

PIONEER MEDIA HOLDINGS INC.

Suite 909, 510 Burrard Street
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ANNUAL INFORMATION FORM

DATED AS OF AUGUST 29, 2023

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GLOSSARY OF TERMS

The following is a glossary of certain terms used in this AIF. Terms and abbreviations used in the financial statements of the Company, and in the Schedules to this AIF may be defined separately and the terms and abbreviations defined below may not be used therein.

“**AIF**” means this Annual Information Form of the Company for the year ended May 31, 2023.

“**Amalgamation**” means the amalgamation between the Company and PAI which occurred on May 28, 2020 pursuant to an amalgamation agreement dated April 30, 2020.

“**Auditors**” means DeVisser Gray LLP, the auditors of the Company.

“**BCBCA**” means the *Business Corporations Act* (British Columbia) including the regulations thereunder, as amended.

“**BCSC**” means the British Columbia Securities Commission.

“**Board**” means the board of directors of the Company, as it may be comprised from time to time.

“**Company**” means Pioneer Media Holdings Inc.

“**CSE**” means the Canadian Securities Exchange.

“**NEO**” means the Neo Exchange Inc.

“**PAI**” means Pioneer Acquisition I Inc.

“**Related Person**” has the meaning as described thereto in CSE Policy 1.

“**SEDAR**” means the System for Electronic Document Analysis and Retrieval, at www.sedar.com.

“**Shareholders**” means the holders of the Shares.

“**Shares**” means common shares without par value in the capital of the Company, either on a pre or post consolidated basis as the context requires.

“**Stock Option Plan**” means the incentive stock option plan of the Company.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

Certain statements in this AIF may constitute “forward-looking” statements involving known and unknown risks, uncertainties and other factors regarding the Company’s intentions, beliefs, expectations and future results as they pertain to the Company and its proposed business. This may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. This forward-looking information also includes information regarding the financial condition and business of the Company, as they exist at the date of this AIF.

Forward-looking statements may include, but are not limited to, statements regarding the Company’s opportunities, growth strategies, competition, expected activities and expenditures as the Company pursues its business plan, the adequacy of the Company’s available cash resources and other statements about future events or results. In particular, and without limiting the generality of the foregoing, this AIF contains forward-looking information concerning: statements or information concerning future operating plans, objectives, performance, revenues, growth, profits or operating expenses; plans to develop, implement or adopt new products, including with respect to the Company’s products and services; statements regarding the industry in which the Company operates; requirements for additional capital and future financing options; the availability of intellectual property protection for the Company’s products; the Company’s plans with respect to the payment of dividends; corporate governance matters, including the membership of its committees; and other expectations of the Company

The Company’s forward-looking information is based on the beliefs, expectations and opinions of management of the Company on the date the information is provided. Investors should not place undue reliance on forward-looking information.

In certain cases, forward-looking statements can be identified by the use of such words as “may”, “would”, “could”, “will”, “intend”, “expect”, “believe”, “plan”, “anticipate”, “estimate”, “seek”, “project”, “should”, “strategy”, “future”, “consider” and other similar terminology. These statements reflect the Company’s current expectations regarding future events and operating performance and speak only as of the date of this AIF.

Forward-looking statements in this AIF include risk statements regarding: uncertainty of future revenues; competition; changes in laws, regulations and guidelines relating to the Company’s business; inherent risks associated with NFTs and cryptoassets; potential intellectual property issues; reliance on third party distributors; dependence on key executives; dependence on advertising revenue; potential requirement for further funding; IT security risks; potential conflicts of interest with proposed directors and officers; potential share price volatility; need to attract and retain qualified personnel; limited market for the trading of its securities; uncertainty as to dividends; defects, bugs or errors with products or services; changes in technology; changes to mobile devices; “cheating” programs, scam offers or black markets with respect to the Company’s games; the unauthorized sale/purchase of virtual goods in the Company’s games; reputational harm; declines in mobile gaming generally; conflicts of interest of the Company’s officers and directors; volatility in the market price for the securities of the Company; no dividends for the foreseeable future; future sales of Shares or other securities by existing shareholders causing the market price for the securities to fall; and the issuance of shares or other securities in the future causing dilution.

Although the forward-looking statements contained in this AIF are based upon what management of the Company believes are reasonable assumptions, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this AIF and are expressly qualified in their entirety by this cautionary statement; and we disclaim any obligation to update any forward-looking statements, whether because of new information or future events or results, except to the extent required by applicable securities laws. Accordingly, potential investors should not place undue reliance on forward-looking statements or the information contained in those statements.

MARKET AND INDUSTRY DATA

Any market data or industry forecasts used in this AIF, unless otherwise specified, were obtained from publicly available sources. Although the Company believes these sources to be generally reliable, the accuracy and completeness of such information are not guaranteed and have not been independently verified.

Statistical information included in this AIF and other data relating to the industry in which the Company intends to operate is derived from recognized industry reports published by industry analysts, industry associations and independent consulting and data compilation organizations but are not guaranteed and have not been independently verified.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference into this AIF from documents filed with the securities regulatory authorities in the provinces of British Columbia, Alberta and Ontario. Copies of documents incorporated herein by reference may be obtained upon request without charge from the Company at 3104 – 1055 Dunsmuir Street, Vancouver, BC, V7X 1G4. (telephone: 604 373 5452; email: ir@p10neer.com). Copies of documents incorporated by reference may also be accessed online at www.sedar.com. The Company's filings through the System for Electronic Documents Analysis and Retrieval ("SEDAR") are not incorporated by reference in this AIF, except as specifically set out herein.

The following documents, filed with the securities commission or similar authority in British Columbia, Alberta and Ontario, are specifically incorporated by reference into, and form an integral part of, this AIF:

- The Company's audited annual financial statements for the financial year ended May 31, 2023, and the corresponding management's discussion and analysis dated August 29, 2023;
- The Company's news release dated June 6, 2022 with respect to the release of shares from escrow.
- The Company's news release dated October 3, 2022 with respect to the launch of "MetaKit"
- The Company's news release dated October 5, 2022 with respect to the announcement of its C\$1.0M private placement
- The Company's news release dated October 13, 2022 with respect to the publishing agreement Pioneer announced with Dynasty Gaming & Media

- The Company's news release dated October 31, 2022 with respect to the announcement that Pioneer will develop Web3 games for publishing partner, Dynasty Gaming & Media and Indosat Ooredoo Hutchison
- The Company's news release dated Nov 16, 2022 with respect to the closing of the first tranche of the private placement and appointment of a new director
- The Company's news release dated Feb 9, 2023 and March 9, 2023, with regards to delisting from the AQSE Growth Market
- The Company's news release dated May 31, 2023 with regards to Mike Edwards resigning as Chairman of the Board

The foregoing documents are not incorporated by reference or deemed to be incorporated by reference to the extent their contents are modified or superseded by a statement contained in this AIF or in any other subsequently filed document that is incorporated by reference or deemed to be incorporated by reference in this AIF. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this AIF.

CORPORATE STRUCTURE

The Company was incorporated under the name “Haro Metals Corp.” on November 9, 2017 under the BCBCA. It changed its name to “Pioneer Media Holdings Inc.” on October 25, 2019. On May 28, 2020, the Company amalgamated with Pioneer Acquisition I Inc. (then a private British Columbia corporation) pursuant to the BCBCA, with the Company being the surviving amalgamated company.

The Company is a reporting issuer in each of British Columbia, Alberta and Ontario, and its common shares are listed for trading on NEO under the symbol “JPEG”.

The Company conducts its business through its wholly-owned operating subsidiaries, which include:

- Crowdforn Ltd., an England and Wales corporation;
- Roundhouse Media Pte Ltd., a Singapore corporation.

GENERAL DEVELOPMENT OF THE BUSINESS

As at the date of this AIF, the Company is a Web3 gaming infrastructure company utilizing blockchain technology to deliver better game experiences for all participants. The following is a summary of the general development of the Company's business in the past three years, and includes a description of all major events through that period.

Major Events

- The Company has consolidated its operations through its wholly-owned subsidiaries in order to focus on opportunities in Web3 gaming infrastructure technology. Apart from the acquisition of its operating subsidiaries (further described below), the Company invested an aggregate total of \$3.0 million in the year ended May 31, 2022, \$6.3 million in 2021 and \$0.5 million in 2020. During fiscal 2023, the Company recorded a \$5.0 million impairment charge on its investment portfolio. During fiscal 2022, the Company recorded a \$10.1 million impairment charge on its investment portfolio and a \$15.6 million impairment charge on its purchased subsidiaries.
- Darcy Taylor, Mark Rutledge Julia Becker, and Olivia Edwards joined the Company's board of directors on November 7, 2019, May 12, 2020, November 7, 2019, November 16, 2022 respectively. Mr. Taylor was appointed as CEO of the Company on April 20, 2022, replacing Michael Edwards.
- Effective May 28, 2020, the Company completed the non-arm's length Amalgamation with PAI, discussed further under “PAI & the Amalgamation”.
- The Company financed its operations through multiple private placement financings through the past three years. During fiscal 2022, the Company issued 1,503,932 units by way of a non-brokered private placement at \$1.00 per unit for gross proceeds of \$1,503,932. Each unit consists of one common share and one common share purchase warrant. Each warrant is exercisable at \$1.50 for a period of 24 months from the date of closing subject to acceleration if the Company's shares trade at or above \$1.75 for 10 consecutive trading days. The Company paid finder's fees of \$66,236 and issued 15,000 finder's warrants. The finder's warrants have an exercise price of \$1.50 for a period of 24

months from the date of closing. During fiscal 2021, the Company issued 28,064,433 shares for proceeds of \$7,297,314. See “General Description of Capital Structure” for further description of the outstanding share purchase warrants.

