

De : [MARIE-CHRISTINE BERGERON](#)
À : [REDACTED]
Cc : [ACCES INFORMATION](#)
Objet : Votre demande d'accès #23-01-054
Date : 10 mai 2023 08:52:30
Pièces jointes : [Légalité des casinos en ligne info-média 2021-2022.pdf](#)
[Casino de Wolinak et entente.pdf](#)
[Casino de Wolinak et permis d'alcool.pdf](#)
[Fiche Île de Man GAC Group Normand Gosselin.pdf](#)
[Plumitif Normand Gosselin 200-01-162528-123.pdf](#)
[Royal Win prospectus.pdf](#)
[TR Réponse média \(suite\) casino en ligne \[REDACTED\].msg](#)
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[TR Réponse média \(suite\) casino en ligne \[REDACTED\].msg](#)
[Le Grand Royal Wolinak - Casino.pdf](#)
[OP1-257_258_259_06.03 Autochtone RACJ V1.xls](#)
[Avis de recours \(1\).pdf](#)

Monsieur,

La présente a pour objet le suivi de votre demande d'accès du 11 avril 2023 visant à obtenir tout mémo, courriel, note, rapport, compte-rendu, communication ou tout autre document émanant de la Régie des alcools et des jeux, au sujet du casino exploité sur la réserve de Wôlinak et de l'offre de jeu d'argent en ligne sous le contrôle de cette réserve, depuis le 1^{er} janvier 2019. Nous vous informons que nous pouvons accéder en partie à votre demande, pour les motifs suivants.

Vous trouverez ci-joint des courriels et des infos-médias produits à la suite des demandes des médias faites auprès de la responsable des médias de la Régie qui concernent le sujet mentionné. Prenez note que certains renseignements personnels ont été caviardés dans l'un de ces infos-médias conformément aux articles 53 et 59 de la Loi sur l'accès aux documents des organismes publics et sur la protection des renseignements personnels (RLRQ, c. A-2.1, ci-après la « Loi sur l'accès »). Nous joignons également une note d'information produite à l'intention du ministère de la Sécurité publique concernant les activités de la Régie en matière de jeux ainsi qu'une question rédigée dans la cadre de l'étude des crédits du ministère.

Certains documents provenant de la Régie ne sont pas accessibles puisqu'ils sont constitué d'ébauches ou de notes personnelles propres à leur auteur. Ainsi, à cet égard, nous ne pouvons accéder à votre demande puisqu'ils ne sont pas accessibles en vertu de l'article 9 de la Loi sur l'accès.

Par ailleurs, nous vous informons que nous avons repéré des documents provenant du ministère de la Sécurité publique et de la Sûreté du Québec.

L'article 48 de la Loi sur l'accès aux documents des organismes publics et sur la protection des renseignements personnels (RLRQ, c. A-2.1) (la Loi) prévoit ce qui suit :

« Lorsqu'il est saisi d'une demande qui, à son avis, relève davantage de la compétence d'un autre organisme public ou qui est relative à un document produit par un autre organisme public ou pour son compte, le responsable doit, dans le délai prévu par le premier alinéa de l'article 47, indiquer au requérant le nom de l'organisme compétent et celui du responsable

de l'accès aux documents de cet organisme, et lui donner les renseignements prévus par l'article 45 ou par le deuxième alinéa de l'article 47, selon le cas. »

À l'égard de ces documents, il s'avère que votre demande relève davantage de la compétence du ministère de la Sécurité publique et de la Sûreté du Québec. Ainsi, nous vous invitons à formuler votre demande auprès des personnes suivantes :

MINISTÈRE DE LA SÉCURITÉ PUBLIQUE

M. Gaston Brumatti

Responsable de l'accès aux documents et de la protection des renseignements personnels

2525, boul. Laurier, Tour Laurentides, 5e étage

Québec (QC) G1V 2L2

Tél. : 418 646-6777 #11008

Télec. : 418 643-0275

acces-info@msp.gouv.qc.ca

SÛRETÉ DU QUÉBEC

Mme Dana Cadeschi

Responsable du service de l'accès et de la protection de l'information

Service de l'accès et de la protection de l'information (UO 3210)

600, rue Fullum, Suite 1.100

Montréal (Québec) H2K 3L6

Tél. : 514 596-7716

Télec. : 514 596-7717

accesdocuments@surete.qc.ca

Conformément à l'article 51 de la Loi, nous vous informons que vous pouvez demander la révision de cette décision auprès de la Commission d'accès à l'information. Vous trouverez ci-joint une note relative à l'exercice de ce recours.

Marie-Christine Bergeron, avocate

Responsable de l'accès à l'information et de la protection des renseignements personnels

Directrice des affaires juridiques

Régie des alcools, des courses et des jeux

200, chemin Sainte-Foy, bureau 400

Québec (Québec) G1R 1T3

418 932-7600

marie-christine.bergeron@racj.gouv.qc.ca

Avertissement

Ce message est confidentiel et est à l'usage exclusif du destinataire identifié ci-dessus. Toute autre personne est, par les présentes, avisée qu'il lui est strictement interdit de le diffuser, de le distribuer, d'en dévoiler le contenu ou de le reproduire. Si vous avez reçu cette communication par erreur, veuillez en informer l'expéditeur par courrier électronique immédiatement et détruire l'original de ce message ainsi que toute copie.

www.securitepublique.gouv.qc.ca

INFORMATIONS TRANSMISES À UN MÉDIA

SUJET : Casino de Wôlinak et y a-t-il une entente sur la vente d'alcool entre cette réserve et le gouvernement du Québec

Nom du journaliste / média :	XXXXXXXXXXXXXXXXXX
Numéro de téléphone :	XXXXXXXXXX
Adresse courriel :	XXXXXXXXXXXXXXXXXX
Région :	Trois Rivières
Type de média :	Internet
Secteur concerné :	Opérations - Alcool
Répondante des communications :	Joyce Tremblay

Date / heure :	Demande : 21 novembre 2022 / 16h14	
	Réponse : 22 novembre 2022 / 8h05	

Demande :

Le journaliste souhaite connaître la liste des réserves amérindiennes qui jouissent d'une entente avec le gouvernement du Québec concernant la vente d'alcool.

Réponse :

Je l'ai informé que seule la réserve de Kahnawake dispose d'une entente avec le gouvernement du Québec.

Je l'ai invité à prendre connaissance des dispositions législatives suivantes :
L'article 34 de la Loi sur les loteries, les concours publicitaires et les appareils d'amusement prévoit :

34. Nul ne peut en matière d'appareils d'amusement, d'appareils de loterie vidéo ou de systèmes de loterie, exercer une activité pour laquelle une licence est prescrite par la présente loi ou les règlements, à moins qu'une telle licence ne lui ait été délivrée par la Régie sur paiement à celle-ci des droits et des frais d'étude prescrits, en la manière et à l'époque prescrite.
Toutefois, dans le cas d'une communauté autochtone vivant sur une réserve ou dans un établissement déterminé par règlement et dans la mesure où une entente est intervenue au préalable entre le gouvernement et cette communauté, représentée par son conseil de bande ou le village nordique, relativement à la constitution d'un organisme local, le gouvernement peut désigner cet organisme pour la délivrance de licences de bingos sur cette réserve ou dans cet établissement. Un tel organisme perçoit, pour son propre compte, les droits prévus au premier alinéa à l'égard des licences qu'il délivre.

Toute entente intervenue en vertu du deuxième alinéa doit être déposée devant l'Assemblée nationale dans les 15 jours de son adoption par le gouvernement ou, si elle ne siège pas, dans les 15 jours de la reprise de ses travaux.

En matière d'alcool, c'est l'article 1.1 de la Loi sur les permis d'alcool qui prévoit :

1.1. Les permis autorisant la vente ou le service de boissons alcooliques sur le territoire défini dans une entente en matière de permis d'alcool, conclue entre le gouvernement et une communauté mohawk, sont déterminés en vertu de cette entente et délivrés par l'organisme qui y est désigné.

Cet organisme et les personnes autorisées à agir pour lui ont les pouvoirs nécessaires, notamment ceux attribués à la Régie en matière d'inspection, pour vérifier et assurer l'application des conditions d'obtention ou d'exploitation de ces permis, qui sont déterminées conformément à l'entente, et ils ne peuvent être poursuivis en justice en raison d'un acte officiel accompli de bonne foi dans l'exercice de leurs fonctions.

Les permis autorisant la vente ou le service de boissons alcooliques sur ce territoire, délivrés par la Régie avant la date à laquelle l'entente prend effet, deviennent, à cette date, des permis délivrés conformément à cette entente.

Je lui ai précisé que c'est donc le gouvernement (et non la Régie) qui peut conclure des ententes avec des organismes autochtones pour la délivrance de licences de bingos sur une réserve ou la reconnaissance d'organismes pouvant délivrer des permis d'alcool.

Commentaires :

☐

Tous

☐

NT

INFORMATIONS TRANSMISES À UN MÉDIA

SUJET : Casino de Wôlinak

Nom du journaliste / média :	XXXXXXXXXXXXXXXXXX
Numéro de téléphone :	XXXXXXXXXXXX
Adresse courriel :	
Région :	Trois-Rivières Mauricie
Type de média :	Internet
Secteur concerné :	Opérations - Alcool
Répondante des communications :	Joyce Tremblay

Date / heure :	Demande : 18 novembre 2022 / 15h30	
	Réponse : 21 novembre 2022 / 13h15	

Demande :

Le journaliste souhaite savoir si la Régie des alcools a délivré un permis d'alcool au Casino de Wôlinak situé à Trois-Rivières ou s'il y a une entente entre notre organisme et cette réserve.

Il veut savoir s'il existe des permis pour la vente de cannabis à cet endroit.

Réponse :

J'ai informé le journaliste que la RACJ n'a pas délivré de permis d'alcool pour ce Casino et qu'il n'existe aucune entente avec ces derniers.

Quant à sa dernière question, je l'ai invité à communiquer avec la SQDC qui est un autre organisme indépendant du nôtre.

Commentaires :

☐ Tous ☐ NT

Co No**014097V****Form IMAR****THE COMPANIES ACT 2006****ANNUAL RETURN**

Pursuant to Section 85

Company Name (full name of the company, including any suffix)	GAC Group Limited
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Return Date: (Note 1)	9 November 2020
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The company is:		Tick if appropriate
(a) a charity, as defined by the Companies (Fees and Duties) Order 2013 (SD 243/13) and claims relief from payment of the annual return fee.		☐
or		
(b) an excepted company, as defined by the Companies (Fees and Duties) Order 2013 (SD 243/13) and pays the reduced annual return fee of £95.		☐
See Note 2		
Please note, late filing fees are payable by every company, even those companies which claim exception from, or payment of the reduced annual return fee, if the annual return is delivered outside of the prescribed filing period.		

Registered Office Address: (Note 3)	First Floor Millennium House Victoria Road Douglas Isle of Man	
	Post Code:	IM2 4RW

Presented By: ILS Fiduciaries (IOM) Limited First Floor, Millennium House, Victoria Road, Douglas, Isle of Man IM2 4RW (Note 4)	For Official Use only:
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The Registrar of Companies has no duty to verify the contents of this form or that the Memorandum & Articles of the company provide authority with respect to the matters contained in this form.

Co No**014097V****Form IMAR**

Registered Agent: (Note 5)	Name:	ILS Fiduciaries (IOM) Limited
	Address:	First Floor Millennium House Victoria Road Douglas Isle of Man
	Post Code:	IM2 4RW

List of Directors at the Return Date and of any changes since the last Return Date, or the date of incorporation or first registration under the Act, whichever is the later:		
Name:	Usual Business or Residential Address:	Details and Date of Change:
		(Note 6)
Normand Gosselin	1322 Montcalm Street Ancienne-Lorette Quebec G2E 1X4 Canada	Change of address w.e.f. 21 Jun 2019

Co No**014097V****Form IMAR**

A continuation sheet is attached - yes/no

ACCOUNTS DECLARATION

I confirm the company is keeping reliable accounting records which:

- (a) correctly explain the transactions of the company; and
- (b) enable the financial position of the company to be determined with reasonable accuracy at any time; and
- (c) allow financial statements to be prepared.

