[2] Former Director	Stock Options	200,000	May 13, 2022	$0.20	$0.12	$0.075	May 12, 2027
Eric Zhang Director	Stock Options	-	N/A	N/A	N/A	N//A	N/A
Denise Evans Director	Stock Options	200,000	May 13, 2022	$0.20	$0.12	$0.075	May 12, 2027
Steven Hubbard[3] Former Director and CCO	Stock Options	1,250,000 [4] 250,000 [4]	August 22, 2022	$0.13	$0.13	$0.075	August 7, 2023 November 6, 2023

(1) Jin Kuang resigned on December 15, 2022.
(2) Joanne Yan resigned on July 7, 2023.
(3) Steven Hubbard resigned on August 7, 2023.
(4) Due to the resignation of Steven Hubbard on August 7, 2023, 1,250,000 unvested stock options were forfeited on August 7, 2023 and 250,000 vested stock options will be expired on November 6, 2023.

Exercise of Compensation Securities by Directors and NEOs

No director or NEO exercised any compensation securities during the last financial year ended October 31, 2022.

Stock Option Plans and Other Incentive Plans

The Stock Option Plan

The Company maintains a stock option plan (the "**Stock Option Plan**") for its directors, officers, employees and consultants. The Stock Option Plan was last approved by the Shareholders on March 30, 2021. The Board approved minor amendments to the Stock Option Plan (the "**Amended and Restated Plan**"), and the amendments to the Stock Option Plan were made for the purpose of conforming the plan with the revised provisions of Exchange Policy 4.4 – *Securities Based Compensation* ("**Policy 4.4**"). In accordance with the policies of the Exchange, a rolling plan requires the approval of the Shareholders on an annual basis. The Amended and Restated Plan was last approved by Shareholders on July 22, 2022 and accepted by the TSX Venture Exchange on August 15. 2022.

Accordingly, the Company will be seeking the approval of its Shareholders to the ratification of the Amended and Restated Plan at the Meeting.

The purpose of the Amended and Restated Plan is to advance the interests of the Company by encouraging its directors, officers, employees and consultants to acquire Subordinate Voting Shares, thereby increasing their proprietary interest in the Company, encouraging them to remain associated with the Company and furnishing them with additional incentive in their efforts on behalf of the Company in the conduct of their affairs.

The number of Subordinate Voting Shares, the exercise price per Subordinate Voting Share, the vesting period and any other terms and conditions of options granted pursuant to the Amended and Restated Plan from time to time, are determined by the Board at the time of the grant, subject to the provisions of the Amended and Restated Plan.

The Amended and Restated Plan is administered by the Board. Participation is limited to directors, full and part-time officers, and full and part-time employees and consultants providing services to the Company. The exercise price of any option cannot be less than the discounted market price of the Subordinate Voting Shares at the time the option is granted. Market price is deemed to be the closing price as reported on the principal stock exchange or over-the-counter market on which the Subordinate Voting Shares may then be listed or quoted, before the issuance of the required news release disclosing the grant of options (but, if the policies of the applicable exchange provide an exception to such news release, then the last closing price of the Subordinate Voting Shares before the grant of the options). The exercise period cannot exceed ten years. Options will terminate on the date of expiration specified, including up to one year after an optionee ceases to be a consultant, director, officer, or employee, as applicable, or one year after the date of death of the optionee. Each option granted under the Amended and Restated Plan is non-assignable and non-transferable.

The Amended and Restated Plan is a “rolling” stock option plan, whereby the aggregate number of Subordinate Voting Shares reserved for issuance shall not exceed ten (10%) percent of the total number of issued Shares (calculated on a non-diluted basis) at the time an option is granted. If any option granted under the Amended and Restated Plan expires or terminates for any reason without having been exercised in full, the un-exercised portion will again be available for the grant of options under the Amended and

Restated Plan. The maximum number of Subordinate Voting Shares reserved for issuance to any one optionee in any 12-month period shall not exceed five per cent (5%) of the outstanding Shares, provided that the maximum number of Subordinate Voting Shares reserved for issuance to any one consultant or person engaged in providing investor relations activities on behalf of the Company shall not exceed two percent (2%) of the outstanding Shares.

As at the Record Date, there are 1,250,000 options outstanding under the Amended and Restated Plan.

A copy of the Stock Option Plan is available for review on the Company's profile at www.sedarplus.ca and at the registered and records offices of the Company, at 1000 Cathedral Place, 925 West Georgia Street, Vancouver, British Columbia, V6C 3l2 during normal business hours up to and including the date of the Meeting, and the Amended and Restated Plan was attached as Schedule "C" to the 2022 Management Information Circular of the Company dated June 23, 2022. See "Particulars of Matters To Be Acted Upon – *Stock Option Plan*" for more information.

The LTIP

The Long-Term Incentive Plan ("**LTIP**") is available to directors, key employees and consultants of the Company, as determined by the Board. The LTIP was last approved by the Shareholders on March 30, 2021, and, pursuant to the policies of the Exchange, must be re-approved at such time as the number of Subordinate Voting Shares issuable under the LTIP is amended.

The aggregate number of Subordinate Voting Shares issuable under the LTIP in respect of stock awards is 7,000,000 Subordinate Voting Shares. Notwithstanding, no awards may be issued under the LTIP if, following such issuance, the total number of Subordinate Voting Shares reserved for issuance in respect of awards under the LTIP, together with any Subordinate Voting Shares reserved for issuance pursuant to stock awards under the Amended and Restated Plan, exceed 20% of the aggregate issued and outstanding Shares at such time.