- The Shares were listed for trading on the Canadian Securities Exchange on April 12, 2021, and delisted from that exchange on March 11, 2022. The Shares were listed for trading on the NEO Exchange Inc. under the symbol “JPEG”, commencing on March 14, 2022. As such, the Company became a “non-venture issuer” for the purposes of National Instrument 51-102 *Continuous Disclosure Obligations*.
- Trading of the Shares on the Access segment of the AQSE Growth Market in the United Kingdom commenced on June 1, 2021, under the symbol “PNER”.
- On December 20, 2021, the Company acquired all of the outstanding securities of Roundhouse Media Pte Ltd. (“Roundhouse”), a private Singapore corporation. Further discussion regarding Roundhouse is provided under “Pioneer’s Business”.
- On January 5, 2022, the Company acquired all the outstanding securities of NGMI Labs Inc. (“NGMI”), a private British Columbia corporation. Further discussion regarding NGMI is provided under “Pioneer’s Business”.
- On February 3, 2022, the Company acquired all the outstanding securities of Bark Ventures Inc. (“Bark”), a private British Columbia corporation. Further discussion regarding Bark is provided under “Pioneer’s Business”.
- On March 31, 2022, the Company acquired all of the outstanding securities of Crowdforn Ltd., a private England and Wales corporation. Further discussion regarding Crowdforn is provided under “Pioneer’s Business”.
- On October 3, 2022, the Company launched “MetaKit” its proprietary Web3 gaming platform.
- On October 5, 2022, the Company announced its intention to raise up to \$1.0M, on a non-brokered private placement basis, through the sale of units at \$0.10 per unit. Each unit is comprised of one common share and one-half of a transferable common share purchase warrant. Each whole warrant entitles the holder to acquire one common share of the Company for a period of 24 months following the Private Placement closing at an exercise price of \$0.25. On November 16, 2023, the Company announced it closed the first tranche of the private placement, raising gross proceeds of C\$580,000, through the issuance of 5,800,000 units.
- On October 13, 2022, the Company signed a game publishing agreement with Dynasty Gaming & Media
- On October 31, 2022, the Company entered into an agreement to develop Web3 games for publishing partner, Dynasty Gaming & Media and Indosat Ooredoo Hutchison, Southeast Asia’s second largest telecommunications company with 100 million customers.
- On February 9, 2023, the Company announced its intention to delist from the AQSE Growth Market, focusing on its primary NEO Exchange listing. On March 9, 2023, the Company successfully delisted from the AQSE Growth Market.

- On May 31, 2023, the Company announced that Mike Edwards resigned from the Board of Directors and role as Chairman.

PAI & the Amalgamation

PAI was a private company incorporated pursuant to the BCBCA on July 4, 2019. Its directors were Michael Edwards (the chair and a director of the Company), and Jonathan Bixby. PAI raised \$1,600,000 through the distribution of the following securities: (i) 6,000,000 shares to its founders at \$0.005 per share (July 19, 2019); (ii) 222,000 special warrants at \$0.10 per special warrant to 153 separate investors pursuant to a crowd-funding offering (which closed October 16, 2019); (iii) 150,000 shares to the crowd-funding portal operator (effective October 16, 2019); (iv) 2,000,000 shares by way of private placement at \$0.20 per share (March 6, 2020); and (v) 5,850,000 shares by way of private placement at \$0.20 per share (April 20 – May 13, 2020).

PAI was formed principally to create at least 150 shareholders through its crowd-funding placement of special warrants. Commencing in March 2020, PAI used some of its available funds to acquire shares of various businesses that the Company viewed as potential acquisition targets.

Effective May 28, 2020, the Company and PAI completed the Amalgamation, pursuant to which: (a) as approved by the Company's shareholders, one-half of the then-outstanding Shares were cancelled, such that 12.74 million of the then-outstanding 25.48 million Shares were cancelled; and (b) 14.22 million new Shares were issued in exchange for the 14.00 million shares and 0.222 million special warrants outstanding in PAI. The Company then had a total of 26.96 million shares outstanding.

The Company's amalgamation with PAI was a non-arm's length transaction in that Michael Edwards, the chair and a director of the Company, was also a director, officer and significant shareholder of PAI. No valuation of either the Company or PAI was prepared in connection with the Amalgamation. The Amalgamation was approved by the shareholders of each of the Company and PAI on April 27, 2020.

DESCRIPTION OF PIONEER'S BUSINESS

The Company is a reporting issuer in each of British Columbia, Alberta and Ontario. Commencing April 12, 2021, the Company's common shares began trading on the Canadian Securities Exchange ("CSE") under the symbol 'PNER'. On June 1, 2021, the Company also listed its common shares for trading on the AQSE Growth Market ("AQSE") based in London, UK under the symbol 'PNER'. On March 14, 2022 the Company's common shares began trading on the Neo Exchange Inc. ("NEO") under the ticker symbol "JPEG" and the Company's common shares were delisted from trading on the Canadian Securities Exchange. On March 9, 2023, the Company withdrew from trading on the AQSE. After careful consideration, Pioneer's Board of Directors made the strategic decision to focus on the Canadian stock market and focus on its primary NEO listing.

Pioneer is a Web3 gaming infrastructure company utilizing blockchain technology to deliver better game experiences that facilitate a larger economic pie for all participants. Pioneer's platform allows game developers and publishers an out-of-the box solution to enable a universal onramp and marketplace for players to participate and enjoy digital game economies, creating a seamless user experience, while increasing functionality. The Company is providing developers with the tools to build the next generation of internet economies and experiences where both users and creators share in the value generated by the networks they participate in.

The Company's proprietary platform of tools enables additional in-game features such as connecting and centralizing multi-platform wallets, NFTs, real-time payment processing, providing subscription-based

loyalty programs and other services to better manage digital assets and token economies. These tools provide an easy, ready to go solution for game developers, without having to develop the technology themselves and increases access to wider global economies by simplifying the user experience of accessing these games and creating an NFT ownership and marketplace.

Pioneer is making blockchain gaming easy, fun and powerful for users and developers to drive the adoption of Web3 and its open transparent economies.

Pioneer's growth strategy of "We build it, so you don't have to" is to continue accelerating its partners Web3 transformation through a smarter approach to unique integration challenges the industry faces by developing or acquiring capabilities and features and integrating them into a comprehensive tool "MetaKit" to create a leading, platform for blockchain and web3 game developers.

MetaKit - Proprietary Technology Backbone

Pioneer's core software technology, known as MetaKit, is an internally developed proprietary game infrastructure framework for developers that removes the friction of player onramps and increases each game's likelihood of success.

With MetaKit, game developers can cut production time and decrease development costs associated with game builds as well as accelerate go-to-market strategies.

Pioneer will license and white label MetaKit as a plug and play software platform to third party game developers on a revenue share model. Pioneer's MetaKit infrastructure tools include:

Flex Connect: Single sign-on solution for blockchain games that allows users to play with NFTs across multiple wallets.

Flex Marketplace: Platform which enables NFT rental with a plug-and-play rental marketplace and guild solution for blockchain games.

Helix Pay: A web3 payment solution that provides seamless in-game crypto payment processing and the real-time purchase of tokens for leading blockchain games.

Helix Subscriptions: A frictionless solution for subscriptions using a proprietary relay method that allows developers to implement reliable crypto subscriptions in just a few lines of code.

Growth Strategies

Increase Usage of MetaKit

Pioneer intends to grow the usage of its MetaKit primarily through the success of its customers' games and applications. Their usage of Pioneer's services will grow in line with their end-user adoption and engagement. The more their gamers are retained through Pioneer's tools and the more time spent in their respective games, the more revenue Pioneer will derive from such offered services.

- **Acquire New MetaKit Customers:** Gaming continues to be the fastest growing segment of the entertainment industry, and within this growing segment, customers of all sizes are increasingly looking to leverage third party tools to accelerate the development process. Large and small mobile publishers are increasingly looking for development tools to be more efficient and productive than building proprietary technology in-house. MetaKit enables small and mid-sized game developers and independent and freelance artists to create and operate games where they would not otherwise have the funds or resources to do so independently. Large global publishers represent an attractive growth opportunity for MetaKit These studios have historically invested in their respective proprietary technology to create and operate content for the select platforms of their individual choice. Marketing efforts will be focused on driving migration of such publishers from developing

their proprietary, often time consuming, technology stacks to Pioneer's MetaKit platform, which Pioneer considers to be more efficient and cost-effective option.

- **Growth within Existing MetaKit Customers:** Pioneer believes that it has strong opportunities to broaden its relationships with existing customers, by expanding its MetaKit licenses and related services, growing usage and increasing the variety of services customers use.
- **Scale Across Major Global Markets:** Pioneer's MetaKit platform can drive game creation globally, as it is agnostic to geographical barriers. Pioneer intends to expand its reach in such markets to facilitate further penetration of its platform and to grow with new customers to increase and scale its global footprint.

Expand MetaKit Revenue

Pioneer offers its MetaKit platform primarily through license, revenue-share and usage-based fee models. This will allow Pioneer to generate revenue from its customers as they develop games and as they succeed and grow.