Please delete this if it does not apply

Notes

Note 1 The annual return must be made up to the company's return date. The company's return date means the anniversary of the company's incorporation. If the company has continued into the Isle of Man in under Section 162(3) its annual return date will be the anniversary of its date of incorporation in its original place of incorporation and NOT its date of continuation under the Companies Act 2006.

If the company has re-registered under the provisions of Section 148, the company's annual return date will be the anniversary of its date of incorporation under the Companies Acts 1931-2004 and NOT its date of re-registration under the Companies Act 2006.

Note 2 The following are the definitions contained in the Companies (Fees and Duties) Order 2010 SD 0029/10:

"charity" means a company which on its return date is registered as a charity under the Charities Registration Act 1989, or a company that is a wholly owned subsidiary of a charity;

"excepted" means a company that is either –

- (a) a qualifying members' club; or
- (b) a property management company;

"property management company" means a non-profit making, non-trading company whose sole purpose is to receive regular payments from occupants of a residential property which are used by that company solely for its administration and management, repair and maintenance of the common parts of that property;

"qualifying members' club" means a club or association –

- (a) which is constituted as a company limited by guarantee and not having a share capital;
- (b) which is established for encourage the educational, recreational, social, sporting or other non-commercial interests of its members;
- (c) membership of which is based primarily upon payment of an annual subscription;
- (d) such that any surplus receipts of income over expenditure arising in any accounting period must be used exclusively for the continuance or improvement of the club or association and the service it provides to its members; and
- (e) where the majority of the activities of the club or association are based in the Isle of Man;

Note 3 The registered office of the company must be in the Isle of Man.

Note 4 The annual return must be presented by the company's registered agent.

Note 5 the registered agent must hold a licence granted under the Fiduciary Services Acts 2000 and 2005 which does not exclude acting as registered agent.

Note 6 The date of every resignation or appointment must be stated.

Co No**014097V****Form IMAR**

Dated: 6/4/2021	I declare that to the best of my knowledge and belief, the information contained on this form is accurate and complete.
Full Name of Signatory: Steven Welsh p.p ILS Fiduciaries (IOM) Limited (Print Name)	Signed on behalf of the company by: DocuSigned by: <i>Steven Welsh</i> E20685D7B12A441...
Registered Agent Position / Status	(Authorised Signatory)

Co No**014097V****Form IMAR**

Please complete this page if the Beneficial Ownership Act 2017 applies to the legal entity.

Beneficial Ownership Act 2017

Statement of Compliance – (Note 1):

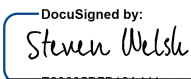
I confirm that -

Tick to confirm

1. The legal entity and the nominated officer have each complied with their respective obligations under the Beneficial Ownership Act 2017;
2. The required details in respect of any registrable beneficial owner(s) have been submitted to the Department; and
3. All information submitted for entry on the Database is up to date and correct; and
4. Is countersigned by the nominated officer/CSP to evidence their agreement with the statement.



Signed as evidence of my/our agreement with the above statement:

Signature  Print Full Name Steven Welsh
E20683D7B12A441...
 p.p ILS Fiduciaries (IOM) Limited

Nominated officer of the Company for the purposes of the Beneficial Ownership Act 2017 (Note 2).

First Floor, Millennium House
 Victoria Road
 Douglas
 Isle of Man IM2 4RW (Note 3)

NOTES

1. The Statement of Compliance must be completed in full for all legal entities to which the Act applies or the annual return cannot be accepted for registration.
2. Any references in this document to a "nominated officer" include, in the case of a legal entity which is exempt from the requirement to have a nominated officer, the person authorised by an Order made by Treasury under section 6(8) of the Beneficial Ownership Act 2017, to undertake on behalf of that entity, any role or responsibility for which a nominated officer is responsible under the Act.
3. In the case of a nominated officer who is a natural person, the officer's name and home address in the Island must be listed. In all other cases, the officer's corporate or firm name and registered office or place of business address in the Island must be listed.

Co No

014097V

Form IMAR

Please only complete this if the Beneficial Ownership Act 2017 does not apply to the legal entity.

Where the Beneficial Ownership Act 2017 does not apply to a legal entity please complete the following confirmation statement (Note 1).

- The Company is listed on a stock or investment exchange recognised by the Treasury (Note 2); ☐
- The Company is a wholly owned subsidiary of a legal entity listed on a stock or investment exchange recognised by Treasury, where the disclosure obligations on the legal entity include beneficial ownership information in respect of the entity and its subsidiaries; ☐
- The company is one to which an Order made by the Treasury under section 5(4) of the Beneficial Ownership Act 2017 applies (Note 3). The Order is: ☐

_____ and I/we confirm that the Order applies to the Company.

NOTES

1. Section 5(2) of the Beneficial Ownership Act 2017 lists the entities to which that Act does not apply.
2. Section 5(3) of that Act specifies that "an exchange is **"recognised"** if its name or another suitable description of it is published by the Treasury in such manner as the Treasury determines".
3. Section 5(4) of the Beneficial Ownership Act 2017 allows the Treasury to amend the list of entities in section 5(2) to which that Act does not apply. If the Treasury has added to the list, details of the relevant Order and confirmation that the Order applies to the Company should be included.

Signature _____ Director/Secretary/Authorised Signatory

DESTINATAIRE : Catherine Larouche

EXPÉDITEUR : Andrée-Anne Garceau

DATE : 2021-03-09

OBJET : Le Grand Royal Wolinak – Casino

Bonjour,

Comme convenu, voici quelques éléments distinguant les mandats respectifs de la Régie et de Loto-Québec en matière de Casino.

- Dans le cadre de ses fonctions administratives, la Régie des alcools, des courses et des jeux (la Régie) délivre des permis, licences et autorisations dans les secteurs d'activité qu'elle encadre dans la mesure où toutes les conditions objectives d'obtention sont remplies et qu'aucune opposition à leur délivrance n'est soulevée.
- En matière de jeux, le Code criminel interdit les loteries et les jeux de hasard au Canada. Cependant, il permet qu'une province mette sur pied et exploite une loterie, comme le fait ici Loto-Québec. Il prévoit par ailleurs certaines exceptions pour permettre notamment à des organismes de charité ou à des organismes religieux de mettre sur pied et d'exploiter une loterie s'ils détiennent une licence délivrée par la province, en l'occurrence, la Régie, à la condition que les revenus ainsi générés soient utilisés à des fins charitables ou religieuses. Ainsi, la Régie peut délivrer des licences de bingos, de tirages, de tirages moitié-moitié, etc.
- En matière d'appareils de loterie vidéo, la Régie et Loto-Québec ont chacune des responsabilités complémentaires. La Régie peut délivrer une licence d'exploitant de site d'appareils de loterie vidéo uniquement à un titulaire de permis de bar. Elle assure également le contrôle de ces sites. Loto-Québec, par le biais de sa filiale la Société des établissements de jeux du Québec est, pour sa part, responsable de la distribution des appareils de loterie vidéo sur le territoire québécois. Les casinos et les salons de jeux sont, de leur côté, directement exploités par Loto-Québec. À cet égard, la Régie a comme responsabilités la vérification des appareils de jeu sur une base annuelle afin de s'assurer que le taux de retour est statistiquement conforme à celui prévu et annoncé aux joueurs; la vérification de l'embauche du personnel et des contrats des fournisseurs dans les casinos d'État; l'approbation de la liste des laboratoires qui peuvent certifier les appareils de loterie vidéo, liste établie par Loto-Québec.
- La Régie a également un rôle en matière de jeu pathologique. En plus de participer activement à divers groupes de travail sur le sujet, un budget dans le cadre du programme d'aide aux joueurs pathologiques est consacré à la rémunération des personnes affectées à l'inspection et au contrôle des sites d'appareils de loterie vidéo, à l'analyse des demandes de licence ainsi qu'à l'information à la clientèle. Ainsi son rôle s'effectue auprès de ses titulaires de permis ou de

licence en veillant à l'application de différentes mesures visant la protection des joueurs compulsifs.

- Concernant l'établissement de jeux sur la réserve de Kahnawake et celui à venir sur la réserve autochtone de Wôlinak, la Régie n'a pas délivré de licence pour l'exploitation d'appareils de loterie vidéo. Ainsi, la Régie n'a pas le mandat de par la loi de contrôler ou d'intervenir lorsque ces types de jeux sont offerts par d'autres entités que Loto-Québec ou par des entités ne détenant pas les permis et licences requises de la Régie. Il appartient alors au corps policier compétent d'intervenir, le cas échéant, afin de réprimer les infractions prévues au Code criminel. Les Peacekeepers (Kahnawake) et le corps de police des Abénakis (Wôlinak) sont chargés d'appliquer les lois sur leur territoire respectif.
- À titre informatif, la Kahnawake Gaming Commission (KGC) a publié en mars 2018 un « Règlement sur les appareils électroniques de jeu », qui contient les dispositions sur la gestion des appareils et la prévention des problèmes de jeu. Ces dernières présentent des similarités avec les dispositions de la réglementation sous la juridiction de la Régie et de la *Loi sur la Société des loteries du Québec* concernant les appareils de loterie vidéo. Les opérateurs doivent entre autres, respecter :
 - ✓ Les interdictions concernant la localisation des appareils (exclusion des zones de préparation des boissons, comptoirs de service, salles de bain, vestiaires, et locaux réservés aux employés de l'établissement);
 - ✓ L'obligation d'afficher sur les appareils des mises en garde sur les risques et les dangers du jeu, les probabilités de gain, et le numéro de téléphone d'une ressource d'aide en cas de jeu problématique;
 - ✓ Plusieurs mesures visant la protection des mineurs, comme l'interdiction de jeu et de remise de gain et la présentation de la carte de l'établissement munie d'une photo pour jouer aux appareils de loterie vidéo ou au poker (remise aux personnes majeures);
 - ✓ L'interdiction d'accorder du crédit pour jouer;
 - ✓ L'obligation de formation des employés pour identifier tout joueur dont les facultés seraient affaiblies par l'alcool ou la drogue;
 - ✓ La commission a mis en place un mécanisme de dépôt de plaintes pour les joueurs ainsi qu'un mécanisme d'auto-exclusion. Le formulaire d'auto-exclusion peut d'ailleurs être consulté sur le site de la KGC et, selon leur site internet, est accessible dans toutes les salles de jeu.

ÉLÉMENTS DE RÉPONSE

En résumé :

- À moins d'y être autorisée par la province conformément au régime d'exception prévu par le Code criminel, l'organisation de loteries ou d'autres de jeux de hasard et d'argent est illégale. Ainsi, la Régie n'a pas le mandat de par la loi de contrôler ou d'intervenir lorsque ces types de jeux sont offerts par d'autres entités que Loto-Québec ou par des entités ne détenant pas les permis et licences requises de la Régie. Celui qui exploite illégalement une maison de jeu, de même que les personnes qui s'y trouvent s'exposent à des poursuites en vertu du Code criminel.

- Il appartient alors au corps policier compétent d'intervenir, le cas échéant, afin de réprimer les infractions prévues au Code criminel.
- Les communautés autochtones sont généralement desservies par des corps de police créés en vertu de la *Loi sur la police*. Au même titre que les autres corps de police, ils sont chargés d'appliquer les lois sur le territoire sur lequel ils ont juridiction. Les Peacekeepers (Kahnawake) et le corps de police des Abénakis (Wôlinak) sont chargés d'appliquer les lois sur leur territoire respectif.

INFORMATIONS TRANSMISES À UN MÉDIA

SUJET : Légalité des casinos en ligne

Nom du journaliste / média :	
Numéro de téléphone :	
Adresse courriel :	
Région :	Montréal
Type de média :	Presse écrite
Secteur concerné :	Opérations – Jeux
Répondante des communications :	Joyce Tremblay

Date / heure :	Demande : 4 juin 2021 /	
	Réponse : 5 juin 2021 /	

Demande :

Le journaliste me fait part des interrogations suivantes :

Le journaliste poursuit une enquête sur les sites de casinos en ligne qui ciblent des clients québécois à l'extérieur de toute entente avec EspaceJeux et Loto-Québec. Il souhaite savoir ce que la Régie pense de tout ceci, d'ici lundi 17h :

Selon ses recherches, tout indique que ni les corps policiers du Québec ni la Régie n'enquêtent pas sur les casinos en ligne illégaux depuis l'apparition du phénomène au Québec, malgré la clarté du droit. Je vais tâcher d'expliquer au public pourquoi exactement.