So long as it is required by the rules and policies of the TSX Venture Exchange (the "**Exchange**") or such other exchange upon which the Subordinate Voting Shares may become listed for trading: (i) the total number of Subordinate Voting Shares issuable to any participant under the LTIP, at any time, together with any other security-based compensation arrangements of the Company, shall not exceed 5% of the aggregate issued and outstanding Shares and (ii) the total number of Subordinate Voting Shares issuable to insiders within any one-year period, together with any Subordinate Voting Shares reserved for issuance to such participants under the Amended and Restated Plan, shall not exceed 20% of the aggregate issued and outstanding Shares. The total number of Subordinate Voting Shares issuable to non-executive directors under the LTIP (excluding the Chairman of the Board, if any) shall not exceed 3% of the aggregate issued and outstanding Shares. The total number of Subordinate Voting Shares issuable to consultants under the LTIP, together with all other security based compensation plans shall not exceed 2% of the aggregate issued and outstanding Shares in any twelve month period. Additionally, so long as it may be required by the Exchange, the maximum aggregate number of Subordinate Voting Shares issuable under the LTIP in respect of deferred share units ("**DSUs**"), performance share units ("**PSUs**"), restricted share units ("**RSUs**") and share appreciation rights ("**SARs**") shall not collectively exceed 7,000,000. Except as otherwise provided in an applicable award agreement or as determined by the Board, neither awards nor any rights under any such awards shall be assignable or transferable other than pursuant to a will or by the laws of descent and distribution.

The LTIP provides for the issuance of RSUs, PSUs, DSUs, and SARs.

<u>Restricted Share Units</u>. The LTIP provides that the Board may, from time to time, in its sole discretion, grant awards of RSUs to directors, key employees and consultants. Each RSU shall represent one Subordinate Voting Share on vesting. RSUs shall be subject to such restrictions as the Board may establish in the applicable award agreement. The typical restriction for RSUs is time based (i.e. vesting after a fixed period of time). All RSUs will vest and become payable by the issuance of Subordinate Voting Shares at the end of the applicable restriction period if all applicable restrictions have lapsed.

Restrictions on any RSUs shall lapse immediately and become fully vested to the participant upon a change of control. Upon the death of a participant, subject to the applicable award agreement, any RSUs that have not vested will be immediately forfeited and cancelled without payment, provided that any RSUs granted to such participant that had vested prior to the participant's death will accrue to the participant's estate in accordance with the LTIP. If a participant's employment is terminated for cause, any RSUs granted to the participant will immediately terminate without payment and be cancelled as of the termination date. If a participant's employment is terminated without cause, is voluntarily terminated by the participant or termination is due to the participant's retirement or disability, any RSUs granted to the participant will, subject to the applicable award agreement, immediately terminate without payment and be cancelled as of the termination date, provided, however, that any RSUs granted to such participant that had vested prior to the participant's termination without cause, voluntary termination, retirement or disability will accrue to the participant in accordance with the LTIP. In the case of directors, if a participant ceases to be a director for any reason, all RSUs granted to such participant will immediately terminate without payment and be cancelled, provided, however, that any RSUs granted to such participant that had vested prior to the participant ceasing to be a director will accrue to the participant in accordance with the LTIP. Where a consultant's service to the Company terminates for any reason, subject to the applicable award agreement and any other contractual commitments between the participant and the Company, all RSUs granted to such participant will immediately terminate without payment and be cancelled, provided, however, that any RSUs granted to such participant that had vested prior to the termination of the participant's service to the Company will accrue to the participant in accordance with the LTIP.

Performance Share Units. The LTIP provides that the Board may, from time to time, in its sole discretion, grant awards of PSUs to key employees and consultants. Each PSU shall, contingent upon the attainment of the performance criteria within the applicable performance cycle, represent one Subordinate Voting Share, unless otherwise specified in the applicable award agreement. The performance criteria will be established by the Board which, without limitation, may include criteria based on the participant's individual performance and/or financial performance of the Company and its subsidiaries. Typical performance criteria could include gross revenues, EBITDA, or the attainment of a specified amount of financing. The applicable award agreement may provide the Board with the right to revise the performance criteria during a performance cycle or after it has ended, if unforeseen events occur, including, without limitation, changes in capitalization, equity restructuring, acquisitions or divestitures, if such events have a substantial effect on the financial results of the Company and make the application of the performance criteria unfair absent a revision.

All PSUs will vest and become payable to the extent that the performance criteria are satisfied in the sole determination of the Board. PSUs granted to a participant shall become fully vested and payable to such participant within 95 days after the last day of the performance cycle or upon a change of control. Upon the death of a participant, subject to the applicable award agreement, all PSUs granted to the participant which, prior to the participant's death, had not vested, will immediately be forfeited and cancelled without payment, provided, however, that the Board may determine, in its discretion, the number of the participant's PSUs that will vest based upon the extent to which the applicable performance criteria have been satisfied in that portion of the performance cycle that has lapsed. If a participant's employment is terminated for cause, any PSUs granted to the participant will immediately terminate without payment and be cancelled as of the termination date. If a participant's employment is terminated without cause, by voluntary termination, or if the participant's employment terminates due to retirement or disability, all PSUs granted to the participant which, prior to such termination without cause, voluntary termination, retirement or disability, had not vested, will immediately be forfeited and cancelled without payment, provided, however, that the Board may determine, in its discretion, the number of the participant's PSUs that will vest based upon the extent to which the applicable performance criteria have been satisfied in that portion of the performance cycle that has lapsed. Where a consultant's service to the Company terminates for any reason, subject to the applicable award agreement and any other contractual commitments between the participant and the Company, all PSUs granted to such participant will immediately be forfeited and cancelled without payment, provided, however, that the Board may determine, in its discretion, the number of the participant's PSUs that will vest based upon the extent to which the applicable performance criteria have been satisfied in that portion of the performance cycle that has lapsed.