Licences for Pioneer's MetaKit platform drive adoption of related services offered by Pioneer. The MetaKit growth strategy consists of:

- **Technology Innovation for Growth:** Continue to innovate MetaKit with new products, features, and functionality to support game developers, and provide a plug and play solution for third parties to integrate their respective applications with the MetaKit platform. In addition, Pioneer will continue reviewing potential acquisition opportunities that complement and expand the functionality of MetaKit, add to its technology expertise and bolster Pioneer's industry position by providing access to new customers or markets.
- **Vertical Penetration Across Large Publishers:** Increase the number of MetaKit licenses by expanding across multiple studios within a single publisher. Some customers are publishers that have multiple studios. When one studio achieves better quality content and improved efficiency, higher return on investment on customer acquisition, or better monetization of end-users through the use of MetaKit Pioneer believes that other studios within the publisher's portfolio or sphere of relations will also begin to adopt MetaKit, and ideally to a level where a "tipping point" is achieved. Pioneer intends to invest in targeted sales and account-based marketing efforts to identify, stimulate and communicate these opportunities to customers once beta proof points have been achieved.

Notable Projects

- **Stonks** – building a web3 game in partnership with Dynasty Media & Gaming, for **distribution** and publishing to Indosat Ooredoo Hutchison ("**IOH**") subscriber base. IOH is currently Southeast Asia's second largest telecommunications company with 100 million subscribers and quarterly revenue of approximately Rp11,654 billion (Q2 2022).
- **MintStars** - Developing a subscription platform that allows creators to publish and distribute content using NFTs. Powered by Helix.
- **Fairgame** - Building and developing the technology for an interactive Fairground experience located in Canary Wharf, London. Built software that powers the experience including a web app, in-venue screens and the marketing website.

Industry Overview

We feel strongly that Web3 gaming is at the forefront of a new wave of technology. Even in its infancy, there is a significant influx of capital, both public and private, and attention on the burgeoning sector.

Web3, short for web 3.0, encompasses the ideology that a new, more advanced version of the internet operates on decentralized, quasi-anonymous sources. Instead of all the power belonging to select industry giants, the power is more fairly dispersed between users. As the name suggests, Web3 follows Web1 and Web2. The major features of each evolutionary step are as follows:

Web1: The original World Wide Web, which relied on open source and open standards. It led to the rise of some of the largest internet companies to ever exist, such as Google and Amazon.

Web2: More focused on user-generated content, Web2 ushered in the era of blogs, wikis, and social networks. It was built on some of the same Web1 technologies but also enabled social connection and content creation.

Web3: The new Web3 features a value-exchange model rather than the simple exchange of information, as well as self-sovereignty and the major decentralization of the Internet.

Web3 Games

The introduction of Web3 games (sometimes called play-to-earn, play-to-own, crypto, blockchain or NFT games) are digital games which use blockchain technology as the underlying component of a game's economy. Web3 games are defined by having game assets that are owned (held in custodial wallets) by players in the form of Non-Fungible Tokens (NFTs) or Fungible Tokens.

The functional implication of this innovation is that player assets are tangibly owned, and liquid markets exist to enable assets to be sold or traded much like a physical goods. The fact that players in web3 game economies own in-game asset draws a stark contrast to traditional Free-To-Play (Freemium) game economies, which have largely existed within closed ecosystems preventing players from trading in-game items for real world value. The incorporation of blockchain infrastructure in games has sparked increasing adoption in early web3 games.

The biggest opportunities for players within the Web3 metaverse come from its ability to enable true ownership and interoperability in gaming achieved through blockchains and NFTs. NFTs are the new face of Web3 gaming, and their popularity has continued to expand, offering something never available in previous gaming models: the chance to truly own any type of unique in-game asset or item.

In traditional gaming, a player would buy an in-game asset that was specific to that game. That investment would be lost to the game publisher when that same player moves on to another game. All the time and money spent obtaining the item, or multiple items, are not retained by the player. Web3 gaming has a proposed solution to this: interoperability. Gamers no longer need to lose money on these items, as they will be able to be moved across multiple games. This places more control in the players' hands and allows them to freely move and transfer between games. If a player no longer wants or needs the asset, they have the ability to sell it on "secondary marketplaces", turning these assets into investments rather than single-time purchase.

Specialized Skill/Knowledge

The Company's management, board of directors and advisors are each actively involved in the Company's overall corporate direction. Each operating studio, in turn, is managed by its own respective executives and managers.

Directors & Executive Officers

Each of the Company's directors and executive officers has experience in Web 3, NFT or Blockchain based businesses, nascent industries, start up technology companies, and/or in providing operational experience to companies.

Michael Edwards, Chair and a director of the Company as of May 31, 2023, has operated a private investment company, Marallo Holdings Inc., for several years. Mr. Edwards is president of Marallo Holdings Inc., and was and continues to be primarily responsible for the identification, acquisition and divestiture of its investments, all of which have been in arm's length entities. Most of its investments have focused on consumer technology companies. In 2018 Mr. Edwards was named as "BC Angel Investor of the Year" at the 32nd Angel Forum in Vancouver. In the two years prior to earning the award, Mr. Edwards had invested in over 50 companies, most of which were start-up businesses.

Darcy Taylor is the CEO and a director of the Company. His forte is to provide operational experience to start-up companies, mostly in the consumer technology sectors, including fintech, blockchain, sports and entertainment, mobile games, eSports, digital marketing and media. Mr. Taylor has held C-suite and senior leadership roles at IMG Canada (now Endeavor LLC), Logic Technologies Inc., JT International S.A. and MASEV Communications Inc. (acquired by IMG Canada). From April 2018 to April 2022, Mr. Taylor has also served as the CEO of Eastside Games Group Inc. (Formerly Leaf Mobile Inc.), a \$100M+ revenue TSX-listed mobile game developer and publisher.

Jim MacCallum, CFO of the Company, is a Chartered Professional Accountant and a CFA charter holder. Mr. MacCallum has more than 20 years of international financial and operational executive experience with multinational public companies and the "Big 4" accounting firms. Mr. MacCallum is currently the CFO of East Side Games Group Inc. (TSX: EAGR), and previously held senior financial roles with Westport Fuel Systems, Amica Mature Lifestyles and Cisco Systems. Mr. MacCallum articulated with KPMG in Vancouver, and holds a B.A. in Economics from the University of British Columbia and is a graduate of the Advanced Management Program at Harvard Business School.

Mark Rutledge, a director of the company, has over 25 years of experience as a serial entrepreneur, C-level executive and strategic adviser with a particular expertise in structuring and financing technology start-ups. In the early stages of his career, Mark practised securities and entertainment law, and acted for clients such as Viacom, Disney, Paramount, Time Warner, Showtime, USA Networks, and Canal + (France). He is currently CEO of Carraway Capital Corp., and co-founder and President of Sosido Networks Inc. a knowledge-sharing community for healthcare professionals. He was until recently a Director of East Side Games, a leading mobile gaming company (TSE:EAGR), and is currently a Director of StreaksAI plc (LSE:STK) and AQRU plc (AQSE:AQRU), helping to take all three companies public. He is also a Director of Aja Ventures Inc.

Julia Becker, a director of the company, is an experienced and accomplished capital markets and investor relations professional with over a decade of business development and marketing experience. Ms. Becker is the founder and President of Strike Communications Inc., a boutique capital markets advisory firm specializing in technology, media and gaming. She has extensive experience developing and executing integrated stakeholder communications and capital market strategies for private and publicly-traded companies. Ms. Becker is currently the VP, Investor Relations for CloudMD Software and Services, a healthcare technology company transforming the delivery of care. Previous to CloudMD, she was the Head of Investor Relations for Enthusiast Gaming, the world's largest platform of communities for gamers and eSports fans. She currently

sits on the advisory board of Paidia Gaming, a private, women-focused gaming platform, creating a safe, inclusive gaming community for women and allies.

Olivia Edwards

Olivia Edwards, a director of the company, brings operational and corporate secretary experience to Pioneer's board. She has experience with the reporting requirements for public companies in both Canada and the UK and has facilitated numerous financial raises in various industries including web3, gaming and longevity.

Ms. Edwards holds a Bachelor of Arts in Cognitive Systems: Mind, Language & Computation and a Master of Management from the University of British Columbia. She has also completed her Canadian Securities Course.

See "Directors and Officers" for more details. See also "Risk Factors – Competition from other eSport and Investment Companies; Available Opportunities and Competition for Investments; Limited Management Experience; and Reliance on Key Personnel".

Intangible Properties/Intellectual Property

The Company's business is significantly based on the creation, acquisition, use and protection of intellectual property. Some of this intellectual property is in the form of software code and trade secrets to develop MetaKit, and the artwork, audio-visual elements, graphics, music, storylines, interface design or other creative works, software code, and/or trade secrets involved in the development of NFT games by the Company's operating studios. Most of the latter intellectual property is created by or on the behalf of the Company's operating studios, though from time to time an operating studio may also acquire rights to proprietary intellectual property from third parties, primarily through licenses and service agreements.

The Company and each of its operating studios generally protect their intellectual property rights by relying on legislative and common law protections, as well as contractual restrictions, controlling access to proprietary technology by entering into confidentiality agreements, through invention assignment agreements with employees and contractors where applicable, and confidentiality agreements with third parties. In the Company's view, such protective measures are adequate.

Cycles

NFTs are unique, one-of-a-kind digital assets made possible by certain digital asset network protocols. Because of their non-fungible nature, NFTs introduce digital scarcity and have become popular as online "collectibles", similar to physical rare collectible items, such as trading cards or art. Like real world collectibles, the value of NFTs may be prone to "boom and bust" cycles as popularity increases and subsequently subsides.

Due to the novel and nascent nature of NFTs and crypto- and digital- assets, it is difficult to discern how widely these technologies will be adopted, their longevity and therefore related cycles that may develop.