Selon ce rapport (p. 46, <https://www.groupe.finances.gouv.qc.ca/jeu/>), aucune action policière ou de la Régie visant les sites de casinos en ligne illégaux n'avait été déployée à l'époque entre 2011 et 2014. Toujours selon ce document, l'une des raisons expliquant que la police ou la Régie ne soit pas plus active est le fait que les individus qui dirigent les compagnies de jeux en ligne sont à l'étranger ou sur une communauté autochtone.

Or, nous avons trouvé des propriétaires de sites non autochtones au Québec et en Ontario dans la liste des « permit holders » de la Kahnawake Gaming Commission pour les entreprises que Mohawk Internet Technologies héberge : <https://www.gamingcommission.ca/interactiveOp.htm>

La liste contient non seulement les Abénaquis de Wolinak, les Mohawks de Kahnawake et les Six Nations de l'Ontario, mais également :

BQC Consulting GmbH (www.bet99.com)

- Cette entreprise est enregistrée en Suisse, mais selon les registres même du pays, elle était enregistrée au nom de Douglas Honegger, qui dit avoir rempli les documents corporatifs « à Montréal », jusqu'à tout récemment. Comme l'indique cette fiche en allemand (merci Google Traduction), il vient d'en passer le contrôle à Hockey Holding AG, également en Suisse :
 - <https://www.zefix.ch/fr/search/entity/list/firm/1414319>
 - Quant à la fiche du conglomérat suisse Hockey Holding AG, il n'indique aucun actionnaire de contrôle : <https://www.zefix.ch/fr/search/entity/list/firm/1430151?name=Hockey%20Holding%20AG&searchType=exact> et l'avocat de Douglas Honegger refuse de nous dire à qui ça appartient.
- M. Honegger a bel et bien une adresse (corporate ou résidentielle) à Montréal selon nos vérifications dans le REQ et les registres suisses indiquent qu'il agit «à Montréal».

GAC Group Limited (www.playnumbersgame.com)

- Cette compagnie est enregistrée à l'Île de Man, mais selon la fiche retrouvée dans le registre des entreprises de ce paradis fiscal (disponible à peu de frais ici : <https://www.gov.im/categories/business-and-industries/companies-registry/>, voir fichier joint), elle appartient à Normand Gosselin, de l'Ancienne-Lorette à Québec. Il nous l'a confirmé au téléphone et il le souligne lui-même sur sa page LinkedIn :

Plumitifs / Recherche / Consultation / Pénal / **200-01-162528-123**

Données en date du 2021-05-25 18:20:19

200-01-162528-123 SEQ.ACC. 001/001

ACC. GOSSELIN NORMAND

1322 RUE MONTCALM QUEBEC, QC, CA G2E - 1X4

NAIS 11/02/1989

AVO. LABRECQUE GERVAIS

DATE INFRACTION 08/12/2011

DATE OUVERTURE 25/01/2012

PLA. TREMBLAY LINDA

1050, RUE DES ROCAILLES QUEBEC (QUEBEC) G2K - 0H3

AVO. ROBITAILLE JEAN PHILIPPE

ORG. AGENT DE LIAISON (CNCA)

NO. 218111208001

2 CHEFS D'ACCUSATION

CODE CRIMINEL FED

01 *253(01)A) *255(01)

29/10/2013 14:08 PLAIDOYER COUPABLE

29/10/2013 14:08 PEINE

AMENDE ET FRAIS \$1,000.00 AVEC DELAI DE 4 MOIS

SURAMENDE AVEC DELAI 4 MOIS

08/11/2013 10:00 AVIS D'INFRACTION

02 *253(01)B) *255(01)

01/03/2012 09:39 PLAIDOYER NON COUPABLE

29/10/2013 14:08 DECISION ARRET

25/01/2012 COMPARUTION SUR CITATION

01/03/2012 09:39 COMP. INFRACTION CRIMINELLE

SEANCE(S): 09:39 A 09:41 SALLE 02.22

09:56 A 09:58

JUGE: ST CYR CAROL

AVO. P. : ROBITAILLE JEAN PHILIPPE

AVO. AC.: LABRECQUE GERVAIS

GREFFIER: BOIS MARIE PIER

HEURE PREVUE: 09:15

ACCUSE: ABSENT ET EN LIBERTE

AVOCAT P. : PRESENT

AVOCAT AC.: REPRESENTE

CHOIX: JUGE COUR PROVINCIALE(PARTI ART. 549

24/04/2012 09:47 PROCES POURSUITE SOMMAIRE REMISE 1: REM. DE CONS.

QUAL.DE REMISE: AUTRE

SEANCE(S): 09:47 A 09:48 SALLE 02.15

JUGE: VERDON PIERRE

AVO. P. : ROBITAILLE JEAN PHILIPPE

AVO. AC.: LABRECQUE GERVAIS

GREFFIER: LAFRANCE HUGUETTE

HEURE PREVUE: 09:30 QUALIFICATIF DE REMISE PREVUE: AUTRE

ACCUSE: ABSENT ET EN LIBERTE

AVOCAT P. : REPRESENTE

AVOCAT AC.: REPRESENTE

15/06/2012 12:07 PROCES POURSUITE SOMMAIRE REMISE 1: DEM. DEFENSE

QUAL.DE REMISE: SANS ASS.TEMOIN

SEANCE(S): 12:07 A 12:09 SALLE 02.15

JUGE: GILBERT MARIE CLAUDE

AVO. P. : ROBITAILLE JEAN PHILIPPE

AVO. AC.: LABRECQUE GERVAIS

GREFFIER: MORIN EMILIE

HEURE PREVUE: 09:30 QUALIFICATIF DE REMISE PREVUE: SANS ASS.TEMOINS

ACCUSE: ABSENT ET EN LIBERTE

AVOCAT P. : REPRESENTE

AVOCAT AC.: PRESENT

18/06/2012 09:35 PROCES POURSUITE SOMMAIRE REMISE 1: REM. DE CONS.

QUAL.DE REMISE: SANS ASS.TEMOIN

SEANCE(S): 09:35 A 09:42 SALLE 02.18

10:43 A 11:33

JUGE: PELLETIER CHANTALE

AVO. P. : ROBITAILLE JEAN PHILIPPE

AVO. AC.: LABRECQUE GERVAIS

GREFFIER: COTE B NICOLE

HEURE PREVUE: 09:30 QUALIFICATIF DE REMISE PREVUE: SANS ASS.TEMOINS

ACCUSE: ABSENT ET EN LIBERTE

AVOCAT P. : REPRESENTE

AVOCAT AC.: REPRESENTE

18/03/2013 15:47 PROCES POURSUITE SOMMAIRE REMISE 1: REM. DE CONS.

QUAL.DE REMISE: SANS ASS.TEMOIN

SEANCE(S): 15:47 A 15:48 SALLE 04.01

JUGE: PELLETIER CHANTALE

AVO. P. : ROBITAILLE JEAN PHILIPPE

AVO. AC.: LABRECQUE GERVAIS

GREFFIER: SAVARD SUZANNE

HEURE PREVUE: 09:30 QUALIFICATIF DE REMISE PREVUE: SANS ASS.TEMOINS

ACCUSE: PRESENT ET EN LIBERTE

AVOCAT P. : REPRESENTE

AVOCAT AC.: REPRESENTE

29/10/2013 14:08 PROCES POURSUITE SOMMAIRE QUAL.DE REMISE: POUR DISPOSER

SEANCE(S): 14:08 A 14:13 SALLE 02.10

JUGE: ROY JOHANNE

AVO. P. : ROBITAILLE JEAN PHILIPPE

AVO. AC.: LABRECQUE GERVAIS

GREFFIER: DUTIL JOHANNE

HEURE PREVUE: 09:30 QUALIFICATIF DE REMISE PREVUE: ASSIG. TEMOINS

ACCUSE: PRESENT ET EN LIBERTE

AVOCAT P. : PRESENT

AVOCAT AC. : PRESENT

ORDONNANCES: CONF.PERM.EXECUTEE INTERD.ART.259 DUREE 1 AN

REPRESENTATION SUR LA PEINE

DECISION FINALE RENDUE

FIN

MINISTÈRE DE LA SÉCURITÉ PUBLIQUE
ÉTUDE DES CRÉDITS 2022-2023
RENSEIGNEMENTS PARTICULIERS REQUIS PAR L'OPPOSITION OFFICIELLE

TITRE ET PROGRAMME : ENCADREMENT ET SURVEILLANCE - 06.03 - RÉGIE DES ALCOOLS, DES COURSES ET DES JEUX

QUESTION 257: État de situation des négociations avec la réserve autochtone de Kahnawake pour l'opération d'un casino, salon de jeux, salle de poker ainsi que tout document pertinent à celles-ci.

Il n'y a aucune négociation avec la réserve autochtone de Kahnawake à ces sujets.

QUESTION 258: État de situation des négociations avec la réserve autochtone de Wôlinak pour l'opération d'un casino, d'un salon de jeux et/ou d'une salle de poker ainsi que tout document pertinent à celles-ci.

Il n'y a aucune négociation avec la réserve autochtone de Wôlinak à ces sujets.

QUESTION 259: Tout ébauches et crédits alloués dans une réforme législative ou réglementaire afin de permettre à des producteurs de produits alcoolisés québécois de pouvoir livrer directement aux consommateurs notamment par des tiers.

Aucun

A copy of this preliminary prospectus has been filed with the securities regulatory authorities in Alberta, British Columbia and Ontario but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary prospectus may not be complete and may have to be amended.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This preliminary prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities. This non-offering preliminary prospectus does not constitute a public offering of securities.

NON-OFFERING PRELIMINARY PROSPECTUS

Non-Offering Prospectus

April 8, 2021

ROYAL WINS CORPORATION

No securities are being offered pursuant to this Prospectus

This non-offering preliminary prospectus (the “**Prospectus**”) is being filed by Royal Wins Corporation (“**Royal Wins**” or the “**Issuer**”) with the securities regulatory authorities in the provinces of Alberta, British Columbia and Ontario (the “**Qualifying Jurisdictions**”) for the purpose of allowing the Issuer to comply with Policy 2 – *Qualifications for Listing* of the Canadian Securities Exchange (the “**CSE**”) in order for the Issuer to meet one of the eligibility requirements for the listing of its common shares (the “**Issuer Shares**”) on the CSE. As no securities are being sold pursuant to this Prospectus, no proceeds will be raised, and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Issuer (as defined herein) from its general funds.

This Prospectus also seeks to qualify the distribution of: (i) Issuer Shares (the “**Subscription Receipt Shares**”) in the Qualifying Jurisdictions, without additional payment, upon the conversion or deemed conversion of 12,971,665 issued and outstanding Subscription Receipts (as defined herein); (ii) Issuer Shares issuable on the exercise of the Private Placement Warrants issuable on the conversion of the Subscription Receipts; (iii) all of its currently issued and outstanding Issuer Shares subject to a restricted period under section 2.5 of NI 45-102; and (iv) all Issuer Shares issuable on the exercise of all other Issuer Warrants subject to a restricted period under section 2.5 of NI 45-102.

Pursuant to the non-brokered private placement (the “**Subscription Receipt Placement**”) that closed on March 5, 2021, the Issuer issued 12,971,665 Subscription Receipts at a price of \$0.30 each to raise aggregate gross proceeds of \$3,891,500. The gross proceeds of the Subscription Receipts Placement were placed into escrow at closing (the “**Escrowed Funds**”). In the event that the Subscription Receipt Escrow Conditions (as defined herein) are met at which time each Subscription Receipt will be automatically converted, without further payment, into one Subscription Receipt Share and one-half of one Private Placement Warrant and the Escrowed Funds will be released from escrow to the Issuer following which the Subscription Receipts shall be cancelled. Upon conversion of the Subscription Receipts, and without additional payment therefor, the Issuer will issue 12,971,665 Subscription Receipt Shares which are being qualified under this Prospectus and 6,485,832 Private Placement Warrants exercisable into 6,485,832 Issuer Shares which are being qualified under this Prospectus. In the event that the Subscription Receipts Escrow Conditions are not met, the Escrowed Funds will be returned to the subscribers, the Subscription Receipts will be cancelled, and no party shall have any further obligations thereunder.