Deferred Share Units. The LTIP provides that the Board may, from time to time, in its sole discretion, grant awards of DSUs to directors in lieu of director fees (but not to key employees or consultants). Directors become participants effective as of the date each is first appointed or elected as a director and cease to be participants at the time they cease to be a director for any reason. The number of DSUs to be granted to a participant shall be calculated by dividing the amount of fees selected by the director by the market unit price on the grant date. The market unit price is defined in the LTIP as the five-day weighted average closing price of the Subordinate Voting Shares on the immediately preceding five trading days prior to the grant date.

Each participant shall be entitled to receive, subsequent to the effective date that the participant ceases to be a director for any reason or any earlier vesting period(s) set forth in the applicable award agreement, either (a) that number of Subordinate Voting Shares equal to the number of DSUs granted to such participant, or (b) a cash payment in an amount equal to the market price of the DSUs granted to such participant on the trading day following the day that the participant ceases to be a director, net of applicable withholdings, and subject to adjustments if the value of a DSU is determined during applicable black-out periods. Upon the death of a participant, such participant's estate shall be entitled to receive, within 120 days, a cash payment or Subordinate Voting Shares that would otherwise have been payable upon such participant ceasing to be a director.

Stock Appreciation Rights. The LTIP provides that the Board may, from time to time, in its discretion, grant awards of SARs to directors, key employees and consultants. SARs are awards that entitle the participant to receive an amount (in this section, the "**SAR Amount**") equal to the excess, if any, of the current market price on the exercise date over the exercise price of the SAR (in this section, the "**SAR Grant Price**"), multiplied by the number of Subordinate Voting Shares in respect of which the SAR is being exercised. The current market price is defined in the LTIP as the last closing price of the Subordinate Voting Shares on the immediately preceding trading day prior to the relevant exercise date. The SAR Amount is payable in Subordinate Voting Shares in an amount equal to the SAR Amount divided by the current market price, provided that the applicable award agreement may provide that the Company may alternatively satisfy the SAR Amount by paying to the participant cash in an amount equal to the SAR Amount. The number of SARs to be granted, the SAR Grant Price and the time(s) at which a SAR may be exercised shall be determined by the Entertainment Commerce Board and set out in an award agreement, provided that the SAR Grant Price shall not be lower than the exercise price permitted by the Exchange and further provided that the term of any SAR shall not exceed ten years.

In the event of a change of control, each outstanding SAR issued to directors and key employees shall automatically become fully and immediately vested and exercisable, subject to the policies of the Exchange. Where, in the case of directors and key employees, a participant shall die while holding a SAR, any SAR held by such participant shall be exercisable by the person(s) to whom the rights of the participant under the SAR shall pass by will or the laws of descent and distribution for a period of 120 days or prior to the expiration of the exercise period in respect of the SAR, whichever is sooner, and then only to the extent that such participant was entitled to exercise the SAR at the date of death of such participant. Where the employment of a key employee is terminated for cause, no SAR held shall be exercisable from the termination date. In the event that the employment of a key employee is terminated without cause, by voluntary termination or due to retirement or, in the case of directors, the participant ceases to be a director for any reason, subject to the applicable award agreement, any SAR held shall remain exercisable in full for a period of 60 days after the termination or cessation date or prior to the expiration of the exercise period in respect of the SAR, whichever is sooner, and then only to the extent that such participant was entitled to exercise the SAR at such time. If a director or key employee becomes afflicted by a disability, all SARs granted to the participant will continue to vest in accordance with the terms of such SARs, provided that if, in the case of key employees, a participant's employment is terminated due to disability, or in the case of directors, the participant ceases to be a director as a result of disability, subject to the applicable award agreement, any SAR held by such participant shall remain exercisable for a period of 120 days after the termination or cessation date or prior to the expiration of the exercise period in respect of the SAR, whichever is sooner, and then only to the extent that such participant was entitled to exercise the SAR at such time. Where a consultant's service to the Company terminates for any reason, subject to the applicable award agreement and any other contractual commitments between the participant and Entertainment Commerce, no SAR held by such participant shall be exercisable from the date of termination of service.

As of the record date, 6,400,214 RSUs were granted, of which 3,202,654 RSUs were vested, 2,149,422 RSUs were canceled and 1,048,138 RSUs are outstanding under the LTIP.

A copy of the LTIP is available for review on the Company's profile at www.sedarplus.ca and at the registered and records offices of the Company, at 1000 Cathedral Place, 925 West Georgia Street, Vancouver, British Columbia, V6C 3l2 during normal business hours up to and including the date of the Meeting.

Employment, Consulting and Management Agreements

Other than as described below, the Company does not have any employment, consulting or management agreements or arrangements with any of the Company's current NEOs or directors.

On September 1, 2020, the Company entered into an employment agreement with Mr. Jones in his capacity as Chief Executive Officer. Pursuant to the agreement, the Company agreed to pay Mr. Jones an annual base salary of £140,000 (subject to annual review). Effectively on April 1, 2021, the annual base salary was increased to £180,000. Considering the Company's situation, starting April 1, 2023, Mr. Jones voluntarily paused the payment of his compensation. Either party may terminate the employment agreement on three months' prior written notice.

On August 18, 2022, the Company entered into a consulting agreement with The Consultancy Hubb Ltd., a company controlled by Steven Hubbard who was appointed as the company's Chief Commercial Officer. Pursuant to the agreement, the Company agreed to pay The Consultancy Hubb Ltd. a monthly fee £12,000 (plus applicable taxes) and grant 1,500,000 stock options to purchase an aggregate of 1,500,000 Subordinate Voting Shares providing that Ms. Hubbard dedicates his total working hours in undertaking services to the Company. Either party may terminate the consulting agreement at any time on 90 days' prior written notice. The consulting agreement was terminated on April 12, 2023.