Competition

The Company faces significant competition in all aspects of its business. As the nature of games is entertainment, the Company and its operating studios compete with business in a spectrum of industries that compete for the leisure time, attention and discretionary spending of its users, on the basis of multiple factors such as quality of experience, access and value.

Their competitors include:

- existing game developers who develop products for social networks, mobile, PC and video game consoles;
- emerging and potential game developers who may enter into the gaming market, which may include larger companies with a significant online presence who may choose to enter into game development or otherwise increase their presence in game development; and
- other forms of media and entertainment, which broadly compete for user's time and attention.

Operations in Foreign Jurisdictions

Some of the Company's operating studios are based foreign jurisdictions, including the United Kingdom and Singapore. The Company may in the future acquire other businesses in other countries outside of Canada. Such foreign jurisdictions may have laws, customs, business culture, language, and politics which differ markedly from Canada. Moreover, other jurisdictions may have differing tax policies (including but not limited to withholding taxes) which may impact the Company's ability to repatriate revenues from its foreign operating subsidiaries. Further, the Company may be exposed to foreign currency fluctuations that impact on its overall financial condition. The Company is aware of the risks associated with operating in foreign jurisdictions, but views the foreign jurisdictions in which it operates (United Kingdom, Singapore) to be relatively predictable and stable relative without undue impact on its overall operations.

Employees

Mr. Taylor provides his services as CEO to the Company, and retained on a monthly consulting fee basis. Messrs. Rutledge and MacCallum provide additional consulting services to the Company on a part-time monthly fee basis.

The Company employs an additional 21 people on both a full time and contract services basis through its wholly-owned operating subsidiaries.

RISK FACTORS

The Company's business, operating results and financial condition could be adversely affected by any of the risks outlined below. These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not currently known to the Company, or that the Company currently deems immaterial, may also impair the operations of the Company. If any such risks actually occur, the financial condition, liquidity and results of operations of the Company could be materially adversely affected and the ability of the Company to implement its growth plans could be adversely affected.

An investment in the Shares is speculative and will be subject to material risks; and investors should not invest in securities of the Company unless they can afford to lose their entire investment.

Risks Related to Holding Securities of the Company

Market Risk for Securities

There can be no assurance that an active trading market for the Shares will be sustained. The market price for the Shares may be subject to wide fluctuations. Factors such as government regulation, demand for Web 3 or NFT games, share price movements of peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the Company's securities. The stock market has from time to time experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance of particular companies.

Volatility of Share Prices

The trading price of the Shares will be subject to change because of numerous factors, including reports of new information, changes in the Company's financial situation, the supply and demand for Shares in the market, failure to achieve financial results in line with the expectations of analysts, or announcements concerning results. Price volatility will also be subject to a number of factors beyond the control of the Company's including the global economy, the effects of epidemics or pandemics, interest rates, political and geo-political events in various countries around the world, inflation, deflation, armed conflicts, trade wars, and the like. There is no guarantee that the market price of the Shares will be protected from any such fluctuations in the future; and future changes may be material.

Litigation Associated with Share Price Volatility

In the past, certain companies that have experienced volatility in their share value, have been the subject of securities class action litigation. The Company might become involved in securities class action litigation in the future. Such litigation often results in substantial costs and diversion of management's attention and resources and could have a negative effect on business and results of operation.

Possible Dilution

Making additional investments will require additional capital; and the ongoing costs of operations may not generate positive cash flow for the near or long term. The Company's ability to secure any required financing to expand operations will depend in part upon prevailing capital market conditions and business success. There can be no assurance that the Company will be successful in its efforts to secure any additional financing on terms satisfactory to management. If additional financing is raised by issuance of additional shares from treasury, control may change and shareholders may suffer dilution.

Dividend Risk

The Company has not paid dividends in the past and does not anticipate paying dividends in the near future. The Company expects to retain earnings to finance further growth and, where appropriate, retire debt.

Risks Related to the Company

Limited Operating History

The Company is in the early stage of development and has no history of operations as a Web3 gaming infrastructure company. The Company will be subject to many risks common to start-up enterprises and its viability must be viewed against the background of the risks, expenses and problems frequently encountered by companies in the early stages of development in new and rapidly evolving markets such as the Web3 or NFT industries. This includes under-capitalization, cash shortages, limitations with respect to personnel, lack of revenues and financial and other resources. There is no assurance that the Company will develop its business profitably, and the likelihood of success of the Company must be considered in light of the Company's early stage of operations. There is no assurance that the Company will be successful in achieving a return on shareholders' investment.

Uncertainty of Future Revenues

The Company's future growth and prospects will depend on its ability to expand current operations and gain revenue streams, while maintaining effective cost controls. Any failure to do so will likely have a material adverse effect on the Company's business, financial condition and results.

The Company's business depends on developing, licensing and continuing to service its MetaKit platform, and on each of its operating studios continuing to develop, publish and servicing their respective NFT games. Substantial resources have been and will be devoted to the research, development, analytics and marketing of MetaKit and each operating studio's respective games. Development and marketing efforts are focused on both improving the experience of users of the MetaKit platform and players of existing games published by it operating studios and by licensees of MetaKit. Revenue is primarily generated through through license, revenue-share and usage-based fee models. In order to remain profitable, the Company will need to generate sufficient bookings and revenues from MetaKit, and from existing and new game offerings to offset ongoing development, marketing and operating costs.

Successfully monetizing games is difficult and requires that the Company's studios deliver valuable and entertaining player experiences that a sufficient number of players will pay for or that the Company is able to otherwise sufficiently monetize its games. The success of its games depends, in part, on unpredictable and volatile factors beyond the Company's control, including consumer preferences, competing games, new mobile platforms and the availability of other entertainment experiences. If its games do not meet consumer expectations, or if they are not brought to market in a timely and effective manner, the Company's ability to grow revenue and our financial performance will be negatively affected.

Limited Funds Available

As at the date of this AIF, the Company has limited cash flow, and ongoing costs of operations may not generate positive cash flow for the near or long term. The Company's ability to secure any required financing to expand operations will depend in part upon prevailing capital market conditions and business success. There can be no assurance that the Company will be successful in its efforts to secure any additional financing on terms satisfactory to management. If additional financing is raised by issuance of additional shares from treasury, control may change and shareholders may suffer dilution. If adequate funds are not available, or are not available on

acceptable terms, the Company may be required to scale back its current business plan or cease operating.

MetaKit

The Company's ability to attract and retain customers of the MetaKit technology and grow its related business will depend, in part, on its ability to maintain MetaKit at high levels of accessibility, reliability, scalability and performance. Interruptions in the performance of MetaKit and related services, whether due to system failures, computer viruses or physical or electronic break-ins, could affect the accessibility and performance of MetaKit. Future disruptions, outages and other performance problems may arise due to a variety of factors including infrastructure changes, introductions of new functionality, human or software errors, capacity constraints, denial of service attacks or other security-related incidents.

It may become increasingly difficult to maintain and improve the performance of MetaKit. If MetaKit is unavailable or accessibility becomes an issue, the Company may experience a loss of clients, lost or delayed market acceptance of our platform, delays in payment by clients, injury to the Company's reputation and brand, or other liabilities. In addition, to the extent that MetaKit is not upgraded as needed, or if MetaKit is not continually developed to accommodate actual and anticipated changes in technology, the Company's operations may be adversely affected.

Further, the software technology underlying MetaKit is complex and may contain material defects or errors, particularly when new features are first introduced or released. There can be no assurance or guarantee that MetaKit will not contain defects. Any real or perceived errors, failures, vulnerabilities, or bugs in MetaKit could result in negative publicity or lead to data security, access, retention or other performance issues, all of which could harm the Company's business.

Defects, Bugs, or Errors

The current products and services of the Company and its operating studios are extremely complex software programs and are difficult to develop and distribute. The Company has quality controls in place to detect defects, bugs or other errors in our products and services before they are released. Nonetheless, these quality controls are subject to human error, overriding, and resource or technical constraints. In addition, the effectiveness of our quality controls and preventative measures may be negatively affected by the distribution of our workforce resulting from the COVID-19 pandemic. As such, these quality controls and preventative measures may not be effective in detecting all defects, bugs or errors in our products and services before they have been released into the marketplace. In such an event, the technological reliability and stability of the Company's products and services could be below its standards and the standards of its players and its reputation, brand and sales could be adversely affected. In addition, the Company could be required to, or may find it necessary to, offer a refund for the product or service, suspend the availability or sale of the product or service or expend significant resources to cure the defect, bug or error each of which could significantly harm our business and operating results.

Competition

The market in which the Company operates is vastly competitive and fast moving and may even grow more competitive. The gaming industry is subject to rapid changes, including from evolving consumer preferences and emerging technologies. Many new games are introduced in each major industry segment (mobile, web, PC and console), but only a relatively small number of game titles account for a significant portion of total revenue in each segment. Game developers

and distributors vary vastly in size and resources, and some have significant resources for developing or acquiring additional games, or have a more diversified set of revenue sources than the Company, and may be less affected in consumer preferences, regulations or other developments that may impact the gaming industry. At the same time, management of the Company considers its user base to be specific and niche, with fewer competitors targeting the same user base.

As there are relatively low barriers to entry to develop mobile games, it is expected new competitors will enter the market and existing competitors will allocate more resources to develop and market competing games and applications. The proliferation of titles may make it difficult for the Company to differentiate itself from other developers or to compete for players without increasing its marketing expenses and development costs. There can be no guarantee that the Company's competitors will not develop similar or superior products to those of the Company, which may affect the Company's ability to compete.

As a subset of a larger entertainment industry, the Company also faces competition for leisure time, attention and discretionary spending of its game players from other non-gaming activities. Increasing competition could result in a loss of players, increasing player acquisition and retention costs, and loss of talent.