Various registrants (the “**Agents**”) acted as finders with respect to the distribution of the Subscription Receipts and entered into finder’s fee agreements (the “**Agents Finder’s Fee Agreements**”) with the Issuer. The issuance price for the Subscription Receipts was determined by negotiation between the Issuer and the Agents.

	Price to the Public	Agents' Fee ⁽¹⁾	Net Proceeds to the Issuer (2)(3)
Per Subscription Receipt	\$0.30	\$0.021	\$0.279
Total Offering	\$3,891,500	\$272,405	\$3,619,095

Notes:

(1) Pursuant to the terms of the Agents Finder's Fee Agreements, upon the satisfaction of the Subscription Receipts Escrow Conditions, the Issuer will pay the Agents a cash finder's fee in the amount of \$272,405 (the "**Agents' Fee**"), and will issue the Agents as additional compensation 908,017 broker warrants exercisable for 908,017 Issuer Shares on the same terms as the Private Placement Warrants (the "**Broker Warrants**"). This Prospectus qualifies the Issuer Shares underlying the Broker Warrants.

(2) After deducting the Agents' Commission, but excluding any interest earned on the Escrowed Funds (as hereinafter defined) and before deducting expenses of the Subscription Receipts Placement.

(3) The distribution of the Subscription Receipt Shares upon the exercise of the Subscription Receipts will not result in any additional proceeds being received by the Issuer however, the Escrowed Funds, less the Agents' Commission will be released to the Issuer upon the Subscription Receipts Escrow Conditions being met

The following table sets out the number of securities that may be issued by the Issuer to the Agents pursuant to the Broker Warrants.

Underwriters' Position	Maximum Size	Exercise Period	Exercise Price
Broker Warrants	908,017 Broker Warrants ⁽¹⁾	Two years from the closing of the Subscription Receipts Placement	\$0.40 subject to acceleration

In addition to the Subscription Receipt Placement, the Company has completed Unit Placement on February 26, 2021 which raised gross proceeds of \$663,700. As compensation for the Unit Placement, the Agents received a cash finder's fee of \$46,459 and 149,263 Broker Warrants. The Issuer Shares comprising the Units issued pursuant to the Unit Placement, the Issuer Shares issuable on the exercise of the Private Placement Warrants comprising the Units issued on the Unit Placement and the Issuer Shares issuable on the exercise of the Broker Warrants issued as compensation to the Agents pursuant to the Unit Placement are being qualified for distribution under this Prospectus.

The Issuer is filing concurrently with this Prospectus a listing application with the CSE for the listing (the "**Listing**") of the Issuer Shares on the CSE, but as of the date of this Prospectus the Issuer has not received conditional approval from the CSE for such a Listing. Listing is subject to the Issuer fulfilling all of the listing requirements of the CSE including meeting all minimum listing requirements. As at the date of this Prospectus, the Issuer does not has any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

There is no market through which the securities of the Issuer may be sold. This may affect the pricing of the Issuer's securities in the secondary market, the transparency and availability of trading prices, the liquidity of Issuer's securities; and the extent of issuer regulation. Readers should carefully review and evaluate certain risk factors before making any investment decision with respect to the securities of the Issuer. See "Risk Factors".

An investment in the securities of the Issuer is speculative due to various factors. The risk factors included in this Prospectus should be reviewed carefully and evaluated by prospective purchasers of securities. See "Risk Factors" and "Forward-Looking Information".

No underwriter has been involved in the preparation of this Prospectus or performed any review or independent due diligence investigations in respect of the contents of this Prospectus.

This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities.

In this Prospectus, references to \$ are to Canadian dollars, references to US\$ are to U.S. dollars and references to AUD\$ are to Australian dollars.

The head and registered office of the Issuer is 2704-401 Bay Street, PO Box 4, Toronto, Ontario, M5H 2Y4.

Certain directors and officers of the Issuer reside outside of Canada. The persons named below have appointed Gardiner Roberts LLP as their agent for service of process. Readers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

Name of Person or Entity	Name and Address of Agent
Lukie Ali	Gardiner Roberts LLP, Suite 3600, 22 Adelaide Street West, Toronto, Ontario M5H 4E3
Peter Gan	Gardiner Roberts LLP, Suite 3600, 22 Adelaide Street West, Toronto, Ontario M5H 4E3
Robert Fong	Gardiner Roberts LLP, Suite 3600, 22 Adelaide Street West, Toronto, Ontario M5H 4E3

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ABOUT THIS PROSPECTUS

The Issuer is not offering to sell securities under this Prospectus. An investor should rely only on the information contained in this Prospectus and is not entitled to rely on parts of the information contained in this Prospectus to the exclusion of others. The Issuer has not authorized anyone to provide investors with additional or different information. If anyone provides a prospective investor with additional, different or inconsistent information, including statements in the media about the Issuer, such information should not be relied on. The information contained in this Prospectus is accurate only as of the date of this Prospectus or the date indicated, regardless of the time of delivery of this Prospectus.

As used in this Prospectus, the terms “we”, “us” and “our”, mean the Issuer and its subsidiary, Royal Wins Pty. Ltd unless otherwise indicated.

NOTE REGARDING FORWARD-LOOKING INFORMATION

This Prospectus contains forward-looking information which reflects expectations of Management regarding the Issuer’s future growth, results of operations, performance and business prospects and opportunities. Often, but not necessarily always, words such as “will”, “should”, “additional”, “affect”, “anticipate”, “be required”, “believe”, “budget”, “contemplate”, “continue”, “could”, “does not expect”, “effect” “estimate”, “expect”, “intend”, “is expected”, “may”, “plan”, “planned”, “potential”, “target”, “predict”, “project”, “prospects”, “results”, “will exist” and similar expressions have been used to identify forward-looking information. This information reflects Management’s current beliefs and is based on information currently available to Management. Forward-looking information involves significant risks, uncertainties and assumptions. A number of factors could cause actual results to differ materially from the results discussed in forward-looking information, including those factors listed in the “Risk Factors” section of this Prospectus, such as the ability of the Issuer to obtain necessary financing, satisfy the requirements of the CSE with respect to the Listing, the economy generally, changes in government regulations, retain skilled management and staff, consumer interest in the services and products of the Issuer, competition, and anticipated and unanticipated costs. Such statements could also be materially affected by the impact of general imprecision of security related risks, operational risks, taxation policies, competition, the lack of available and qualified personnel or management, stock market volatility and the ability to access sufficient capital from internal or external sources. Actual results, performance or achievement could differ materially from those expressed herein. While the Issuer anticipates that subsequent events and developments may cause its views to change, the forward-looking statements are included to allow the reader to understand our current working capital position, and may not be appropriate for other purposes.

These forward-looking statements include, among other things, statements relating to:

- the Issuer’s intention to complete the listing of the Issuer Shares on the CSE and all transactions related thereto;
- the Issuer’s expectations regarding its revenue, expenses and operations;
- the Issuer’s anticipated cash needs and its needs for additional financing;
- the Issuer’s intention to grow its business and its operations;
- the Issuer’s ability to secure, maintain and comply with all required licenses, permits, approvals and certifications to offer and market its product offerings in the jurisdictions where the Issuer does business or intends to do business;
- the anticipated regulation or prohibition of online gaming or activities related to or necessary for the operation and offering of online gaming in various jurisdictions;
- the overall business and economic conditions;
- the expected taxes to be imposed on revenue streams, including but not limited to, gaming duty and value-added taxes (“VAT”) on gaming revenue;
- the competitive environment;
- the potential opportunity of the Issuer’s addressable markets;
- the potential opportunity of contracts signed by the Issuer with third parties;

- the protection of the Issuer's current and future intellectual property rights;
- the risks associated with advancements in technology, including artificial intelligence, and the risks associated with technology infrastructure, cyber security and cyber-attacks;
- the Issuer's ability to recruit and retain the services of its key technical, sales, marketing and management personnel;
- the Issuer's ability to develop commercially viable product offerings as a result of its research and development ("R&D") activities;
- the Issuer's ability to integrate acquisitions and generate synergies;
- the anticipated outcome of litigation, proceedings or investigations involving the Issuer; and
- the impact of new laws and regulations in Canada, the United States, the United Kingdom, Australia or any other jurisdiction where the Issuer does business or intends to do business, particularly those related to online gaming or that could impact the ability to provide online gaming products and services.

There can be no assurance that forward-looking information in this Prospectus will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements or information. Accordingly, readers should not place undue reliance on forward-looking information. Forward-looking information is made as of the date of this Prospectus, and the Issuer assumes no obligation to update or revise it to reflect new events or circumstances, unless otherwise required under Applicable Securities Laws.

NOTE REGARDING RISK FACTORS

An investment in the Issuer is speculative and involves a high degree of risk due to the nature of our business and the present stage of its development. The following risk factors, as well as risks currently unknown to us, could materially and adversely affect our future business, operations and financial condition and could cause them to differ materially from the estimates described in forward-looking statements relating to the Issuer, or our business or financial results, each of which could cause purchasers of our securities to lose part or all of their investment. The risks set out below are not the only risks we face; risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business, financial condition, results of operations and prospects. You should also refer to the other information set forth or incorporated by reference in this Prospectus or any applicable prospectus supplement, including their financial statements, and the related notes, and the Issuer's management's discussion and analysis. You should carefully consider the risk factors set out below along with the other matters set out or incorporated by reference in this Prospectus. You should carefully review and evaluate the risk factors contained in this Prospectus and in the documents incorporated by reference herein before purchasing the Issuer Shares, see "Forward Looking Statements" and "Risk Factors".

An investment in the Issuer will be subject to certain material risks and investors should not invest in securities of the Issuer unless they can afford to lose their entire investment.

These material risks include, among other things, risks relating to:

- common to early-stage enterprises who are in the development stage;
- no assurance that the Issuer will turn a profit or generate revenue;
- uncertainty about the Issuer's ability to continue as a going concern;
- the requirements of being a public company may strain the Issuer's resources, divert management's attention and affect its ability to attract and retain executive management and qualified board members;
- the Issuer's ability to acquire a significant market position in the provision of products and services in its target markets;
- the Issuer is subject to changes in laws, regulations and guidelines, which could adversely affect the Issuer's future business, financial condition and results of operations;
- there has been no prior public market for the Issuer Shares, and an active trading market may not develop;
- the market price for Issuer Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond our control;

- the Issuer may not be able to effectively manage its growth and operations, which could materially and adversely affect its business;
- the possibility that the Issuer may be unable to adequately protect its proprietary and intellectual property rights;
- the possibility that the Issuer may be forced to litigate to defend its intellectual property rights, or to defend against claims by third parties against the Issuer relating to intellectual property rights;
- the possibility that the Issuer may become subject to litigation, which may have a material adverse effect on the Issuer's reputation, business, results from operations and financial condition;
- the competition the Issuer faces from other companies where it will conduct business that may have a higher capitalization, more experienced management or may be more mature as a business;
- the fact that the Issuer will be reliant on information technology systems and may be subject to damaging cyberattacks; and
- the possibility that the Issuer's officers and directors may be engaged in a range of business activities resulting in conflicts of interest.

GENERAL DISCLOSURE INFORMATION

The Issuer is not offering to sell securities under this Prospectus. An investor should rely only on the information contained in this Prospectus. Prospective investors should read this entire Prospectus and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of an investment in the Issuer Shares.

Trademarks

The Issuer has certain proprietary or contractual rights to certain company names, product names, trade names and trademarks used in this Prospectus that are important to its business, including Royal Wins, Kash Carnival, Kash Royale, Arcade Korner, Booster Zone and those brands listed under the heading "General Development of the Business of the Issuer on the Completion of the Acquisition-Overview". The Issuer has omitted the registered trademark (®) and trademark (™) symbols and any other related symbols for such trademarks and all related trademarks, including those related to specific products or services, when used in this Prospectus. All other names and trademarks are the property of their respective owners. For the purposes of this Prospectus, unless context requires otherwise or otherwise defined, all references in this Prospectus to "gaming" include all online gaming (e.g. skill gaming, hybrid skill games, games of chance such as poker, casino and bingo) and betting and wagering.

Currency and Certain Information

In this Prospectus, references to \$ are to Canadian dollars, references to US\$ are to U.S. dollars, and references to AUD\$ are to Australian dollars.

To assist in reading the summary information with respect to the RWPL financial statements, which are presented in AUD\$, the following table sets forth, for each period indicated, the high, low, average daily noon and period-end rates of exchange for one AUD\$, expressed in Canadian dollars, during the respective periods as published by the Bank of Canada. The average daily rates of exchange are implied based upon information published by the Bank of Canada.