On December 15, 2022, the Company entered into a Management and Executive Services Agreement with Marvellous Consulting Corp., a company controlled by Mary Ma who was appointed as the Company's CFO, with a term of three years, renewable annually thereafter. Pursuant to the agreement, the Company agreed to pay an annual fee of $84,000 (plus applicable taxes) and grant 200,000 stock options to purchase an aggregate of 200,000 Subordinate Voting Shares providing that Ms. Ma dedicates approximately 60% of her total working hours in undertaking services to the Company.

Oversight and Description of Director and NEO Compensation

The Company's compensation program is intended to be internally equitable, externally competitive, and reflect individual achievements in the overall context of the Company's achievements. The Company's compensation program reflects the following key principles, and such others as the Company may consider relevant from time to time: (a) fair and competitive compensation commensurate with an individual's experience and expertise in order to attract and retain highly qualified executives; (b) recognition and encouragement of leadership, entrepreneurial spirit and teamwork; (c) an alignment of the financial interests of the executives with the financial interests of the Shareholders; (d) stock awards and, in certain circumstances, cash bonuses, to reward individual performance and contribution to the achievement of corporate performance and objectives and the creation of Shareholder value; and (e) a contribution to enhancement of best principles of environmental, social and corporate governance.

The Board has not created or appointed a compensation committee given the Company's current size and stage of development. All tasks related to developing and monitoring the Company's approach to the compensation of the Company's NEOs and directors are performed by the members of the Board. The compensation of the NEOs, directors and the Company's employees or consultants, if any, is reviewed, recommended and approved by the Board annually without reference to any specific formula, criteria, or peer group. NEOs that are also directors of the Company are involved in discussion relating to compensation, and disclose their interest in and abstain from voting on compensation decisions relating to them, as applicable, in accordance with the applicable corporate legislation.

The Company's current compensation program is comprised of base salary, annual bonuses and long term incentives such as stock options and RSUs.

Base Salary

The objective of base salary, consistent with market practice, is to provide a portion of compensation as a fixed cash amount. The Board reviews each executive officer's base salary with reference to relevant industry norms relating to, among other things, experience, past performance and level of responsibility. The Board reviews salary levels periodically and may make adjustments, if warranted, as a result of salary increase trends in the marketplace, competitive positioning and an increase in responsibilities assumed by an executive.

Annual Bonuses

Annual cash bonuses are a component of the total compensation that may be received by executive officers based on the achievement of specific goals. Annual cash bonus incentives, if paid, may be based upon the Company's actual performance relative to specified targets, such as the level of "EBITDA" (which is defined as earnings before finance costs, taxes, depreciation and amortization) generated over a period and/or the successful completion of initiatives designed to improve the Company's competitive position and financial integrity. The Board relies on the recommendations of the Chief Executive Officer in respect of other officers and Board discussions in their analysis and recommendation-making process.

In 2022, the Company paid a bonus of £74,085 equivalent to $120,099 cash bonus to the Company's CEO.

Long-Term Incentives

The Board also considers options and other security-based compensation to be an important component of executive compensation. The objective of making grants under the Amended and Restated Plan and the LTIP is to encourage executive officers to acquire an ownership interest in the Company over a period of time, thus better aligning the interests of executive officers with the interests of Shareholders, and thereby discouraging excessive risk taking. When determining possible future grants of options and other security based compensation, the Board considers past grants.

The Board consider various factors when determining the number of options or other security based compensation to be granted to specific individuals, including the level of responsibility and base salary associated with the position held by such individual. Management periodically submits to the Board for approval its recommendations in respect of the number of security based compensation awards to be granted to specific individuals.

Pension Plan Benefits

The Company has no pension, defined benefit or defined contribution plans in place.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of all the Company's equity compensation plans as of October 31, 2022. The Company's equity compensation plans consists of the Amended and Restated Plan and the LTIP:

<table>
<tr><th>Plan Category</th><th>(a)

Number of securities to be issued upon exercise of outstanding options, warrants and rights (1)</th><th>(b)

Weighted-average exercise price of outstanding options, warrants and rights</th><th>(c)

Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</th></tr>
<tr><td>Equity compensation plans approved by security holders</td><td>1,048,138 Subordinate Voting Shares</td><td>N/A</td><td rowspan="2">8,474,690

Subordinate Voting Shares</td></tr>
<tr><td>Equity compensation plans approved by security holders</td><td>2,483,333 Subordinate Voting Shares</td><td>$0.15</td></tr>
<tr><td>Equity compensation plans not approved by security holders</td><td>Nil</td><td>N/A</td><td>Nil</td></tr>
<tr><td>Total</td><td>3,531,471 Subordinate Voting Shares</td><td>N/A</td><td>8,474,690 Subordinate Voting Shares</td></tr>
</table>

(1)The aggregate number of Subordinate Voting Shares issuable under the LTIP in respect of stock awards is 7,000,000 Subordinate Voting Shares. Notwithstanding, no awards may be issued under the LTIP if, following such issuance, the total number of Subordinate Voting Shares reserved for issuance in respect of awards under the LTIP, together with any Subordinate Voting Shares reserved for issuance pursuant to stock awards under the Amended and Restated Plan, exceed 20% of the aggregate issued and outstanding Shares at such time.

The Amended and Restated Plan provides for the issuance of stock options to acquire up to 10% of the issued and outstanding Shares as of the date of granting of the options. Pursuant to the policies of the Exchange, a rolling stock option plan needs to be re-approved by the shareholders of the Company annually. A copy of the Stock Option Plan is available for review on the Company's profile at www.sedarplus.ca and at the registered offices of the Company, at 1000 Cathedral Place, 925 West Georgia Street, Vancouver, British Columbia, V6C 3L2 during normal business hours up to and including the date of the Meeting and the Amended and Restated Plan is attached as Schedule "C" to the Company's 2022 Management Information Circular dated June 23, 2022. See "Particulars of Matters To Be Acted Upon – *Stock Option Plan*" for more information.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than as described below, no current or former director, executive officer, or employee of the Company or any of its subsidiaries, or proposed nominee for election as a director of the Company, or associate of such person is, or at any time during the most recently completed financial year has been, indebted to the Company or any of its subsidiaries.