Limited Management Experience

The existing directors and officers of the Company have limited experience in the Web 3 and NFT sectors, given the relative newness of such industries. While some of the directors and officers of the Company have experience operating game development/publishing businesses, and each director has experience in the technology sector, developing businesses and selling businesses, they have not collectively operated a business of the nature being undertaken by the Company. Prospective investors should carefully evaluate the skills of management prior to investing.

Reliance on Key Personnel

The management and governance of the Company depends on the services of the executive officers of the Company and its operating studios. The Company relies on its executive officers with respect to the overall management of the Company and each of its operating studios. Consequently, the Company's ability to achieve its financial objectives depends in large part on the Company's executive offices and their ability to identify and advise the Company on attractive investment opportunities. Presently, the Company has four directors, one of whom is the CEO. Each of them will spend only a fraction of their available time on the Company's business. As such the Company has very limited management capacity in terms of depth and available time. The loss of the services of any key personnel, could have a material adverse effect on the Company and materially adversely affect the Company's financial condition and results of operations. The Company may be unable to duplicate the quality and depth of its current management. Prospective investors should not purchase any securities of the Company unless they are prepared to rely on the Company's executive officers.

Allocation of Personnel

The Company's officers and employees are not able to devote all of their business time and attention to the Company as they will continue to be involved in the operations of other businesses. The Company's officers and employees devote such time and attention to the

business of the Company as they reasonably consider necessary to effectively carry out the operations of the Company.

Costs of Operating as a Public Company

As a public company whose securities are listed for trading, the Company will incur significant legal, accounting and related continuous disclosure expenses. The Company will be subject to the reporting requirements of Canadian securities laws the rules and regulations thereunder, the rules and regulations of applicable securities exchanges, and the provisions of securities laws that apply to public companies such as the Company. The expenses that will be required in order to adequately comply with the various reporting and other requirements applicable to public companies will require considerable expense, time and the attention of management.

Uninsured or Uninsurable Risks

The Company intends to insure its operations in accordance with industry practice. However, given the nature of the Company's business, such insurance may not be available, may be uneconomical for the Company, or may be insufficient to provide adequate coverage. The Company may become subject to liability for losses against which it cannot insure or against which it may elect not to insure because of high premium costs or for other reasons. The payment of any such liabilities would reduce or eliminate the funds available for operations. Payments of liabilities for which the Company does not carry insurance may have a material adverse effect on its financial position.

Litigation Risk

The Company may be the subject of litigation as it pertains to any aspect of the Company's business. The Company may not be successful with respect to any actions it initiates, and may not be successful in defending any claims brought against it. Financial losses resulting from unsuccessful litigation may have a material adverse impact on the Company. Any claims, with or without merit, often result in substantial costs and diversion of management's attention and resources and could have a negative effect on business and results of operations.

Foreign Exchange Risk

The Company is a British Columbia company based in Vancouver, British Columbia, and most of its expenses and fund raising have been and are expected to continue to be in Canadian dollars. Many of its operating studios operate in other countries. As a result, the Company is subject to foreign exchange risks relating to the relative value of the applicable foreign currency as compared to the Canadian dollar.

The Company does not currently engage in any hedging activities to offset any currency fluctuations. Any fluctuations in the value of any of these currencies relative to the Canadian dollar may result in variations in the comprehensive income of the Company and may have an adverse impact on the Company's business and financial condition.

Repatriation of Funds

Certain countries impose or may impose restrictions upon the ability to transfer funds out of such country. Some of the Company's operating studios are based in foreign countries, although none are subject to any restrictions on their ability to transfer funds out of their respective country.

However any change in a country's laws in that regard could materially impact on that operating studio's ability to carry on business in that country and may preclude it from repatriating funds back to the Company, and so materially impact on the Company's overall financial condition.

Cybersecurity risk and network security

The respective operations of the Company and its operating studios relies on the secure processing, storage and transmission of confidential and other information in computer systems and networks. While protective measures may be taken, computer systems, sensitive data, software and networks may be vulnerable to cyber-attacks, unauthorized access, computer viruses or other malicious code and events that could have a security impact. The Company relies on third party information technology vendors and there is the risk that third parties could expose it to cybersecurity breaches. If one or more of these events occur, this could potentially jeopardize the confidential and other personal information processed and stored in, and transmitted through, the respective computer systems and networks of the Company or its operating studios, or otherwise cause interruptions or malfunctions in their operations. The Company may be required to expend significant additional resources to modify protective measures or to investigate and remediate vulnerabilities or other exposures. As a result, the Company may be subject to financial losses, litigation or liability for failure to comply with privacy and regulations. These all may lead to reputational harm affecting investor confidence. A cyber attack could also compromise any proprietary, confidential or sensitive information or systems that the Company maintains for the purpose of competitive advantage and such a compromise could lead to lost revenues while it attempts to recover or replace the lost information or systems.

Additionally, NTF and cryptocurrency investments are uniquely exposed to cybersecurity threats and hacks. NFTs and cryptocurrencies are based on computer code which has been written by third parties. As with any other computer code, flaws in this code have been exposed by certain actors, sometimes for malicious ends. The cryptocurrency community will often identify and correct errors and defects including those that disabled some functionality for users and exposed users' information, however there can be no guarantee that all errors and defects will be identified, or will be identified and resolved prior to a malicious actor being able to utilise them. Hackers or malicious actors may launch attacks to steal, compromise, or secure cryptocurrencies, such as by attacking the applicable blockchain network source code, exchange servers, third party platforms, cold and hot storage locations or software, or cryptocurrencies transaction history, or by other means. While the Company believes that the number of flaws and exploitations in the source code that allow malicious actors to take or create money are relatively rare, there have been a number of recent events where such attacks have taken place.

NFTs and cryptocurrencies are intended to be controllable only by the possessor of both the unique public and private keys relating to the local or online digital wallet in which the cryptocurrencies are held. To the extent private keys relating to the Company's assets are lost, destroyed or otherwise compromised, the Company will be unable to access the related NFTs and cryptocurrencies. Any loss of private keys relating to digital wallets used to store the Company's NFTs and cryptocurrencies could adversely affect an investment in the Company.

At date of this AIF, there is no governmental, regulatory, investigative, or prosecutorial authority or mechanism through which to bring an action or complaint regarding missing or stolen cryptocurrencies. Consequently, the Company may be unable to replace missing NFTs or cryptocurrencies or seek reimbursement for any theft, adversely affecting an investment in the Company.

Transactions in NFTs and cryptocurrencies may be misused for criminal activities, including money laundering. Transactions in NFTs and cryptocurrencies are public, but the owners and recipients of these transactions generally are not. These transactions are largely untraceable, and provide consumers with a high degree of anonymity. It is therefore possible that the cryptocurrency network may be used for transactions associated with criminal activities, including money laundering. This misuse could affect investors, as law enforcement agencies may decide to close exchange platforms and prevent investors from accessing or using any funds that the platforms may be holding for them. Transacting with a counterparty making illicit use of cryptocurrencies could have a material adverse effect on the Company.

Risks Related to Web3, NFTs and Cryptoassets

General Risks Associated With NFTs and Crypto assets

NFTs involve a new and rapidly evolving industry of which blockchain technology is a prominent, but not unique, part. The growth of the digital asset industry in general, and distributed ledger technology that supports digital assets, is subject to a high degree of uncertainty. The factors affecting the further development of the digital asset industry, as well as distributed ledger technology, include: continued worldwide growth in the adoption and use of digital assets; government and quasi-government regulation of digital assets and their use, or restrictions on or regulation of access to and operation of applicable distributed ledger technology or systems that facilitate their issuance and secondary trading; the maintenance and development of the open-source software protocols of certain Blockchain networks used to support digital assets; advancements in technology, including computing power, that may render existing distributed ledger technology obsolete or inefficient; the use of the networks supporting digital assets for developing smart contracts and distributed applications; changes in consumer demographics and public tastes and preferences; the availability and popularity of other forms or methods of buying and selling goods and services, including new means of using fiat currencies; and general economic conditions and the regulatory environment relating to digital assets.

Many digital asset networks operate on open-source protocols maintained by groups of core developers. The open-source structure of these network protocols means that certain core developers and other contributors may not be compensated, either directly or indirectly, for their contributions in maintaining and developing the network protocol. A failure to properly monitor and upgrade network protocol could damage digital asset networks. As these network protocols are not sold and their use does not generate revenues for development teams, core developers may not be directly compensated for maintaining and updating the network protocols. Consequently, developers may lack a financial incentive to maintain or develop the network, and the core developers may lack the resources to adequately address emerging issues with the networks. There can be no guarantee that developer support will continue or be sufficient in the future. To the extent that material issues arise with certain digital asset network protocols and the core developers and open-source contributors are unable or unwilling to address the issues adequately or in a timely manner, such digital asset networks, and any corresponding digital assets held may be adversely affected.

Volatility of NFTs and Cryptoassets

The NFT market suffers from high levels of volatility. Over the course of 2020, the value of some of the most popular types of NFTs increased by around 2,000%. The price of NFTs may be affected generally by a wide variety of complex and difficult to predict factors such as the absence of a well-established mechanism to price the assets; auction processes may lead to excessive

appreciation and/or depreciation in prices; rewards and transaction fees for the recording of transactions on the applicable blockchain; availability and access to virtual currency service providers (such as payment processors), exchanges, miners or other blockchain users and market participants; security vulnerability; inflation levels; fiscal policy; interest rates and political, natural and economic events.