	Fiscal Year Ended		Six Months Ended	
	June 30		December 31	
	2019	2020	2019	2020
Conversion of one AUD\$ into Canadian dollars:	(\$)	(\$)	(\$)	(\$)
Highest rate during the period	0.9790	0.9395	0.9229	0.9835
Lowest rate during the period.....	0.9132	0.8374	0.8868	0.9263
Average daily noon rate for the period	0.9468	0.9004	0.9038	0.9526
Rate at the end of the period.....	0.9177	0.9382	0.9122	0.9835

On April 7, 2021, the average daily rate of exchange posted by the Bank of Canada for conversion of one AUD\$ into Canadian dollars was AUD\$1.00 equals \$0.9614.

This Prospectus contains pro forma financial information for the 12-month period ending December 31, 2020 that combines results presented in \$ and AUD\$. For these numbers, the following exchange rate were used to convert AUD\$ into \$: (i) consolidated statements of financial position amounts converted at the December 31, 2020 rate of \$0.9834, (ii) income consolidated statements of net loss and comprehensive loss for the year ended December 31, 2020 converted at the average rate for the year of \$0.9525

Aggregated figures in graphs, charts and tables contained in this Prospectus may not add due to rounding. Historical statistical data and/or historical returns do not necessarily indicate future performance. Unless otherwise indicated, information contained in this Prospectus concerning the Issuer's industry and the markets in which it operates, including its perceived trends and market position, opportunity and size, is based on information from various sources, on the Issuer and its management's assumptions and on its knowledge of the markets for its products and services. This data involves a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. The Issuer has not independently verified any third-party information and cannot assure you of its accuracy or information. While the Issuer believes the industry and market information included in this Prospectus is generally reliable, such information is inherently imprecise. In addition, projections, assumptions and estimates of the Issuer's future performance and that of the industry in which it operates are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described under the caption "Risk Factors" in this Prospectus. These and other factors could cause results to differ materially from those expressed in the estimates made by third parties and by the Issuer.

Words importing the singular number include the plural and vice versa, and words importing any gender or the neuter include both genders and the neuter.

MARKET AND INDUSTRY DATA

This Prospectus includes market and industry data that has been obtained from third party sources, including industry publications. The Issuer believes that the industry data is accurate and that its estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information. Although the data is believed to be reliable, Issuer has not independently verified any of the data from third party sources referred to in this Prospectus or ascertained the underlying economic assumptions relied upon by such sources. For the avoidance of doubt, nothing stated in this paragraph operates to relieve the Issuer from liability for any misrepresentation contained in this Prospectus under applicable Canadian securities laws.

Defined Terms

Please refer to the "Glossary of Terms" section in this Prospectus for a list of defined terms used herein.

GLOSSARY

In this Prospectus, the following terms shall have the meanings set forth below, unless otherwise indicated or the context otherwise requires:

“**2020 Warrants**” means the Warrants exercisable at \$0.10 per share until December 10, 2022.

“**2020 Placement**” means the private placement of 13,666,666 Issuer Share and 6,833,340 2020 Warrant for gross proceeds of \$1,025,000.

“**ACA**” means the Corporations Act 2001 (Cth) (Australia).

“**Acquisition**” means the acquisition of at 94.07% of the issued and outstanding securities of RWPL by the Issuer on April 1, 2021 pursuant to the Offer.

“**affiliate**” has the meaning ascribed thereto under the *Securities Act*.

“**Agents**” has the meaning ascribed to it on the face page of this Prospectus.

“**Agents’ Fee**” has the meaning ascribed to it on the face page of this Prospectus.

“**Agents’ Finder’s Fee Agreements**” has the meaning ascribed to it on the face page of this Prospectus.

“**Agreement**” means the Takeover Implementation Deed dated February 24, 2021 between the Issuer and the RWPL in respect of the Acquisition.

“**Applicable Securities Law**” means applicable securities legislation, securities regulation and securities rules, as amended, and the policies, notices, instruments and blanket orders having the force of law, in force from time to time.

“**associate**” has the meaning ascribed thereto under the *Securities Act*.

“**Audit Committee**” means the audit committee of the Board of Directors of the Issuer, to be comprised of Daniel Fuoco, Stephen Coates and Jun He.

“**BII**” means Bolingbroke Investments Inc.

“**Board**” or “**Board of Directors**” means the board of directors of the Issuer.

“**Broker Warrants**” means the Private Placement Warrants issued to the Agents pursuant to the Unit Placement and the Subscription Receipts Placement as applicable.

“**BCBA**” means the Canada Business Corporations Act, including the regulations promulgated thereunder, as amended.

“**CCEC**” means Canada Crypto Exchange Corp.

“**CCEC LOI**” means the LOI between the Issuer and CCEC.

“**CEO**” means Chief Executive Officer.

“**CFO**” means Chief Financial Officer.

“**COO**” means Chief Operating Officer.

“**CTO**” means Chief Technology Officer.

“**COVID-19**” means the 2019 novel coronavirus disease.

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

“**CSE Escrow Agreement**” means the escrow agreement to be entered into on the Closing Date, among the Issuer, the Escrow Agent and certain shareholders, pursuant to which [●] Issuer Shares will be held in escrow.

“**CSE Escrow Shares**” means the Issuer Shares that will be held in escrow pursuant to the CSE Escrow Agreement.

“**Exchange Ratio**” means 0.5 of an Issuer Share for each outstanding Company Share.

“**Escrow Agent**” means Capital Transfer Agency ULC.

“Escrowed Funds” means the gross proceeds of the Subscription Receipts Placement held in escrow by the Subscription Receipts Escrow Agent pursuant to the Subscription Receipts Agreement.

“Final Prospectus” means the (final) non-offering prospectus of the Issuer, prepared in accordance with NI 41-101, relating to the Transaction.

“Finder’s Fee” means the finder’s fee equal to 5% of the value attributed to the Company of \$22,660,000 payable in 3,775,872 Issuer Shares at \$0.30 per share issued on the completion of the Acquisition.

“First Preferred Shares” means first preferred shares in the capital of the Issuer.

“GCS” means Grove Corporate Services Limited.

“HE” means house edge.

“Issuer” or **“Royal Wins”** means Royal Wins Corporation

“Issuer Options” mean options to acquire Issuer Shares.

“Issuer Shares” means common shares in the capital of the Issuer.

“Issuer Warrants” means the 2020 Warrants, the Private Placement Warrants issued pursuant to the Unit Placement and issuable on the conversion of the Subscription Receipts and the Broker Warrants issued pursuant to the Unit Placement and issuable on the conversion of the Subscription Receipts..

“Listing” means the listing of the Issuer Shares on the CSE.

“Listing Date” means the date that the Issuer lists the Issuer Shares on the CSE.

“Management” means the management of the Issuer.

“MD&A” means Management’s Discussion and Analysis of Financial Conditions and Results of Operations.

“MI-61-101” means National Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*.

“Named Executive Officer” or **“NEO”** means:

- (a) each individual who, in respect of the corporation, during any part of the most recently completed financial year, served as CEO, including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the corporation, during any part of the most recently completed financial year, served as CFO, including an individual performing functions similar to a CFO;
- (c) in respect of the corporation and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for that financial year;
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the corporation, and was not acting in a similar capacity, at the end of that financial year;

“NI 41-101” means National Instrument 41-101 – *General Prospectus Requirements*, of the Canadian Securities Administrators.

“NI 45-102” means National Instrument 45-102 – *Resale of Securities*, of the Canadian Securities Administrators.

“NP 46-201” means National Policy 46-201 – *Escrow for Initial Public Offerings*, of the Canadian Securities Administrators.

“NI 52-110” means National Instrument 52-110 – *Audit Committees*, of the Canadian Securities Administrators.

“NI 58-101” means National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, of the Canadian Securities Administrators.

“Offer” means the takeover bid offer dated February 24, 2021 made pursuant to Section 653B of the ACA to acquire the outstanding share of RWPL at the Exchange Ratio.

“**OSC**” means the Ontario Securities Commission.

“**person**”, unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

“**Principal Regulator**” means the OSC.

“**Private Placement Warrants**” means Warrants to acquire Issuer Shares at a price of \$0.40 per share for a period of two years from the closing of the Subscription Receipt Placement or the Unit Placement, as applicable subject to an acceleration of the expiry date if the 20-day volume-weighted average price of the Issuer on the Issuer’s primary stock exchange is greater than \$0.60 per Issuer Share, in which event and upon notice to the holder, the Private Placement Warrants shall expire on the date that is 30 days after the date on which such notice of acceleration is provided.

“**Promoter**” has the meaning ascribed thereto under the Securities Act.

“**Prospectus**” means this means this (preliminary) non-offering prospectus of the Issuer, prepared in accordance with NI 41-101.

“**RTP**” means Return-To-Player.

“**RWPL**” means Royal Wins Pty Ltd.

“**Second Step**” means the compulsorily acquisition of any common shares of RWPL not tendered pursuant to the Offer in accordance with the provisions of Part 6A.1 of the ACA which will be completed on or about May 15, 2021.

“**Securities Act**” means the *Securities Act* (Ontario).

“**securities regulatory authority**” means the securities commission, or similar regulatory authority, for each respective provincial and territorial jurisdiction of Canada.

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

“**Subscription Receipt Placement**” means the private placement of 12,971,665 Subscription Receipts at a price of \$0.30 per Subscription Receipt for gross proceeds of up to \$3,891,500.

“**Subscription Receipt Agreement**” means the agreement between the Issuer and the Subscription Receipts Escrow Agent dated March 1, 2021 governing the Subscription Receipts and the Escrowed Funds.

“**Subscription Receipt Shares**” means the Issuer Shares issuable on the conversion of the Subscription Receipts.

“**Subscription Receipts**” means subscription receipts issued pursuant to the Subscription Receipts Placement with each Subscription Receipt exchangeable into one Unit if Subscription Receipts Escrow Conditions on or before May 31, 2021.

“**Subscription Receipts Escrow Agent**” Capital Transfer Agency ULC.

“**Subscription Receipts Escrow Conditions**” means the completion of the Acquisition (which is now complete) and the issuance of a listing bulletin by the CSE on or before May 31, 2021.

“**Telferscot**” means Telferscot Resources Inc.

“**TSX**” means the Toronto Stock Exchange.

“**TSXV**” means the TSX Venture Exchange.

“**Unit**” means one Issuer Share and one-half of one Private Placement Warrants.

“**Unit Placement**” means the private placement of up to 2,212,332 Units at a price of \$0.30 per Unit for gross proceeds of \$663,700.

“**Voluntary Escrow**” means the escrow or lock-up agreement to be entered into prior to the Listing Date, by certain early shareholders, pursuant to which [●] Issuer Shares will be held in escrow.

SUMMARY OF PROSPECTUS

The following is a summary of the principal features of this Prospectus and should be read together with the more detailed information and financial data and financial statements contained elsewhere in this Prospectus. Certain terms used in this Prospectus are defined in the Glossary of Terms.

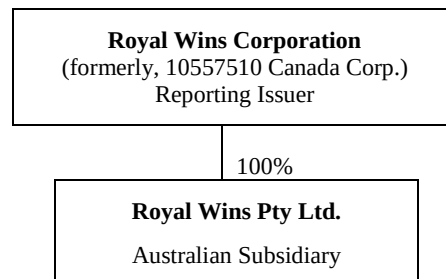
GENERAL

The Issuer was incorporated under the CBCA under the name 10557510 Canada Corp. on December 27, 2017. On February 16, 2018 the Issuer entered into an arrangement agreement with Telferscot and other subsidiaries of Telferscot. On March 19, 2018 the Issuer filed articles of amendment to effect a change in its share capital. On April 9, 2018, pursuant to the arrangement agreement, the plan of arrangement was completed, and the Issuer became a reporting issuer in the provinces of British Columbia, Alberta and Manitoba. On February 12, 2021 the Issuer filed articles of amendment to split its common shares on the basis of two Issuer Shares for every previously outstanding common share. On March 25, 2021 the Issuer filed articles of amendment to change its name to Royal Wins Corporation

The Issuer has one subsidiary, RWPL. The Issuer currently owns 94.07% of RWPL following the completion of the Acquisition. On the completion of the Second Step, the Issuer will own 100% of the issued and outstanding shares of RWPL. The Second Step is an automatic statutory procedure and is not subject to any conditions.