As of October 31, 2022, there was an unpaid amount of US$50,000 (equivalent to $58,050) for subscribing the shares of a subsidiary of the Company by the Company's CEO, which was partially offset by the advance from the CEO; as a result, the Company's CEO owed the Company in the amount of $29,371.

No indebtedness of a current or former director, executive officer, or employee of the Company or any of its subsidiaries, or proposed nominee for election as a director of the Company, or associate of such person to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein and below, no (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, directly or indirectly, Shares or who exercises control or direction of Shares, or a combination of both carrying more than ten percent of the voting rights attached to the Shares outstanding (an "**Insider**"); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company, except with an interest arising from the ownership of Shares where such person will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of the same class of Shares.

On July 19, 2021, the Company acquired all of the issued and outstanding ordinary shares of Video Commerce Group Limited ("**VCG**"), a company incorporated under the laws of the United Kingdom and Wales, being 19,666 ordinary shares, in exchange for 35,108,195 Subordinate Voting Shares and 17,332,771 Multiple Voting Shares, by way of a reverse take-over transaction (the "RTO") which resulted in the shareholders of VCG controlling the Company. The following persons were shareholders of VCG and received Shares of the Company pursuant to the RTO:

Name	Number of Shares Received in the Transaction	Percentage of Outstanding Shares on Closing of the Transaction
Samuel Jones	17,332,771 Multiple Voting Shares	100% of Multiple Voting Shares
Eric Zhang	2,525,251 Subordinate Voting Shares	3.9% of Subordinate Voting Shares
Total	**19,858,022**	

All of the 19,858,022 Shares issued to the informed persons were deposited into escrow with Odyssey Trust Company pursuant to an escrow agreement dated July 19, 2021. As of the date of this Information Circular, there are a total 5,957,408 Shares remaining in escrow.

For more information regarding the RTO and the escrow restrictions, see the Company's Filing Statement dated March 10, 2021 filed on SEDAR at www.sedarplus.ca.

MANAGEMENT CONTRACTS

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

CORPORATE GOVERNANCE

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognize the principles of good management. The Board is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Board of Directors

The Board facilitates its exercise of independent supervision over management by carefully examining issues and consulting with outside counsel and other advisors in appropriate circumstances. The Board requires management to provide complete and accurate information with respect to the Company's activities and to provide relevant information concerning the industry in which the Company operates in order to identify and manage risks. The Board also holds periodic meetings to discuss the operation of the Company.

Denise Evans and Phillip Lord are "independent" in that they are independent and free from any interest and any business or other relationship which could or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Company, other than the interests and relationships arising as shareholders.

Samuel Jones and Eric Zhang are not "independent" because Mr. Jones is the Chief Executive Officer and Chairman of the Board of the Company and Mr. Zhang's compensation exceeded $75,000 for the financial year ended October 31, 2022.

Directorships

The following directors are presently directors of other reporting issuers as set out below:

Name of Director, Officer or Promoter	Name of Reporting Issuer	Market
Denise Evans	International Business Machines Corporation	NYSE

Orientation and Continuing Education

The Board briefs all new directors with respect to the policies of the Board and other relevant corporate and business information. The Board does not provide any continuing education.

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 is responsible for identifying individuals qualified to become new Board members and recommending to the board new director nominees for the next annual meeting of Shareholders.

Compensation

Directors who are not NEOs receive compensation for their time that is commensurate with issuers of similar size and complexity. Directors are entitled to receive awards of securities in accordance with the terms of the Amended and Restated Plan and the LTIP and will be reimbursed for reasonable out-of-pocket travel expenses related to their attendance at meetings. The Company has also obtained customary insurance for the benefit of its directors and has entered into indemnification agreements with its directors pursuant to which the Company has agreed to indemnify its directors to the extent permitted by law.

Other Board Committees

The Board has no committees other than the audit committee (the "**Audit Committee**").

Assessments

The Board has no specific procedures for regularly assessing the effectiveness and contribution of the Board, its committees, if any, or individual directors. As the Board is relatively small, it is expected that a significant lack of performance on the part of a committee or individual director would become readily apparent, and could be dealt with on a case-by-case basis. With respect to the Board as a whole, the Board monitors its performance on an ongoing basis, and as part of that process considers the overall performance of the Company and input from its Shareholders.

AUDIT COMMITTEE DISCLOSURE

The Audit Committee Charter

The full text of the Company's audit committee charter is disclosed at Schedule "A" to this Information Circular.

Composition of the Audit Committee

Before July 7, 2023, the Company's Audit Committee was comprised of three directors, being Joanne Yan, Eric Zhang, and Denise Evans. The Company's Audit Committee is currently comprised of three directors, being Eric Zhang, Denise Evans and Phillip Lord. Denise Evans and Phillip Lord are independent, but Eric Zhang is not independent as Mr. Zhang's compensation exceeded $75,000 for the financial year ended October 31, 2022. Ms. Yan was not independent as she was previously Chief Executive Officer of the Company from October 9, 2020 to July 19, 2021, and effective on July 7, 2023, Ms. Yan resigned as a director and the chair of audit committee of the Company. All of the Audit Committee members are "financially literate", as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as the understanding of internal controls and procedures necessary for financial reporting. If each of the proposed nominee directors are elected at the Meeting, the Audit Committee will be comprised of Phillip Lord, Eric Zhang, and Denise Evans.