There is no assurance that any NFT related to NFT gaming will maintain their long-term value. Any material decline of the price of the NFT or cryptocurrency will have a material adverse effect on the Company's business, financial condition, results of operations and/or prospects.

Regulatory Risk

NFTs rely on their underpinning cryptocurrency. As digital assets have grown in both popularity and market size, governments around the world have reacted differently, with certain governments deeming cryptocurrencies illegal and others allowing their use and trade. Ongoing and future regulatory actions may alter, perhaps to a materially adverse extent, the ability of the company to continue to operate. The effect of any future regulatory change on the Company or cryptoassets may rely is impossible to predict, but any such change could be substantial and adverse to the Company. Governments may in the future take regulatory actions that prohibit or severely restrict the right to acquire, own, hold, sell, use or trade digital assets, or to exchange digital assets for fiat currency. Any such restriction could materially impact the Company's business and financial condition.

NFT Gaming Risk

A new NFT game may fails to attract and retain sufficient users/player base. A small player base may result in an illiquid market for a game's NFTs and related tokens and a substantial drop of the price of in-game assets. In turn, this may impact on the popularity of a NFT game and the number of players for that game, which may impact the popularity of the Company's MetaKit product, the Company's growth strategies, and the Company's financial conditions overall.

Internet Infrastructure

The success of Web3, NFTs and cryptoassets will depend on the continued development of a stable public infrastructure, with the necessary speed, data capacity and security, and the timely development of complementary products such as high-speed modems for providing reliable internet access and services. Digital assets have experienced, and are expected to continue to experience, significant growth in the number of users and amount of content. There is no assurance that the relevant digital asset infrastructure will continue to be able to support the demands placed on it by this continued growth or that the performance or reliability of the technology will not be adversely affected by this continued growth. There is also no assurance that the infrastructure or complementary products or services necessary to make digital assets a viable product for their intended use will be developed in a timely manner, or that such development will not result in the requirement of incurring substantial costs to adapt to changing technologies. The failure of these technologies or platforms or their development could materially and adversely affect the Company's operations and growth strategies and the value of any investment in the Company. Cryptocurrencies are created, issued, transmitted, and stored according to protocols run by computers in the cryptocurrency network. It is possible these protocols have undiscovered flaws or could be subject to network scale attacks which could result in losses to the Company.

Private Keys

Cryptocurrencies and, by extension, NFTs, are controllable only by the possessor of the private key or keys relating to the “digital wallet” in which the digital asset is held. Private keys must be safeguarded and kept private in order to prevent a third party from accessing the cryptocurrencies while held in such wallet. To the extent a private key is lost, destroyed or otherwise compromised and no backup of the private key is accessible, the Company will be unable to access the cryptocurrencies or NFTs held in the related digital wallet. Any loss of private keys relating to digital wallets used to store NFTs could adversely affect its business and financial position.

Cryptoasset transactions are irrevocable

Cryptoasset transactions are irrevocable, and stolen or incorrectly transferred cryptoassets, including NFTs, may be irretrievable. Cryptoasset transactions are not reversible without the consent and active participation of the recipient of the transaction. Once a transaction has been verified and recorded in a block that is added to the blockchain, an incorrect transfer of digital assets will not be reversible. To the extent that the Company is unable to effect a corrective transaction with a third party, or is incapable of identifying the recipient of its cryptoassets through error or theft, the Company will not be able to revert or otherwise recover any incorrectly transferred digital assets, or to convert or recover digital assets transferred to uncontrolled accounts.

Cyclical Issues

NFTs are unique, one-of-a-kind digital assets made possible by certain digital asset network protocols. Because of their non-fungible nature, NFTs introduce digital scarcity and have become popular as online collectibles, similar to physical rare collectible items, such as trading cards or art. Like real world collectibles, the value of NFTs may be prone to “boom and bust” cycles as popularity increases and subsequently subsides. Certain metadata pertaining to NFTs may be stored “offchain”, i.e., not on a decentralized digital asset network. If the entity behind an NFT project ceases hosting relevant metadata relating to NFTs, such NFTs may become worthless. If any of these events were to occur, it could adversely affect the value of NFTs developed by the Company, its operating studios or users of MetaKit, thereby adversely affecting the financial condition of the Company.

Environmental Issues

NFT purchases and sales have become embroiled in a growing controversy regarding the high energy use associated with blockchain transactions. A number of web articles and academic reports cite high electricity usage associated with the Proof of Work validation process used on the Bitcoin and Ethereum networks. Annual greenhouse gas emission estimates from these studies vary, depending on the level of renewable energy used, but can rise into the hundreds of megatons, and are comparable to those of a country like Sweden. A principal cause of these high energy requirements is the Proof of Work process used to validate blockchain transactions, which can include NFT purchases and sales. However, ethereum.org notes that these validation cycles consume energy at a rate that is largely independent of the level of NFT activity. Nevertheless, the high level of carbon emission associated with blockchain transactions can adversely affect the Company's reputation and its share value.

DIVIDENDS

The Company has not paid dividends. The Company does not expect to pay dividends in the near future. The Company has no restrictions on paying dividends. Its Board will determine if and when dividends should be declared and paid in the future, based on the Company's financial position at the relevant time. If the Company generates earnings in the foreseeable future, it expects that earnings will be retained to finance operations and growth.

GENERAL DESCRIPTION OF CAPITAL STRUCTURE

The Company is authorized to issue an unlimited number of Shares, of which there are 84,927,658 Shares outstanding as of the date of this AIF.

Each holder of a Share is entitled to: (i) one vote at all meetings of shareholders; (ii) a pro rata share of any dividends or other distributions declared payable by the Board; and (iii) a pro rata share of any distribution of the Company's assets on any winding up or dissolution of the Company. There are no pre-emptive rights; conversion or exchange rights; redemption, retraction, purchase for cancellation or surrender provisions; sinking or purchase fund provisions; provisions permitting or restricting the issuance of additional securities; or any other restrictions or provisions requiring a security holder to contribute additional capital, which are applicable to the Shares. There are no rights attaching to the Shares that are materially limited or qualified by the rights of any other class of securities, nor is there any other class of securities which ranks ahead of or equally with the Shares.

In addition, the Company has the following convertible securities issued and outstanding as at the date of this AIF:

Security	Number	Exercise Price	Expiry Date
Incentive stock options	2,800,000	\$0.35 per share	April 22, 2026
Share purchase warrants	4,375,560	\$0.50/share	May 11, 2023
Share purchase warrants	4,426,858	\$0.50/share	May 14, 2023
Share purchase warrants	555,364	£0.45/share	May 28, 2026
Share purchase warrants	1,118,932	\$1.50/share	November 16, 2023 ⁽¹⁾
Incentive stock options	250,000	\$1.75/share	November 29, 2026
Share purchase warrants	400,000	\$1.50/share	December 6, 2023 ⁽¹⁾

Notes:

- (1) The expiry date is subject to acceleration in the event that the Shares trade at or above \$1.75 per share for a period of ten consecutive trading days.

MARKET FOR SECURITIES

Trading Price and Volume

The outstanding Shares traded on the CSE under the trading symbol "PNER" from April 12, 2021 to March 11, 2022, and began trading on NEO under the trading symbol "JPEG" on March 14, 2022. The following table sets out the price range (monthly high and low prices) and monthly trading volumes of the Shares on the CSE or NEO, as applicable, through the financial year ended May 31, 2022.

Period	High (\$)	Low (\$)	Volume
June 2022	0.27	0.19	587,500
July 2022	0.19	0.10	65,838
August 2022	0.10	0.10	-
September 2022	0.11	0.08	115,500

October 2022	0.10	0.07	17,000
November 2022	0.08	0.08	1,001,000
December 2022	0.08	0.07	57,978
January 2023	0.13	0.07	14,848
February 2023	0.13	0.09	629,000
March 2023	0.13	0.06	20,412
April 2023	0.13	0.10	8,125
May 2023	0.13	0.07	11,000

Notes:

Prior Sales

The following table summarizes the sales of Shares during the fiscal year ended May 31, 2023, excluding any issuance of Shares from the exercise of outstanding share purchase warrants or stock options.

Number of Shares	Issue Price	Date of Issue
5,800,000	\$580,000	November 16, 2022
2,230,151 ⁽¹⁾	\$2,230,151	October 2022 and April 2023

Notes:

(1) Issued as partial consideration in the Company's acquisition of Crowdform

ESCROWED SECURITIES

Kodoku Studios Limited

On December 1, 2021, the Company completed its acquisition of Kodoku. Kodoku is a studio based in London, England, in the business of developing and publishing Non-Fungible Token ("NFT") games. In consideration for all of the securities of Kodoku, the Company paid cash consideration of \$238,155 and issued 8,000,000 common shares, which are subject to a 24-month escrow period, with scheduled releases in 25% installments every six months commencing June 1, 2022. In addition, as described in Note 2(e) the Company also accrued \$215,500 as payment to one of Kodoku's shareholders as part of the acquisition. This amount remains unpaid as of May 31, 2023. Details of the purchase price allocation are detailed below.

For further information, please see "Pioneer's Business - The Company's Studios - Kodoku Studios Limited" in this AIF.

NGMI Labs Inc.

In January 2022, the Company acquired all of the outstanding securities of NGMI for consideration of 4,000,000 Shares at a deemed price of \$1.75 per share. The share consideration issued is subject to "lock up" restrictions with respect to resale, with 25% of such shares being freed from such "lock up" restrictions every six months commencing June 29, 2022.

For further information, please see "Pioneer's Business - The Company's Studios - NGMI Labs Inc." in this AIF.

PRINCIPAL SHAREHOLDERS

As at the date of this AIF, there are 84,927,658 Shares outstanding.