RWPL was incorporated under the ACA under the name “Royal Wins Pty Ltd.” on 18 November 2013.

The following diagram summarizes the structure of the entities after completion of the Second Step:



The address of the registered office and the head office of the Issuer is 401 Bay Street, Suite 2704, PO Box 4, Toronto, Ontario M5H 2Y4. The registered office and the head office of RWPL is Suite 1.08, 20A Danks Street, Waterloo New South Wales, Australia 2017.

Prior to the Acquisition, the Issuer had not conducted any material business operations since incorporation other than entering into the Agreement, proceeding with the Offer and the CCEC LOI.

RWPL has carried on business since 2013 as an Australian mobile gaming & wagering technology company. RWPL’s leading game, Kash Karnival is the world’s first pure skill gaming app that allows players to bet and win in casual mobile games of skill rather than chance or odds-based casino games. RWPL designs, develops and operates wagering and betting real money pure skill games, to disrupt and dominate the online mobile gaming space targeting millennial markets.

RWPL has developed algorithms to adjust the difficulty of pure skill-based games in response to human-player input. The more skillful a player is at a game, the greater the difficulty of the games become, and vice versa. This technology enables RWPL to run pure skill-based casino games by adjusting the Return-to-Player (RTP) and House Edge (HE) according to the skill of the player. RWPL is currently applying and monetising these algorithms to its existing operating wagering portal, Kash Karnival. RWPL has an archive of 34 pure skill games and games of chance. Between 14 and 17 of these games will be on the Kash Karnival portal at any one time.

The Acquisition and the Offer

On February 24, 2021 the Issuer and RWPL entered into the Agreement and the Issuer made the Offer to acquire all of the issued and outstanding ordinary shares of RWPL on the basis of one-half of one (0.5) Issuer Share for each outstanding ordinary share of RWPL. The Offer closed on April 1, 2021 at which point 94.07% of the ordinary shares of RWPL were tendered to the Offer. The Issuer issued 71,042,650 Issuer Shares in consideration for the tendered shares.

The Issuer is currently undertaking the Second Step in accordance with the ACA to compulsorily acquire the remaining ordinary shares of RWPL on or about May 15, 2021. Consequently, on the completion of the Second Step, the Issuer will own 100% of RWPL. The Issuer and RWPL agreed to pay the Finder's Fee and the Issuer issued 3,775,872 Issuer Shares on April 1, 2021 in respect thereof.

The Issuer is applying for a listing on the CSE concurrently with filing this Prospectus and has not yet received conditional approval from the CSE for the Listing.

The Issuer's Board and Management

Directors

The directors of the Issuer are:

Peter Gan	<i>Executive</i>	<i>Non-Independent</i>
Robert Fong	<i>Executive</i>	<i>Non-Independent</i>
Stephen Coates	<i>Non-Executive</i>	<i>Non-Independent</i>
Daniel Fuoco	<i>Non-Executive</i>	<i>Independent</i>
Jun He	<i>Non-Executive</i>	<i>Independent</i>

The Board consists of three non-independent directors, being Peter Gan, Robert Fong and Stephen Coates and two independent directors, being Jun He and Daniel Fuoco.

Officers

The officers of the Issuer are:

Peter Gan	CEO
Robert Fong	COO
Lukie Ali	CTO
Geoff Kritzing	CFO
Catherine Beckett	Corporate Secretary

FUNDS AVAILABLE AND USE OF AVAILABLE FUNDS

As of March 31, 2021, the Issuer has available funds assuming conversion of the Subscription Receipts of approximately \$4,361,604 assuming the Escrowed Funds are released to the Issuer. The principal sources of those funds are as follows:

Funds Available	Amount (\$)
Working capital of Issuer as at March 31, 2021	639,903
Working capital of RWPL as at March 31, 2021	327,606
Net Proceeds from the Subscription Receipts Placement	3,619,095
Transaction costs	(225,000)
Funds Available to the Issuer	4,361,604

The table set forth below contains a detailed break-down of the proposed principal uses for the estimated funds available (assuming the Escrowed Funds are released to the Issuer) over the next twelve months:

Proposed use of funds	Amount (\$)
Operational Expenses	530,454
Staff/Employee Costs	654,345
Head Office & Reporting Issuer Expenses	360,000

Proposed use of funds	Amount (\$)
Product Development & Implementation Costs	470,529
Customer Marketing & Acquisition Costs	1,800,000
Subtotal	3,815,328
Unallocated working capital	546,276
Total funds available	4,361,604

SUMMARY OF FINANCIAL INFORMATION

The following selected financial information is subject to the detailed information contained in the financial statements of the Issuer and RWPL and the proforma consolidated financial statements of the Issuer assuming the Acquisition had been completed on January 1, 2020 and notes thereto appearing elsewhere in the Prospectus. The selected financial information is derived from and should be read in conjunction with: (i) the Issuer's audited annual financial statements for the years ended December 31, 2020 and 2019; and (ii) RWPL's audited financial statements for the years ended June 30, 2020 and 2019; (iii) RWPL's unaudited financial statements for the six months ended December 31, 2020; and (iv) the proforma consolidated financial statements of the Issuer as of December 31, 2020 along with the Management Discussion and Analysis included in this Prospectus.

Pro Forma Consolidated Results and Earnings

	Fiscal Year Ended December 31 2020
Revenues	735,271
Operating Expenses	
Selling and Administrative Expenses	1,713,201
Other Expenses	609,970
Total Operating Expenses.....	2,323,171
Operating Loss	(1,584,451)
Listing Costs	8,623,348
Net Loss.....	(10,207,799)
Loss Per Share.....	(0.0723)

Pro Forma Consolidated Statements of Financial Position

As at December 31, 2020	Issuer \$	RWPL \$	Pro Forma Adjustments \$	Pro Forma \$
Balance Sheet				
Current asset	942,335	607,904	4,007,795	5,558,034
Total assets	942,336	640,855	4,007,794	5,590,985
Current liabilities	27,432	558,262	(277,964)	307,730
Total liabilities	57,432	558,262	(277,964)	337,730
Shareholders' Equity (deficiency)	884,904	82,592	4,285,758	5,253,255

INFORMATION CONCERNING THE ISSUER

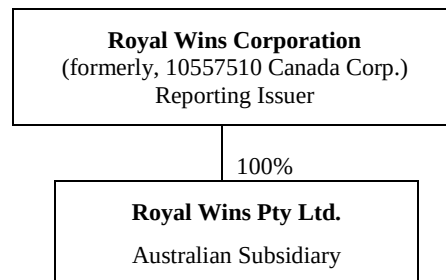
NAME, ADDRESS AND INCORPORATION

The Issuer was incorporated under the CBCA under the name 10557510 Canada Corp. on December 27, 2017. On February 16, 2018 the Issuer entered into an arrangement agreement with Telferscot and other subsidiaries of Telferscot. On March 19, 2018 the Issuer filed articles of amendment to effect a change in its share capital. On April 9, 2018, pursuant to the arrangement agreement, the plan of arrangement was completed, and the Issuer became a reporting issuer in the provinces of British Columbia, Alberta and Manitoba. On February 12, 2021 the Issuer filed articles of amendment to split its common shares on the basis of two Issuer Shares for every previously outstanding common share. On March 25, 2021 the Issuer filed articles of amendment to change its name to Royal Wins Corporation

The Issuer has one subsidiary, RWPL. The Issuer currently owns 94.07% of RWPL following the completion of the Acquisition. On the completion of the Second Step, the Issuer will own 100% of the issued and outstanding shares of RWPL. The Second Step is an automatic statutory procedure and is not subject to any conditions.

RWPL was incorporated under the ACA under the name “Royal Wins Pty Ltd.” on 18 November 2013.

The following diagram summarizes the structure of the entities after completion of the Second Step:



The address of the registered office and the head office of the Issuer is 401 Bay Street, Suite 2704, PO Box 4, Toronto, Ontario M5H 2Y4. The registered office and the head office of RWPL is Suite 1.08, 20A Danks Street, Waterloo New South Wales, Australia 2017.

GENERAL DEVELOPMENT OF THE BUSINESS OF THE ISSUER PRIOR TO THE ACQUISITION

Prior to the completion of the Acquisition, the Issuer had not conducted any material business operations since incorporation, other than entering into the Agreement and undertaking the Offer in respect of the Acquisition and entering into the CCEC LOI (as defined below).

On March 26, 2018, the Issuer acquired the rights to a letter of intent (the “**CCEC LOI**”) with CCEC from Telferscot in exchange for 4,999,992 Issuer Shares. The CCEC LOI contemplated CCEC pursuing a crypto currency exchange platform in partnership with ACX Tech Pty. Ltd. of Perth Australia and Blockchain Global Ltd of Melbourne Australia. On July 2, 2020, the Issuer informed CCEC that it no longer wished to proceed with the project and the LOI was terminated.

No assets were retained from any of the above transactions. The March 26, 2018 transaction was not a “related party transaction” as defined in MI 61-101 as at the time, the Issuer was a wholly owned subsidiary of Telferscot. The transactions between the Issuer and CCEC were not related party transactions as the Issuer and CCEC were not related parties.

On June 30, 2020 the Issuer completed a debt settlement with BII and GCS through the issuance of 3,974,772 common shares at a price of \$0.01 per share.

On August 20, 2020 the Issuer executed a letter of Intent with the RWPL (the “**LOI**”) to acquire the issued and outstanding ordinary shares of RWPL, subject to certain conditions including, but not limited to, due diligence,

shareholder and regulatory approvals and the Issuer completing an initial financing of not less than \$1 million. The LOI expired on October 31, 2020 but negotiations continued.

In the fourth quarter of, 2020 the Issuer completed the 2020 Private Placement of 13,666,666 Issuer Shares priced at \$0.075 per share and 6,833,340 2020 Warrants exercisable at \$0.10 per share until December 10, 2022 for gross proceeds of \$1,025,000.

The Issuer and RWPL entered into the Agreement and Issuer made the Offer to the holders of ordinary shares of RWPL on February 24, 2021. The Acquisition was completed on April 1, 2021 on the issuance of 71,042,650 Issuer Shares to shareholders of RWPL who had tendered their ordinary shares to the Offer. The remaining 5.93% of the ordinary shares of RWPL will be acquired on the same terms pursuant to the Second Step which will be completed on or about May 15, 2021. Prior to the completion of the Acquisition, the Issuer had loaned \$685,000 to RWPL to further its business plan until the completion of the Acquisition. These amounts will be treated as inter-company loans going forward.

On February 26, 2021, the Issuer completed the Unit Placement of 2,212,332 Issuer Shares priced at \$0.30 per share and 1,106,166 Private Placement Warrants for gross proceeds of \$663,700. 149,263 Broker Warrants were issued to the Agents as compensation for the Unit Placement.

On March 5, 2021, the Issuer completed the Subscription Receipts Placement of 12,971,665 Subscription Receipts at a price of \$0.30 per Subscription Receipt for gross proceeds of \$3,891,500. The Escrowed Funds representing 100% of the proceeds being held in escrow to be released upon a listing bulletin being issued on the CSE on or before May 31, 2021 subject to amendment pursuant to the terms of the Subscription Receipts Agreement. Each Subscription Receipt will be converted into one Issuer Share and one-half of a Private Placement Warrant on the Subscription Receipts Escrow Conditions being met. 908,017 Broker Warrants are reserved for issuance to the Agents to be issued on the conversion of the Subscription Receipts.

GENERAL DEVELOPMENT OF THE BUSINESS OF THE ISSUER ON THE COMPLETION OF THE ACQUISITION

Overview

RWPL has operated as an Australian mobile gaming & wagering technology company that was founded in November 2013.

RWPL's leading game, Kash Karnival is the world's first pure skill gaming app that allows players to bet and win in casual mobile games of skill rather than chance or odds-based casino games. Royal Wins designs, develops and operates wagering and betting real money pure skill games, to disrupt and dominate the online mobile gaming space targeting millennial markets.