Relevant Education and Experience

Eric Zhang

Eric started his career as a mobile software engineer at Huawei Technology Group before becoming a founding member of the Musical.ly startup team as an engineering team lead. Post the acquisition of Musical.ly by ByteDance Ltd., Eric was a leader across the Douyin and TikTok research and development teams. Eric is responsible for growth strategy at Video Commerce and oversight of its China team. Eric holds a Bachelor's Degree in Computer Science and Technology from Anhui University.

Denise Evans

As Vice President, Business Partner Development, Partner Ecosystem, Denise is responsible for developing and implementing a program to increase the number and revenues of diverse Business Partners in the IBM Partner Ecosystem. Denise was previously Vice President, Women & Diverse Business-to-Business Marketing where she led an organization responsible for the advocacy of strategic IBM solutions to businesses owned by Asians, Blacks, Hispanics and Native Americans in North America and women owned, led and influenced businesses, globally. Through speaking at external conferences, she ensured these businesses understood how to "put smart to work" to change how the world works. Denise has served globally for more than 44 years in numerous leadership and executive positions in IBM including Directors of Global e-business, Global Customer Loyalty, and Global eRelationship Marketing. She is a member of the IBM Faculty for Global Sales Schools, IBM Executive Champion for Morgan State University School of Engineering, and a mentor for the Carver P-Tech school in Baltimore. Denise currently serves on the Board of Directors of the Global Summit of Women, the Galt Foundation, the National Alliance for Mental Illness-Maryland, and OOOOO. Denise has been featured as an awardee in Working Mother, Women's Enterprise USA, Uptown Professional, and Savoy Magazines and in interviews by several magazines, newspapers, radio programs and two books on leadership. She received the "Woman of Impact Leadership" Award from Impact Leadership 21 at the United Nations, the "World of Difference" Award from The International Alliance of Women and the "Ginsberg Justice" Award from CommunityX. Denise is a global citizen who has traveled across 6 continents, a mentor to many and a Lifetime Member of the Girl Scouts. Denise earned her Bachelor of Science degree in Mathematics and Economics from Brown University and MBA from the Stanford Graduate School of Business.

Phillip Lord

Phillip has been active in the cross-border investment, investor relations and fund raising over 25 years in global capital markets with experience across United States, European, Asian and Australian markets. Mr. Lord has deep relationships with major Sovereign Wealth Funds, private equity, venture capital and hedge funds and is experienced in dealing with entrepreneurs and an expert in crypto markets including coin/token issuance, centralized and decentralized exchanges/platforms. Mr. Lord is the Managing Partner and Co-funder of Pimlico Partners, which is a leading boutique financial institution that delivers a broad range of investment banking services to a large and diversified client base.

Audit Committee Oversight

Since the commencement of the Company’s most recently completed financial year, the Board has not failed to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the commencement of the Company’s most recently completed financial year, the Company has not relied on the exemptions contained in sections 2.4 (*De Minimis Non-audit Services*), 6.1.1(4) (*Circumstances Affecting the Business or Operations of the Venture Issuer*), 6.1.1(5) (*Events Outside Control of Member*), 6.1.1(6) (*Death, Incapacity or Resignation*) or 8 (*Exemption*) of National Instrument 52-110 – *Audit Committees* ("**NI 52-110**").

Pre-Approval Policies and Procedures

The audit committee has adopted specific policies and procedures for the engagement of non-audit services as set out in the audit committee charter of the Company. The full text of the Company’s audit committee charter is disclosed in Schedule “A” to this Information Circular.

External Auditor Service Fees

The aggregate fees billed by the Company's external auditor in the last two fiscal years, by category, are as follows:

Financial Year(1)	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
2022	141,750	Nil	1,500	Nil
2021	$84,640	Nil	Nil	Nil

(1) On July 19, 2021, the Company then with a fiscal year end of July 31, adopted the October 31 fiscal year end of VCG in connection with the completion of the RTO.

Exemption

The Company is relying on the exemption provided by Section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

PARTICULARS OF MATTERS TO BE ACTED UPON

APPOINTMENT OF AUDITOR

At the Meeting, Shareholders will be asked to pass an ordinary resolution to appoint MNP LLP as auditor of the Company and to authorize the directors of the Company to fix the auditor's remuneration. An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

MNP LLP ("**MNP**"), was first appointed as the auditor of the Company on November 25, 2021.

Management of the Company recommends that shareholders vote in favour of appointing MNP LLP as the auditor of the Company and authorizing the directors of the Company to fix the auditor's remuneration.

Approval of the Stock Option Plan

The Shareholders most recently approved the Stock Option Plan on March 30, 2021, which was accepted for filing on the Exchange. The Stock Option Plan was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Board has approved minor amendments to the Stock Option Plan, subject to Exchange and Shareholder approval, to comply with the requirements of Policy 4.4. None of the amendments have the effect of altering the scope, nature and intent of provisions of the Stock Option Plan, and include minor amendments to definitions to more accurately reflect the intent of Policy 4.4 and to more clearly outline the situations for which disinterested shareholder approval is required. A copy of the Amended and Restated Plan was attached as Schedule "C" to the 2022 Management Information Circular of the Company dated June 23, 2022.

The Amended and Restated Plan is administered by the Board. The Amended and Restated Plan provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company. The Amended and Restated Plan is a 10% rolling plan which provides that the number of Subordinate Voting Shares issuable under the Amended and Restated Plan may not exceed 10% of the total number of issued and outstanding Shares at any given time. As at the information date of this Information Circular, 2,500,000 options are outstanding under the Amended and Restated Plan.