To the knowledge of the Company's directors and officers, no person beneficially owns, as of the date hereof, directly or indirectly, or exercises control or direction over, more than 10% of the Shares except for Michael Edwards, who holds 14,190,000 shares directly and indirectly, representing 18.45% of the outstanding Shares as at the date of this AIF.

To the knowledge of the Company, there are no Shares held, or to be held, subject to any voting trust or similar agreement.

DIRECTORS & OFFICERS

The following table lists the name and municipality of residence of the Company's directors and executive officers, and indicates their respective positions and offices held with the Company, the period or periods during which each director has served as a director, and their respective principal occupations within the five preceding years.

As a group, the Company's directors and executive officers beneficially own or control, directly or indirectly, 14,191,000 Shares, which constitutes approximately 16.7% of the issued and outstanding Shares as at the date of this AIF, calculated on a non-diluted basis.

Name & Municipality of Residence	Position(s)	Principal Occupation during past 5 years	Director/Officer since	Shares Owned & % of Outstanding Shares ⁽¹⁾
Michael Edwards ^{(2), (3)} Whistler, BC	Chair & Director	CEO of the Company. President of Marallo Holdings Inc. (a private investment company). Previously Executive Chairman of Argo Blockchain PLC (a public company involved in mining of cryptocurrencies); CEO of Creative Labs Management (a media and entertainment studio); CEO of Mobio Technologies Inc. (a public company that developed online social media platforms).	Oct. 8, 2019	14,190,000 (16.7%)
Julia Becker ⁽³⁾ West Vancouver, BC	Director	Founder/President of Strike Communications Inc. (a capital markets advisory firm); VP Investor Relations of CloudMD Software and Services (a healthcare technology company), Investor Relations for Osino Resources, a gold company with assets in Namibia, Advisor of Paidia eSports Inc. (a women-focused eSports gaming platform)	November 2021	Nil
Olivia Edwards	Director	Director of Kua Investments CEO & Director of ChallengerX plc	November 2022	Nil

Jim MacCallum Vancouver, BC	CFO & Corporate Secretary	CFO of Argo Blockchain Plc from April 4 ,2023 to present CFO of East Side Games Group from March 2021 to April 13 2023. SVP, Finance and Treasurer, Westport Fuel Systems Inc. from August 2015 to February 2021.	February 1, 2022	Nil
Mark Rutledge ⁽³⁾ Vancouver, BC	Director	President of Carraway Capital Corporation since June 1998 to present. CEO of AJA Ventures Inc. from September 2020 to August 2022; director of AJA Ventures Inc. from May 2021 to present. Director of the Company from May 2020 to present Director of East Side Games Group Inc. from November 2018 to February 2021.	May 12, 2020	1,000 (0.0001%)
Darcy Taylor West Vancouver, BC	CEO & Director	Former CEO of East Side Games Group Inc. Director of each of Cellular Goods PLC, The Dibs eSports Corp., and President of Letter 4 Consulting Ltd. (a private consulting company)	Director since Nov. 7, 2019 to April 13 th , 2022 and May 17, 2022 to Aug 8 th 2023	Nil

Notes:

- (1) Does not include stock options or other securities convertible into Shares.
- (2) Includes Shares held through Marallo Holdings Inc., a private company controlled by Mr. Edwards, and Pioneer Financial Holdings Inc., a private company of which Mr. Edwards is a principal.
- (3) Member of the Company's Audit Committee and Compensation Committee.

Corporate Cease Trade Orders or Bankruptcies

No director or executive officer of the Company is, or has been, within the 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company that:

- was the subject of a cease trade or similar order, or an order that denied the other issuer access to any exemptions under applicable securities law, for a period of more than 30 consecutive days; or
- 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 or executive officer of the Company is, or has, within the 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to

bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director or executive officer.

Penalties or Sanctions

No proposed director or executive officer of the Company is, or has been:

- been subject to 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
- been subject to any other penalties or sanctions imposed by a court or regulatory body, including a self-regulatory body, that would be likely to be considered important to a reasonable securityholder making an investment decision.

Conflicts of Interest

There are potential conflicts of interest to which the Company's directors and officers are subject with respect to the operations of the Company. Certain of the Company's directors and/or officers serve as directors and/or officers of other companies or have significant shareholdings in other companies. Situations may arise where the Company's directors or officers will be engaged in direct competition with the Company. Any conflicts of interest will be subject to and governed by the law applicable to directors' and officers' conflicts of interest, including the procedures established by the British Columbia *Business Corporations Act*. The British Columbia *Business Corporations Act* requires that directors and officers of a party which enters into a material contract with the Company or who otherwise have a material interest in a material contract entered into by the Company, must disclose their interest and, in certain circumstances, refrain from voting on any resolution of the Company's directors to approve that contract.

Additionally, the Company is active in the management or overall direction of those businesses in which it has acquired a non-controlling interest. In some instances, this is fulfilled by the Company having representation on the board of directors or appointment a member of management in those businesses, among other things. As at the date of this AIF, this includes:

- Mr. Edwards, the chair and a director of the Company, who also serves as the non-executive director of Aqru plc (formerly "Dispersion Holdings plc"); and a director of Formation eSports SAS, East Side Games Group, and NFT Investments plc;
- Mr. Rutledge, a director of the Company, who also serves as a director of Acru plc and Streaks AI plc;
- Mr. Taylor, the CEO and a director of the Company, who also serves as a director of The Dibs eSports Corp. and Formation eSports SAS; and
- Mr. MacCallum, the CFO and Corporate Secretary of the Company, who also serves as the CFO of East Side Games Group Inc.
- Olivia Edwards, a director of the company, who also serves as a director of Kua Investments CEO & Director of ChallengerX plc.

There are no other known conflicts of interest involving the directors or officers of the Company.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company, under its current stock option plan (the “**Stock Option Plan**”), may issue options to acquire Shares in a quantity of up to 10% of the issued and outstanding Shares from time to time. The purpose of the Plan is to offer to the Company’s directors, officers, employees and consultants the opportunity to acquire a proprietary interest in the Company, thereby providing an incentive to such persons to promote the best interests of the Company, and to provide us with the ability to attract qualified persons as directors, officers and employees. The following is a brief description of the principal terms of the Stock Option Plan.

Number of Shares Reserved. The maximum number of Shares which may be issued pursuant to options granted under the Plan shall not exceed 10% of the issued and outstanding Shares from time to time as at the date of grant.

Maximum Term of Options. The term of any options granted under the Plan is fixed by the board of directors and may not exceed 10 years from the date of grant. The options are non-assignable and non-transferable.

Exercise Price. The exercise price of options granted under the Stock Option Plan is determined by the Company’s board of directors, provided that the exercise price is not less than the greater of the closing market prices of the Shares on (a) the trading day prior to the date of grant of the stock options; and (b) the date of grant of the stock options, or if the Shares are no longer listed on NEO, then in accordance with the rules or policies of such other exchange or quotation system on which the Shares are listed or quoted for trading.

Amendment and Cancellation. The terms of an option may not be amended once issued. If an option is cancelled prior to the expiry date, the Company post notice of such cancellation, and will not grant new options to the same person until 30 days have elapsed from the date of cancellation.

Vesting. Vesting, if any, and other terms and conditions relating to such options, shall be determined by the Company’s board of directors in accordance with applicable stock exchange requirements.

Termination. Options granted pursuant to the Stock Option Plan will terminate on the earlier of the stated expiry date of the option, or, as applicable, (i) 90 days of the option holder ceasing to act as a director, officer, employee, management company or consultant of the Company or any of its affiliates, (ii) 30 days of the option holder ceasing to act as an employee engaged in investor relations activities, unless such cessation is on account of death, or (iii) 12 months if such cessation is on account of death. If such cessation is on account of cause, or terminated by regulatory sanction or by reason of judicial order, the options will terminate immediately.

Administration. The Stock Option Plan is administered by the Company’s board of directors, or if the Company’s board so elects, by a committee, which committee consists of at least two board members.

Board Discretion. The Stock Option Plan provides that, generally, the number of Shares subject to each option, the exercise price, the expiry time, the extent to which such option is exercisable, including vesting provisions, and other terms and conditions relating to such options shall be determined by the board of directors of the Company, all in accordance with applicable stock exchange requirements.

General. Options that have been cancelled or that have expired without having been exercised shall continue to be issuable under the Stock Option Plan. The Stock Option Plan also provides for adjustments to outstanding options in the event of any consolidation, subdivision or exchange of the Shares.

The Stock Option Plan has not been put forward for Shareholders' approval. Until such time as it has been approved by Shareholders, implementation of the Stock Option Plan will remain subject to the provisions of National Instrument 45-106 *Prospectus Exemptions*, and none of the outstanding stock options may be exercised.

As at May 31, 2023, there were 3,050,000 stock options issued and outstanding in the capital of the Company.

CORPORATE GOVERNANCE

This section sets out the Company's approach to corporate governance and addresses the Company's compliance with National Instrument 58-101 *Corporate Governance Practices*.

Board of Directors

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

The current independent members as of May 31 2023 of the Board of Directors of the Company are Julia Becker, Mike Edwards and Mark Rutledge. Olivia Edwards and Darcy Taylor are considered to be non-independent directors. The dates of appointment of each director can be found under "Directors & Officers" above.

Since the beginning of its most recently completed financial year, the Company held three meetings. Each of the directors of the Board at the time of such meeting were in attendance. The Board has held no meetings where non-independent members of the Board and members of management, at the time of such meeting, were not in attendance.