Royal Wins has developed algorithms to adjust the difficulty of pure skill-based games in response to human-player input. The more skillful a player is at a game, the greater the difficulty of the games become, and vice versa. This technology enables Royal Wins to run pure skill-based casino games by adjusting the Return-to-Player (RTP) and House Edge (HE) according to the skill of the player. Royal Wins is currently applying and monetising these algorithms to its existing operating wagering portal, Kash Karnival. Royal Wins has an archive of 34 pure skill games and games of chance. Between 14 – 17 of these games will be on the Kash Karnival portal at any one time.

In November 2019, RWPL became the first company globally to be granted an online gaming licence to operate its pure skill games for real money by the Kahnawake Gaming Commission in Quebec, Canada. This license has a term of five years and is currently in good standing. The requisite filings with respect to the Acquisition have been made to the Kahnawake Gaming Commission.

Royal Wins' primary source of revenue is "drops" on wagers meaning that Royal Wins receives revenue when a player has lost their wagering amount. Other sources of revenue are in-app purchases and advertising revenue.

Royal Wins currently has approximately 1.6 million subscribers globally, around 450 thousand of which reside in Canada. Royal Wins has made, and may continue to make, changes to its pricing and incentives to ensure that they

align with its objectives to reward customers for loyalty and behavior that is positive to the overall customer experience and the particular product's ecosystem.

Royal Wins' growth and innovation plans in its online gaming and betting business are supported by its technology strategy. Management believes that Royal Wins' technology is highly scalable, customizable and resilient, and employs a variety of security and data integrity practices. All elements of Royal Wins' betting and gaming technology are controlled in-house, with selected use of third-party technology providers for certain elements. Royal Wins' robust and scalable technological ecosystem, such as its player account management system and suite of software products, allows it to operate in dozens of countries around the world,. Since the inception of RWPL, Royal Wins has invested significantly in its technology infrastructure to provide what it believes is a positive and enjoyable experience for its customers. This investment is focused on providing appealing product offerings to its customers, both in terms of the quality of the offerings and the user experience, and also with respect to data security and integrity across its offerings. Royal Wins dedicates nearly all its R&D investments to its online gaming business, which seeks to provide broad market applications for product offerings derived from its technology base, and it expects to continue investing significantly in R&D in an effort to constantly improve customer experience and engagement. To support its strong reputation for security and integrity, Royal Wins employs what it believes to be appropriate practices and systems with respect to various aspects of its technology infrastructure, including information and payment security, game integrity, customer fund protection, marketing and promotion, customer support, responsible gaming, loyalty programs, rebates and rewards (i.e., incentives).

History

After significant growth and expansion in 2015 and 2016, in August of 2017 Kash Karnival was removed from the Google Playstore due to the requirement to have a gambling license similar to other RNG based gambling games. Shortly after this, RWPL also voluntarily withdrew Kash Karnival from the Apple Playstore.

RWPL spent the remainder of 2017 and 2018 approaching various gaming commissions across various jurisdictions to apply for a gaming licence. All but one gaming commissions declined the issue of an online gaming licence to a pure skill gaming company on the basis that our games were not games of chance and had no ability to validate the pure skill algorithms of Royal Wins.

In June 2019, RWPL became the first recipient of a pure skill gaming licence from the Kahnawake Gaming Commission (KGC), Quebec Canada, (also the first gaming commission to establish globally recognized parameters and guidelines for pure skill gaming licences).

On May 27, 2019, RWPL entered into a Joint Venture Agreement (**JV Agreement**) with Amerson Global Gaming Pty Ltd ("**Amerson**") develop games for the Kash Karnival Platform. Amerson is a games development company specialising in design and development of custom content. Amerson's services include; Creative Design, Animation, Games Design, Software and Audio Engineering. Under the terms of the JV Agreement, Amerson will create games at their cost that would subject to agreement with Royal Wins, be launched on the Kash Karnival Platform. Profits from the JV Agreement are split equally between Amerson and Royal Wins.

On June 18, 2020, RWPL entered a Memorandum of Understanding (**MOU**) with First Point e-sports Management to establish and promote Colleseum, the e-sports tournaments platform. This was further augmented by a tentative agreement with Amuka e-sports.

First Point is Asia's leading e-sports agency, representing 6 major teams and 9 leading gamers with 9M followers/fans. First point has secured multiple significant sponsorship deals across betting and tournaments partners including partnerships with some of Asia's leading online esports event companies that have created bespoke online and offline tournaments for games such as Dota 2.

Amuka e-sports is Canada's e-sports leader in venues, tournaments, and content creation. Amuka built the first and largest esports venue in Canada and has over 100 thousand monthly viewers watching their tournaments and content. Amuka is also Canada's largest e-sports incubator and only e-sports themed venue/pub in Windsor, Ontario.

Under the terms of the agreement, each Party (RWPL, First Point and Amuka) agreed to explore the potential for developing building and operating an esports tournament platform.

On October 16, 2020, Royal Wins and Good Gamer plc (“Flutter”) entered into an agreement (the “Arrangement”) to launch Royal Wins games in India utilizing the Good Gamer app. Good Gamer is a daily sports and esports fantasy & real-money gaming app offering a wide variety of skills-based games. The app is built for a wide cross section of Indian gaming lovers – from cricket fans, to hardcore esports gamers, to casual mobile gamers. Gamers can build their own cricket, football, and esports teams, play head to head mobile games against friends, enter tournaments, and experience gaming in ways never before seen in India. From Esports DFS to skills-based props contests, our app is introducing a host of new features and styles of entertainment to the market.

Under the terms of the Arrangement, Good Gamer shall pay Royal Wins forty percent (40%) of Gross Revenue (defined below) as a monthly revenue share (the “Revenue Share”), where “Gross Revenue” means all related platform competition fees (the User entry fee less the prize pool contribution, resulting in the “Rake” amount) actually received by Good Gamer from users participating in competitions, less 18% deduction for Indian GST.

For Revenue Share that exceeds \$1,000 in any given calendar month, Good Gamer shall pay Royal Wins the Revenue Share within forty-five (45) days following the end of the calendar month in which the applicable Net Revenue was received. For Revenue Share that does not exceed \$1,000 in any given calendar month, Good Gamer will accrue and hold such Revenue Share until the aggregate Revenue Share held exceeds \$1,000, at which time Good Gamer will pay Royal Wins such Revenue Share in the next-occurring calendar month.

On November 26, 2020, RWPL and Yieldy Pty Ltd (“Yieldy”) entered into an agreement (the “Yieldy MOU”) to explore the creation and management of a fungible digital currency to be used within the Royal Wins games eco system. Yieldy is a blockchain and crypto currency developer based in Australia.

NARRATIVE DESCRIPTION OF THE BUSINESS

Revenue Model

Royal Wins’ revenue model for its core product offerings is predicated on 4 mechanisms; drops on wagers, rakes, in app purchases and advertising revenue. Nearly all of RWPL’s revenues during the year-ended June 30, 2020 and the six months ended December 31, 2020 were from drops on wagers, and it expects its revenues to continue to be, generated by drops on wagers in its real-money online gaming offerings.

Royal Wins’ revenues can be influenced by numerous factors, many of which it is unable to predict or are outside of its control, including the impact of seasonality, as described below under the heading “—Seasonality and Other Factors Impacting the Business” and the other risks and uncertainties set forth in this Prospectus under the heading “Risk Factors —Risks Related to the Business”.

Drops on Wagers

All Royal Wins’ games of pure skill allow players to purchase virtual currency with real money (often in US\$). Players make virtual currency purchases using a variety of online payment gateways. This is known as a “deposit”. All deposits are held in our nominated bank account and are not considered as Royal Wins’ revenue until a player places a wager (with purchased virtual currency) and has lost that wager. Losses on wagers are known as “drops”. This represents revenue to Royal Wins.

Rakes

Rakes applies to Royal Wins games run as tournaments. Each contestant is required to pay an entry fee for each tournament entered. Royal Wins takes a 10%-20% rake from entry fees paid. The remaining balance of the entry fee is placed into the Prize Pool for the winning contestant to claim.

In app purchases

Royal Wins allows users to purchase a variety of virtual goods and items from within the gaming native app. These “in-app purchases” are used as game sinks and consist of virtual items such as Arcade Tickets, Game Power Ups, Bonus Game Features, etc. Most in-app purchases provide the user access to additional game content, or assist them in their game play.

Advertising

Advertising and marketing campaigns for Royal Wins are used for 3 main objectives: User Acquisition, Conversion (to a paying player) and Retention. Most advertising and marketing activities are digital and consist of the following core areas:

- Social Media
- Search Engine Marketing & Search Engine Optimisation
- Online Video Advertising Networks
- Digital Ad Networks and Native Ad Networks
- Social Media Influencers and Brand Evangelism
- Email Direct Marketing

Business Strategy of the Company

Royal Wins is focussed on creating long-term shareholder value by building upon its existing key strengths, including enhancing its portfolio of products and services and expanding into new markets, which in return it expects will deliver sustainable, profitable long-term growth. Royal Wins places great emphasis on the customer and its goal is to become one of the world's favorite online gaming destination, which it believes it can achieve by creating positive, winning moments and experiences, and providing fun and engaging interactions with its products and services.

To do this, management seeks certain ongoing, principal strategic initiatives, including:

Strengthening, Expanding and Diversifying its Offerings

Royal Wins has to date derived its revenue from the Kash Karnival platform. Our Non-cash (play for prizes) gaming and tournaments platforms are being launched in 2021

- Kash Royale

Kash Royale is a native mobile app consisting of Royal Wins' pure skill games run as Tournaments. Tournaments can be either Player vs Player, or Leaderboard Tournaments. Kash Royale has the following key features:

1. Each tournament or tournament series will have a minimum number of players required to register before the tournament goes ahead. In some cases there may be a maximum number of players as well.
2. Each player will pay a registration fee per tournament entered.
3. Royal Wins takes a 10%-20% commission on registration fees;
4. Royal Wins will put up a prize pool per tournament. Prizes are either Winner Takes All or Top 3 Places on a Leaderboard will share the prize pool.

Management anticipates that in 2021 Kash Royale will be released as a native iOS and Android app and will specifically target North American markets where cash tournaments are legal without having a gaming license, in addition to other main stream markets that Royal Wins sees fit.

- Arcade Corner

Arcade Corner is a non-cash skill gaming hub featuring pure skill arcade games. Players purchase Arcade Tickets with virtual currency (via in-app purchases). They use these tickets to play a number of arcade games and win or lose tickets depending on their performance. Tickets can be redeemed against real item prizes e.g. collectibles, fashion, gadgets etc., and virtual items such as game packs, power-ups etc.

- Other

Royal Wins intends to expand into the e-sports sector and to that end has entered to agreements with leading e-sports teams management company First Point e-sports and Amuka, Canada's largest e-sports tournament organizer.

Expanding its Geographical Reach and Promoting Regulation of Online Gaming

Royal Wins has a strong presence in regulated markets globally. Key markets are Canada (450,000 subscribers) and South East Asia (600,000 subscribers). Royal Wins is working to build its total player base to between 4 million and 6 million subscribers over the next 24 months¹.

Royal Wins intends to expand its geographical reach by offering its products and services in targeted additional jurisdictions, including through the promotion of the regulation of online gaming in new and emerging markets and potential partnerships or arrangements with existing operators or other third parties, including in the United States and certain countries within South America, Asia (including India) and Eastern Europe. Royal Wins anticipates that these represent significant growth opportunities.

Royal Wins also intends to focus on becoming a market leader in the emerging U.S. online gaming market. As an existing gaming licence holder from the Kahnawake Gaming Commission, Royal Wins is familiar with the licencing process and expects to obtain licences in New Jersey and Nevada. Royal Wins anticipates making application for a license in the United States within the next 12 months.

Royal Wins' current strategy in South America, Asia (including India) and Eastern Europe primarily seeks to promote brand awareness and market development through various on line gaming and land-based efforts, including, as applicable, establishing relationships with existing operators, including business-to-business ("B2B") arrangements, sponsoring local and international brand ambassadors, live events,

Royal Wins' overall strategy to expand its geographical reach includes building relationships with governments and private operators, and working with regulators and government officials to implement regulations beneficial to its customers, the regulating jurisdiction and the industry as a whole.

Continuing to Elevate and Improve the Customer Experience

Royal Wins seeks to become one of the world's favorite online gaming destinations through, among other things, creating winning moments for its customers. It plans to do so through its comprehensive and innovative product offerings and its focus on creating the best customer experience in the industry by concentrating on customer enjoyment, engagement and service as well as its dedication to responsible gaming, security, game integrity and transparency. Royal Wins' customer databases give it unique access to customer data and insight to enhance and improve its product range, content and user experience to further enhance its competitive position.