Policy 4.4 requires that the Amended and Restated Plan be approved by the Shareholders annually, at the Company's annual general meeting. The Amended and Restated Plan was recently approved by Shareholders on July 22, 2022 and accepted by the Exchange on August 15, 2022. For the principal features of the Amended and Restated Plan, see the heading *Statement of Executive Compensation – Incentive Plan Awards – Stock Option Plan*".

Exchange rules provide that any long-term incentive plan that, when taken together with all of the issuer's previously established and outstanding stock option plans or grants, may permit (i) the aggregate number of shares reserved for issuance under stock options or stock awards granted to Insiders (as defined in Exchange rules) (as a group) at any point in time exceeding 10% of the issued shares of the corporation or (ii) the grant to Insiders (as a group), within a twelve (12) month period, of an aggregate number of options or stock awards exceeding 10% of the issued shares of the corporation must be approved by such corporation's "disinterested shareholders". A corporation's disinterested shareholders are its shareholders that are neither Insiders nor associates (as defined in Exchange rules) of Insiders. Given that the Amended and Restated Plan, when taken together with the LTIP, permits the issuance of stock options and stock awards granted to Insiders in excess of 10% of the aggregate issued and outstanding Shares, at the Meeting, the Amended and Restated Plan must be approved by not less than a majority of the votes cast by the disinterested shareholders of the Company present in person, or represented by proxy. As of the Record Date, an aggregate of 2,525,251 Subordinate Voting Shares and 17,332,771 Multiple Voting Shares were held by Insiders and their associates to whom options may be granted under the Amended and Restated Plan and will therefore be excluded from voting on the Amended and Restated Plan. Accordingly, at the Meeting, disinterested shareholders of the Company will be asked to consider, and if thought fit, to approve the following ordinary resolution:

"RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. the Company's amended and restated stock option plan (the "Amended and Restated Plan"), as attached at Schedule "C" to the 2022 Management Information Circular of the Company dated June 23, 2022 be and is hereby ratified, confirmed and approved, subject to acceptance by the TSX Venture Exchange;

2. the Company be authorized to grant stock options pursuant and subject to the terms and conditions of the Amended and Restated Plan, entitling the option holders to purchase up to that number of Subordinate Voting Shares that is equal to 10% of the aggregate issued and outstanding Multiple Voting Shares and Subordinate Voting Shares at the time of grant; and

3. any director or officer of the Company be and is hereby authorized and directed, acting for, in the name of and on behalf of the Company, to execute or cause to be executed, under the corporate seal of the Company or otherwise, and to deliver or cause to be delivered, such other documents and instruments, and to do or cause to be done all such acts and things, as may in the opinion of such director or officer of the Company be necessary or desirable to carry out the intent of the foregoing resolution, including the filing of all necessary documentation with regulatory authorities including the TSX Venture Exchange."

An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

Management of the Company recommends that shareholders vote in favour of approving the Amended and Restated Plan.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Except as disclosed below and elsewhere in this Information Circular, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, proposed nominee for election as a director of the Company, or associate or affiliates of any such directors, executive officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of the Company's securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors or the appointment of the auditor.

Directors, executive officers, and proposed nominees for election as director of the Company may be interested in the re-approval of the Stock Option Plan, pursuant to which they have been or may be granted stock options. See "Stock Option Plan" under "Particulars of Matters to be Acted Upon".

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedarplus.ca. Shareholders may contact the Company by mail C/O 1000 Cathedral Place, 925 West Georgia Street, Vancouver, British Columbia, V6C 3L2 to request copies of the Company's financial statements and related management's discussion and analysis. Financial information is provided in the Company's comparative financial statements and management's discussion and analysis for its most recently completed financial year.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Information Circular have been approved and the delivery of it to each Shareholder entitled thereto and to the appropriate regulatory agencies has been authorized by the Board.

DATED at Vancouver, British Columbia this 14th day of September, 2023.

By Order of the Board of Directors

OOOOO ENTERTAINMENT COMMERCE LIMITED

/s/ Samuel Jones
Samuel Jones
Chief Executive Officer, Chairman of the Board, and Director

SCHEDULE “A”

OOOOO ENTERTAINMENT COMMERCE LIMITED
(the “**Company**”)

AUDIT COMMITTEE CHARTER

1. MANDATE

The audit committee will assist the board of directors of the Company (the “**Board**”) in fulfilling its financial oversight responsibilities. The committee will review and consider, in consultation with the Company’s external auditors, the financial reporting process, the system of internal control over financial reporting and the audit process. In performing its duties, the audit committee will maintain effective working relationships with the Board, management and the external auditors. To effectively perform his or her role, each committee member must obtain an understanding of the principal responsibilities of committee membership as well as the Company’s business, operations and risks.

2. COMPOSITION

The Board will appoint, from among their membership, an audit committee after each annual meeting of the shareholders of the Company. The audit committee will consist of a minimum of three directors.

2.1 Independence

A majority of the members of the audit committee must be “independent” (as defined in Sec. 1.4 of National Instrument 52-110 (Audit Committees)) (“**NI 52-110**”).

2.2 Expertise of Committee Members

A majority of the members of the audit committee must be “financially literate” (as defined in Sec. 1.6 of NI 52-110) or must become financially literate within a reasonable period of time after his or her appointment to the committee. At least one member of the committee must have accounting or related financial management expertise.

3. MEETINGS

The audit committee shall meet in accordance with a schedule established each year by the Board, and at other times that the audit committee may determine. The audit committee shall meet at least annually with the Company’s Chief Financial Officer and external auditors in separate executive sessions.