Chairperson

- Through the year ended May 31, 2023, Michael Edwards served as the Chair of the Board. Mr. Edwards is not considered to be an independent director as he has served as CEO of the Company within the last three years. Subsequently on May 31, 2023, the Company announced that Mike Edwards resigned from the Board of Directors and role as Chairman.

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

As Mr. Edwards is not an independent director, Mark Rutledge has been appointed as an independent lead director.

Independent Lead Director

Mark Rutledge, an independent director, is responsible for coordinating with management and the corporate secretary to ensure that documents are delivered to directors in sufficient time in advance of Board meetings for a thorough review, that matters are properly presented for consideration at meetings and that the Board has an appropriate opportunity to discuss issues at each meeting. Mr. Rutledge is responsible for ensuring ethical and effective decision making by the Board.

Board Mandate

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

Committees of the Board

The Board has established an audit committee comprised of Julia Becker, Michael Edwards and Mark Rutledge. Ms. Becker and Mr. Rutledge are the independent directors of the Board. Mr. Edwards is a non-independent director of the Board, and sits on the audit committee pursuant to a temporary exemption available under Section 3.6 of National Instrument 52-110 *Audit Committees*. A detailed description of the Audit Committee can be found below.

The Board also has a compensation committee comprised of Julia Becker, Michael Edwards and Mark Rutledge. The compensation committee (a) reviews and approves goals and objectives relevant to the compensation of the Company's CEO; (b) evaluates the CEO's performance with respect to those goals and objectives; (c) determines the CEO's compensation (both cash-based and equity-based); (d) reviews and approves incentive compensation plans and equity-based plans and determines whether security holder approval should be obtained; and (e) makes recommendations to the board with respect to compensation of other senior officers and directors.

Position Descriptions

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

Directorships in Other Reporting Issuers

The participation of the directors in other reporting issuers, as well as public companies in the United Kingdom, as at the date of this AIF is described in the following table:

Director	Names of Other Reporting Issuer of which the Director is a Director/Executive Officer
Michael Edwards	East Side Games Group, Aqru plc, NFT Investments plc
Julia Becker	N/A
Oliva Edwards	Kua Investments, ChallengerX plc
Mark Rutledge	AJA Ventures Inc., Spectrum Digital Holdings Inc., Aqru plc, StreaksAI plc
Darcy Taylor	Cellular Goods plc

Orientation and Continuing Education

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

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

Ethical Business Conduct

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

Nomination of Directors

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

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

Majority Voting Policy

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

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

Company's ability to comply with any governance rules or policies and the dynamics of the Board), and any other factors that the Board considers relevant.

Assessments

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

Compensation

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

Director Term Limits

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

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

Gender Diversity on the Board of Directors and Senior Management

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

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

Currently, the Company has one woman, Ms. Becker, serving on its Board (25%), but no women that are executive officers.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

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

Charter

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

Composition

The current members as of May 31, 2023 of the Audit Committee are Julia Becker, Michael Edwards and Mark Rutledge. Ms. Becker and Mr. Rutledge are independent members of the Audit Committee. Mr. Edwards is a non-independent director by reason of having served as the Company's CEO within the past three years of the date of this AIF.

Mr. Edwards currently serves on the Audit Committee in reliance on the temporary exemption available under Section 3.6 of National Instrument 52-110 *Audit Committees*. Mr. Edwards was been appointed to the Audit Committee, which requires three members, on a temporary basis in place of Darcy Taylor, was previously an independent director and member of the Audit Committee, but who has since been appointed CEO of the Company due to his extensive operational experience in game development/publishing. Mr. Edwards is able to exercise the impartial judgment necessary to fulfil his responsibilities as an Audit Committee member.

All of the members of the Audit Committee are considered to be financially literate.

Relevant Education and Experience

Julia Becker

Julia Becker has over a decade of business development and marketing experience and regularly advises on capital markets and investor relations issues. She has served in executive capacities for a number of companies, including CloudMD Software and Services and Enthusiast Gaming, and provides advisory services to Paidia eSportsInc.

Mark Rutledge

Mark Rutledge has extensive experience as a serial entrepreneur, C-level executive and strategic adviser with a particular expertise in structuring and financing technology start-ups, and is also trained as a lawyer with experience practicing securities and entertainment law. In the early stages of his career, Mr. Rutledge practised securities and entertainment law. He has and continues to serve in director and executive officer roles of other reporting issuers.

Michael Edwards

Mr. Edwards has a wealth of experience in building and scaling consumer technology companies in private and public markets, including as an investor in Punch'd (acquired by Google), Wander (later acquired by Yahoo), Summify (acquired by Twitter), BlueBat Games (acquired by Novomatic Group), Retsly (acquired by Zillow) and Password Box (acquired by Intel). He co-founded LX Ventures, a publicly listed consumer internet foundry that acquired and scaled Mobio Technologies. Mr. Edwards co-founded Wyley Interactive, a mobile game engagement platform, which was acquired by Zynga and he co-founded Creative Labs, a venture capital backed startup foundry that builds consumer technology companies by leveraging the Creative Artist Agency's access to talent and audience.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Company's Audit Committee Charter.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-Audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

External Auditor Service Fees

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

Nature of Services	Fees Paid to Auditors in 2023	Fees Paid to Auditors in 2022
Audit Fees ⁽¹⁾	\$30,000	\$36,000
Audit-Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	\$5,000	\$5,000
All Other Fees ⁽⁴⁾	Nil	Nil
TOTAL	\$35,000	\$41,000

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include all other non-audit services.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Company is unaware of any legal proceedings material to which the Company is a party or of which any of its property is the subject matter, and there are no such proceedings known to the Company to be contemplated.

The Company has not been subject to any (i) penalties or sanctions imposed against it by a court relating to provincial or territorial securities legislation or by a securities regulatory authority during the Company's most recently completed fiscal year; (ii) other penalties or sanctions imposed by a court or regulatory body against the Company necessary to contain full, true and plain disclosure of all material facts relating to the securities being listed; or (iii) settlement agreements entered into before a court relating to provincial or territorial securities legislation or with a securities regulatory authority during the Company's most recently completed fiscal year.

INDEBTEDNESS OF DIRECTORS & EXECUTIVE OFFICERS

No individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Company, and no associate of any such director, executive officer or proposed nominee, (a) is, or at any time since the beginning of the most recently completed financial year of the Company has been, indebted to the Company or any of its subsidiaries, or (b) is or has been indebted to another entity that 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 any of its subsidiaries.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director or executive officer of the Company, or any person or company that has direct or indirect beneficial ownership of, or who exercises control or direction over, more than 10% of the Shares, nor any associate or affiliate of any of such persons or companies, has had any interest in any transaction during the Company's most recently completed fiscal year, or has any interest in any proposed transaction, that has materially affected or will materially affect the Company.

AUDITORS

The auditors of the Company are De Visser Gray LLP, Chartered Professional Accountants, Suite 401 – 905 W. Pender Street, Vancouver, British Columbia, V6C 1L6.

TRANSFER AGENT & REGISTRAR

The Company's registrar and transfer agent is Odyssey Trust, United Kingdom Building 350–409 Granville Street, Vancouver BC, V6C 1T2.

MATERIAL CONTRACTS

The Company has not entered into the following material contracts since the beginning of the Company's most recently completed fiscal year or before the Company's most recently completed fiscal year.

Copies of the material contracts can be reviewed on SEDAR or at the Company's offices located at 3104 – 1055 Dunsmuir Street, Vancouver, BC, V7X 1G4.

INTEREST OF EXPERTS

The only persons who are named as having prepared or certified a part of this AIF or prepared or certified a report or valuation described or included in this AIF are the Company's auditors, De Visser Gray LLP, Chartered Professional Accountants, as such pertains to the audited financial statements, and auditor's report thereon, for the fiscal year ended May 31, 2023. The auditors have advised the Company that they are independent in accordance with the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

No direct or indirect interest in any property of the Company or of a Related Person of the Company has been received or is to be received by a person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of this AIF or prepared or certified a report or valuation described or included in this AIF.

ADDITIONAL INFORMATION

Additional information relating to the Company is available at www.sedar.com under the Company's profile.

The Company's shareholders may contact the Company at its offices by mail at D25 - 1525 Coal Harbour Quay, Vancouver, British Columbia V6G 3E7 to request copies of the Company's financial statements and related MD&A. Financial information of the Company is provided in the audited financial statements and MD&A for the year ended May 31, 2023.

SCHEDULE "A" **AUDIT COMMITTEE CHARTER**

Purpose of the Committee

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

- the integrity, adequacy and timeliness of the Company's financial reporting and disclosure practices;
- the Company's compliance with legal and regulatory requirements related to financial reporting; and
- the independence and performance of the Company's independent auditors.

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

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

The Committee's role is one of oversight. Management is responsible for preparing the Company's financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with generally accepted accounting principles ("**GAAP**").

Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

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

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

Authority and Responsibilities

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

- Monitor the adequacy of this Charter and recommend any proposed changes to the Board.
- Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.
- Review with management and the independent auditors the adequacy and effectiveness of the Company's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.
- Review with management and the independent auditors the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
- Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
- Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
- Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the independent auditors' judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the independent auditors without the presence of management.
- Review with management and the independent auditors significant related party transactions and potential conflicts of interest.
- Pre-approve all non-audit services to be provided to the Company by the independent auditors.
- Monitor the independence of the independent auditors by reviewing all relationships between the independent auditors and the Company and all non-audit work performed for the Company by the independent auditors.
- Establish and review the Company's procedures for the:
 - (a) receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
 - (b) confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.
- Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out

its duties, and to set and pay the compensation of such advisors at the expense of the Company.

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