

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

ESE Entertainment Inc. (the “**Company**”)
Suite 1000 - 409 Granville Street
Vancouver, BC
V6C 1T2

Item 2 Date of Material Change

October 31, 2024

Item 3 News Release

The news release dated November 6, 2024, was disseminated through Stockwatch.

Item 4 Summary of Material Changes

Raj Dewan resigned from the Company’s board of directors, effective October 31, 2024.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See Item 4 above and the attached news release for a full description of the material change.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None.

Item 8 Executive Officer

Konrad Wasiela, CEO, 778-238-4988

Item 9 Date of Report

November 12, 2024

ESE Entertainment Hosts Ultraliga Super Cup at Poznań Game Arena



PGA Event Photo

VANCOUVER, British Columbia, November 6, 2024 – **ESE Entertainment Inc.** (TSXV: ESE) (OTCQB: ENTEF) (“**ESE**” or the “**Company**”) is pleased to announce its key role in the successful staging and production of events at the Poznań Game Arena 2024, including the Ultraliga Super Cup, held between October 25 and 27, 2024.

The Poznań Game Arena, held annually in Poznań, Poland, is one Europe's largest gaming and multimedia expos. Attracting over 61,000 visitors this year, it has become a significant gathering for the gaming community in Europe. The Poznań Game Arena showcases cutting-edge video games, gaming technology, and industry innovations, with interactive exhibitions from leading game developers, publishers, and hardware brands. The event also features esports competitions, cosplay shows, and exclusive hands-on experiences with the latest games and tech, making it a pivotal networking hub for gaming professionals, enthusiasts, and fans across the region.

“This year, we were thrilled to lead the setup and organization of several premier exhibitions at one of Europe’s most iconic gaming events,” said **Konrad Wasiela, CEO of ESE Entertainment**. “Our team managed the Samsung Galaxy Ultraliga Super Cup LAN finals, the RTV Euro AGD Gamezone, Kia’s exhibit, and a special promotional booth for Kleks Academy, based on the Netflix movie. Our team delivered full-scale production, broadcast, and onsite activities. We’re incredibly proud to add this event to our portfolio as another successful milestone.”

Management Change

The Company also announces that, effective October 31, 2024, Raj Dewan has stepped down as a director of the Company to focus on other professional endeavors.

"On behalf of the Board, I would like to thank Raj for his valuable contributions to ESE over the years", said Konrad Wasiela, CEO of the Company. "His expertise has been a tremendous asset, and we wish him continued success in his future pursuits."

The Company's search for a new Board member to replace Mr. Dewan is ongoing, and the Company will make an announcement when an appointment is finalized.

ESE Entertainment Inc.

Konrad Wasiela
Chief Executive Officer and Director
+1 (437) 826-4012

About ESE Entertainment Inc.

ESE is a global technology company focused on gaming. The Company provides a range of services to leading video game developers, publishers, and brands by providing technology, infrastructure, and fan engagement services internationally. ESE also operates its own ecommerce channels, esports teams, and gaming leagues. | www.esegaming.com

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This news release contains certain statements that may constitute forward-looking information under applicable securities laws. All statements, other than those of historical fact, which address activities, events, outcomes, results, developments, performance or achievements that ESE anticipates or expects may or will occur in the future (in whole or in part) should be considered forward-looking information. Such information may involve, but is not limited to, statements with respect to: the appointment of a new Board member and the timing thereof. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or statements formed in the future tense or indicating that certain actions, events or results "may", "could", "would", "might" or "will" (or other variations of the foregoing) be taken, occur, be achieved, or come to pass. Forward-looking information is based on currently available competitive, financial and economic data and operating plans, strategies or beliefs as of the date of this news release, but involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of ESE to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors may be based on information currently available to ESE, including information obtained from third-party industry analysts and other third-party sources, and are based on management's current expectations or beliefs regarding future growth, results of operations, future capital (including the amount, nature and sources of funding thereof) and expenditures. Any and all forward-looking information contained in this press release is expressly qualified by this cautionary statement. Trading in the securities of ESE should be considered highly speculative.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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For further information about ESE, please contact:
investors@esegaming.com