FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

GameOn Entertainment Technologies Inc. (the "**Company**" or **GameOn**")
Suite 401 – 750 W. Pender Street, Vancouver, BC V6C 2T7

Item 2. Date of Material Change

February 23, 2024

Item 3. News Release

The news release was disseminated through the news dissemination services of GlobeNewswire on March 4, 2024 and was filed under the Company's profile on SEDAR (www.sedarplus.ca).

Item 4. Summary of Material Change

In its news release dated March 4, 2024, the Company announced that it has entered into an amending agreement dated February 22, 2024 with respect to a loan agreement whereby the Company had borrowed an aggregate of US$550,000 from Proje Ventures Inc.

Item 5. Full Description of Material Change

Item 5.1 Full Description of Material Change

In its news release dated March 4, 2024, the Company announced that it has entered into an amending agreement dated February 22, 2024 (the "**Amendment**") with respect to a loan agreement with Proje Ventures Inc. ("**Proje**") whereby the Company had borrowed an aggregate of US$550,000 (the "**Loan**") from Proje. The Loan is evidenced by a promissory note dated July 8, 2022 (the "**Note**") and secured against the monthly recurring revenue of the Company derived from its assets and contracts.

Pursuant to the Amendment, the Company and Proje have agreed to extend the maturity date of the Loan from January 8, 2024 to July 8, 2024, and to provide for the repayment of the principal amount of the Loan in two installments, of which an amount of US$275,000 shall be due and payable by the Company to Proje on February 29, 2024, and the remaining amount of US$275,000 shall be due and payable by the Company to Proje on July 8, 2024.

If the Company fails to pay an installment of the principal amount of the Loan within one month of the due date, the Company shall be required to pay a late payment penalty in an amount equal to US$15,000 for each period of one month following the due date during which such installment remains unpaid.

In addition to the foregoing, the Amendment also amends the terms of the Note to increase the interest rate of the Loan from 14% to 20% per annum, payable monthly in arrears based on a 365-day basis, commencing on January 8, 2024.

For more information, please view the news release issued by GameOn on March 4, 2024 available under GameOn's profile on SEDAR (www.sedarplus.ca).

Item 5.2 Disclosure for Restructuring Transactions

Not Applicable

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

Not applicable.

Item 7. Omitted Information

The undersigned is aware of no information of a material nature that has been omitted.

Item 8. Executive Officer

Mr. Shafin Diamond Tejani, President & Secretary of the Company, is knowledgeable about the material change and this report. He can be contacted at 778-898-3288.

Item 9. Date of Report

Dated March 4, 2024 at Vancouver, British Columbia