4. ROLES AND RESPONSIBILITIES

The audit committee shall fulfill the following roles and discharge the following responsibilities:

4.1 External Audit

The audit committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor’s report, or performing other audit, review or attestation services, including the resolution of disagreements between management and the external auditors regarding financial reporting. In carrying out this duty, the audit committee shall:

(a) recommend to the Board that the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attestation services for the Company;

(b) review (by discussion and enquiry) the external auditors' proposed audit scope and approach;

(c) review the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors;

(d) review and recommend to the Board the compensation to be paid to the external auditors;

(e) review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors' assertion of their independence in accordance with professional standards; and

(f) review and approve the Company's hiring policies regarding partners and employees, and former partners and employees, of the present and former external auditor of the Company.

4.2 Internal Control

The audit committee shall consider whether adequate controls are in place over annual and interim financial reporting as well as controls over assets, transactions and the creation of obligations, commitments and liabilities of the Company. In carrying out this duty, the audit committee shall:

(a) evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Company; and

(b) ensure that the external auditors discuss with the audit committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls.

4.3 Financial Reporting

The audit committee shall review the financial statements and financial information of the Company prior to their release to the public. In carrying out this duty, the audit committee shall:

General

(a) review significant accounting and financial reporting issues, especially complex, unusual and related party transactions;

(b) review and ensure that the accounting principles selected by management in preparing financial statements are appropriate;

Annual Financial Statements

(c) review the draft annual financial statements and provide a recommendation to the Board with respect to the approval of the financial statements;

(d) meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered;

(e) review management's discussion & analysis respecting the annual reporting period prior to its release to the public;

Interim Financial Statements

(f) review and approve the interim financial statements prior to their release to the public;

(g) review management's discussion & analysis respecting the interim reporting period prior to its release to the public; and

Release of Financial Information

(h) where reasonably possible, review and approve all public disclosure containing financial information, including news releases, prior to release to the public. An audit committee must be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, and must periodically assess the adequacy of those procedures.

4.4 Non-Audit Services

All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Company or any subsidiary of the Company shall be subject to the prior approval of the audit committee.

Delegation of Authority

(a) The audit committee may delegate to one or more independent members of the audit committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the audit committee at its next scheduled meeting.

De-Minimis Non-Audit Services

(b) The audit committee may satisfy the requirement for the pre-approval of non-audit services if:

(i) the aggregate amount of all non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiaries to the external auditor during the fiscal year in which the services are provided; or

(ii) the services are brought to the attention of the audit committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated.

Pre-Approval Policies and Procedures

(c) The audit committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit services, if:

(i) the pre-approval policies and procedures are detailed as to the particular service;

(ii) the audit committee is informed of each non-audit service; and

(iii) the procedures do not include delegation of the audit committee's responsibilities to management.

4.5 Other Responsibilities

The audit committee shall:

(a) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters;

(b) establish procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

(c) ensure that significant findings and recommendations made by management and the external auditor are received and discussed on a timely basis;

(d) review the policies and procedures in effect for considering officers' expenses and perquisites;

(e) perform other oversight functions as requested by the Board; and

(f) review and update this Charter and receive approval of changes to this Charter from the Board.

4.6 Reporting Responsibilities

The audit committee shall regularly update the Board about committee activities and make appropriate recommendations.

5. RESOURCES AND AUTHORITY OF THE AUDIT COMMITTEE

The audit committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to

(a) engage independent counsel and other advisors as it determines necessary to carry out its duties;

(b) set and pay the compensation for any advisors employed by the audit committee; and

(c) communicate directly with the internal and external auditors.

6. GUIDANCE – ROLES & RESPONSIBILITIES

The audit committee should consider undertaking the actions described in the following guidance, which is intended to provide the audit committee members with additional guidance on fulfilment of their roles and responsibilities on the committee:

6.1 Internal Control

(a) evaluate whether management is setting the goal of high standards by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities,

(b) focus on the extent to which external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of an IT systems breakdown, and

(c) gain an understanding of whether internal control recommendations made by external auditors have been implemented by management;

6.2 Financial Reporting

General

(a) review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements,

(b) ask management and the external auditors about significant risks and exposures and the plans to minimize such risks,

(c) understand industry best practices and the Company's adoption of them;

Annual Financial Statements

(d) review the annual financial statements and determine whether they are complete and consistent with the information known to committee members, and assess whether the financial statements reflect appropriate accounting principles in light of the jurisdictions in which the Company reports or trades its shares;

(e) pay attention to complex and/or unusual transactions such as restructuring charges and derivative disclosures;

(f) focus on judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of loan losses; warranty, professional liability; litigation reserves; and other commitments and contingencies;

(g) consider management's handling of proposed audit adjustments identified by the external auditors;

(h) ensure that the external auditors communicate all required matters to the committee;

Interim Financial Statements

(i) be briefed on how management develops and summarizes interim financial information, the extent to which the external auditors review interim financial information;

(j) meet with management and the auditors, either telephonically or in person, to review the interim financial statements;

(k) to gain insight into the fairness of the interim statements and disclosures, obtain explanations from management on whether:

  (i) actual financial results for the quarter or interim period varied significantly from budgeted or projected results;

  (ii) changes in financial ratios and relationships of various balance sheet and operating statement figures in the interim financial statements are consistent with changes in the Company's operations and financing practices;

  (iii) generally accepted accounting principles have been consistently applied;

(iv) there are any actual or proposed changes in accounting or financial reporting practices;

(v) there are any significant or unusual events or transactions;

(vi) the Company's financial and operating controls are functioning effectively;

(vii) the Company has complied with the terms of loan agreements, security indentures or other financial position or results dependent agreement; and

(viii) the interim financial statements contain adequate and appropriate disclosures;

6.3 Compliance with Laws and Regulations

(a) periodically obtain updates from management regarding compliance with this policy and industry "best practices";

(b) be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements;

(c) review the findings of any examinations by securities regulatory authorities and stock exchanges; and

6.4 Other Responsibilities

(a) review, with the Company's counsel, any legal matters that could have a significant impact on the Company's financial statements.