Royal Wins also plans to expand upon its Artificial Intelligence algorithms that power our pure skill gaming platform. Royal Wins games rely on our algorithms which assess and determines the skill and competency levels of individuals and benchmarks them against the global pool of players. This data then determines progression of the individual at a pace and difficulty level that is commensurate with their ability to continually provide a satisfying experience.

Royal Wins views the safety and welfare of its customers as critical to its business and has made appropriate investments into people and processes to identify and protect vulnerable customers. Accordingly, Royal Wins is committed to effective and useful responsible gaming practices and seeks to provide its customers with the resources and services required to play responsibly, including through a dedicated responsible gaming staff. Royal Wins intends to partner with various responsible gaming organizations that conduct research and offer education and direct counseling for players. These organizations include Adictel in France, GamCare and GambleAware in the UK, the National Council on Problem Gambling in the United States and GamblingTherapy.org worldwide. Royal Wins also promotes its responsible gaming tools, resources and initiatives on its websites and platforms and through other channels.

¹ In house analysis

Pursuing Operational Efficiencies

Royal Wins constantly reviews its fixed cost base to identify areas for improvement that it believes will enhance shareholder value, particularly through the ability to invest in technology and marketing. Royal Wins also implements operational excellence programs from time to time based on certain circumstances. Royal Wins expects to continue to focus on further optimizing its operations to potentially achieve a higher level of efficiency, effectiveness and quality throughout the organization. Royal Wins also continuously assesses and monitors the overall impact and performance of these initiatives.

Marketing and Customer Acquisition Strategy

Royal Wins digital marketing strategy for customer acquisition, conversion, retention, activation and re-engagement can be broken up into the following activities:

Facebook Ads

1. Targeting by Look-Alike Audiences.

Lookalike audiences is a Facebook segmentation tool that finds users whose demographics and interests are similar to those of our existing followers. It's easy to create and implement, making them an extremely powerful marketing tool for efficiently finding high-converting users.

2. Targeting by Interest

Interests (Keywords) are similar to Google SEM and ASO. Royal Wins uses the same keyword base which contains high-frequency keywords and industry-related keywords.

3. Facebook Ads, Messenger Inbox and Messenger Stories.

Ads can be placed as banner, interstitial, native, rewarded videos or in-stream video ads.

Google Ads

Google ads will be mainly via YouTube and Display Network as they have the most significant traffic.

Native Ads

Various other social media sites are potential sources for new customers. Royal Wins will run ads on sites such as Snapchat, Tik Tok and Pinterest.

Ad Networks

Royal Wins utilizes a variety of mobile ad networks that cover a wide spectrum of the mobile app market e.g. Unity Ads, AdMob, AppLovin, Mobvista, Iron Source, AppNext, etc.

Apple Search Ads

Apple Search Ads is currently open at 7 storefronts: Australia, Canada, Mexico, New Zealand, Switzerland, UK and United States. The pricing model is via Cost per Tap (CPT). Key factors that determine Apple Search Ads costs are:

1. Conversion (to paying customers).
2. Keywords competitiveness. Two elements that influence competition are keyword relevancy and volume.
3. Targeting. Apple Search Ads campaigns targeted at different audiences will have different CPTs.
4. Scheduling. Apple Search Ads costs may vary depending on weekday and time.
5. Relevance. Trying to run ads for the keywords irrelevant to your app is useless.

Email Direct Marketing (EDM)

Royal Wins EDM campaigns are utilized specifically for announcements, engagement, re-activation, and promotional campaigns.

PR, Branding & Digital Agencies

Royal Wins engages a variety of PR, Branding and Digital third party agencies to drive buzz marketing, brand evangelism and rapid product awareness campaigns for specific results. This may also include influencers, bloggers and high profile sponsors.

Competition

The industries in which Royal Wins currently operates are highly competitive, constantly evolving and subject to regulatory and rapid technological change. Royal Wins faces significant competition in all aspects of its business and competes for customers with other online (including mobile) and land-based gaming and interactive entertainment developers and operators based on many factors, including the quality of the customer experience, brand awareness, reputation, security, integrity and access to other distribution channels. Although Royal Wins believes that it competes favorably, its competitors could develop more compelling product offerings, services or content, which could adversely affect Royal Wins' ability to attract and retain customers. As Royal Wins introduces new product offerings, its existing products evolve, or other companies introduce new product offerings or merge with competitors into larger entities, Royal Wins may become subject to additional and/or more intense competition. Royal Wins' competitors, whether known or unknown, may also take advantage of large user and customer bases, networks through social networks, and third- party relationships to grow rapidly.

Royal Wins' ability to compete effectively with its competitors is based on a number of factors, including its ability to: (i) maintain its strong reputation among its customers and global brand awareness, (ii) maintain appropriate liquidity in real money gaming, and continue to grow its large customer base and customer engagement across existing and new lines of operation, (iii) provide comprehensive and varied gaming and entertainment offerings at competitive prices, (iv) provide a superior customer experience, including through appropriate responsible gaming policies and related customer support tools, promotions, incentives, features, customer protections, and effective software development and efficient back-office infrastructure, customer service, payment processing, security and integrity, as applicable, (v) develop product offerings designed for distribution across multiple channels and to new, large audiences with superior functionality and efficient implementation, including through the use of innovative architecture and technologies that Royal Wins believes will result in a higher degree of customer acceptance and player preference, (vi) successfully promote the regulation of online gaming, and maintain its existing and obtain new licenses or approvals to operate and offer online gaming in existing and new jurisdictions, as applicable, and (vii) maintain a strong culture of environmental, social and corporate responsibility.

Technology Infrastructure, Supply Chain Management and Research and Development

Royal Wins believes its continued focus on and investment in its technology is important to its future, supporting its plans to grow its active customer base and increase the monetization of customers through investment in new products, content and personalization. It believes that its investment to date has yielded a scalable infrastructure with a robust, high-performing platform that gives it the ability to replicate its offerings across multiple jurisdictions. Royal Wins' product development philosophy is focused on the customer with continuous innovation in creating and improving its product offerings.

Responsible and Safer Gaming

Royal Wins views the safety and welfare of its customers as critical to its business and has made appropriate investments into people and processes to identify and protect vulnerable customers. Accordingly, Royal Wins is committed to effective and useful responsible gaming practices and seeks to provide its customers with the resources and services they need to play responsibly, including through its dedicated responsible gaming staff. These practices, resources and services include deposit limits, table and game play limits, voluntary restrictions on access to and use of certain games, temporary self-exclusion and cooling off periods, voluntary permanent exclusions from Royal Wins' offerings, sites and applications, and where relevant activity monitoring, including through the use of indicator reports and data science technology.

Royal Wins' commitment to customers' welfare, best-in-class customer experience, fair and transparent player ranking and match-making practices as well as the overall integrity of the cash-based competitive gameplay is unwavering. This commitment is reaffirmed not only through voluntary development and implementation of algorithms and mechanisms that allow customers to play responsibly but also through active membership in the Skill Integrity Council (SIC). The Skill Integrity Council is a non-profit self-regulatory organization specifically focused on the oversight and governance of monetized competitive Peer-to-Peer (P2P) Gameplay.

As a core member of the Skill Integrity Council, Royal Wins' will be at the forefront, and among the industry leaders, who shape the emerging standards and best practices aimed at ensuring fairness, transparency, integrity, safety and scalability of the monetized esports and gaming industry. As such, Royal Wins will have the opportunity to contribute to, and influence, the development of such standards, norms and public perceptions of the sector as a whole. Other tangible and practical benefits resulting from this membership include, but are not limited to:

1. Platform integrity analysis and the Skill Integrity Council's Game Certification signifying that the game was tested and verified as a solely skill-based competitive gameplay that excludes any meaningful elements of chance
2. Participation in national events, regional committees and other happenings concerning the sector (currently, the US and Canada)
3. Access to premium educational resources on safe and responsible gaming, legal opinions, technical articles and other industry-specific topics
4. Opportunities for various costs reductions such as lower rates on payment processing through major payment processors, reduction of risk and potential costs associated with disputes and litigation
5. Improved brand image and public perception for Royal Wins' and its brand assets, and more

Although, today the Skill Integrity Council is primarily focused on the North American market (predominantly the US and Canada) members of the Council also enjoy access to a wide network of international partners and resources. The access to this global network will favourably position Royal Wins and enable further contribution to promoting governance and oversight of skill gaming and expansion to new and emerging geographic markets.

Markets and Customers

Royal Wins target market comprises mostly Millennials/Gen Xers who grew up on video games, play casual games on their phones and are looking for excitement that isn't provided through traditional models of gambling (e.g. poker, slots, etc.). We can group them into 3 distinct groups:

Millennial/Gen X Working Woman:

45% of US gamers are women. The average female gamer is 36 years old. In 2020, mobile gamers spent on average 23 minutes playing games every day.²

Given that normal avenues for experiencing excitement are still out of bounds due to Covid-19 (e.g. travel, nightlife, etc.) and the retention rate of typical mobile games is 1% per/month³, Royal Win's app, Kash Karnival, offers the opportunity for these mobile gamers to bring some excitement to the generic mobile gaming space.

Veteran PC Gamer:

PC gamers make up 23% of the global gaming community in 2020 and many titles have eSport tournaments that are watched by millions (e.g. Dota 2, League of Legends, Counter Strike: Global Operations). These gamers have

² <https://www.statista.com/statistics/722259/world-gamers-by-age-and-gender/>

³ www.gameanalytics.com

shown an appetite for wagering: the eSports betting market has doubled since 2016, from ~US\$6 billion to ~US\$12 billion.⁴

These gamers are multi-platform gamers: over 59% of gamers play on 2 or more platforms (typical mobile + PC or console). Casual games offer gaming opportunities to these players in parts of the day where they don't have to commit 2-3 consecutive hours in gameplay (with the added benefit that casual games can be paused). For those gamers who are already comfortable, even excited, with betting on eSports, wagering on one's own skill in a casual game is not a bridge too far to cross.

Gen X Gamer:

Gamers in their 40's and 50's are familiar with arcade/puzzle games (as they grew up during the growth years of arcade games) with the disposable income to gamble regularly. 82% of US Gen Xers gamble and given they are more tech-savvy & open to online gambling than the generation before them, they have the potential to be high-value customers of Royal Wins.⁵

The Gen X gamer also represents a significant part of the mobile gaming market: 19% of mobile gamers. The top 3 game genres of female Gen X gamers are Puzzle (55%), Card/Casino (48%) and Arcade (34%) according to a 2019 study. These are the most prolific games on the mobile platform and the games that Royal Wins integrates its wagering mechanics with.⁶⁷

The Royal Wins' Point of Difference

The difference between a good game and a great game is its ability to harness 'flow'. Psychologist Mihaly Csikszentmihalyi established work on "the optimal experience state" (also called 'flow') is important in explaining how & why games are so popular. Of the several conditions that are required for flow, a critical one is the balance between challenge & skill: Too challenging? The player gets frustrated. Too easy? The player gets bored.

There is a well-known psychological bias known as Selective Recall: we are more likely to remember our wins (and talk about it with others) than our losses. Royal Wins is all about hyper-charging the Win: making it larger than life when we pay out.

By positively reinforcing player wins, we are able to drive positive brand perception while increasing revenue (through increased frequency) overall through our RTP algorithms. These algorithms give us the ability to regularly adjust the difficulty settings for different users based on their skill level. These algorithms also enable us to balance the payouts depending on the skill of the player.

Seasonality and Other Factors Impacting the Business

Player activity is generally affected by the following seasons:

1. Festive seasons;
2. Public & school holidays;
3. Pay day;
4. Sporting events e.g. Olympics, World Cup;
5. Other major events whereby Royal Wins utilizes guerilla tactics to piggy back off such events to market and promote in-game events.

⁴ <https://www.statista.com/statistics/748072/number-pc-gamers-world-platform/>

⁵ e Entertainment Software Association (ESA), *2019 Essential Facts About the Computer and Video Game Industry* May, 2019

⁶ Ibid

⁷ <https://www.statista.com/statistics/1104713/most-popular-video-games-female/>

Other factors affecting the business are:

1. Disposable income;
2. Casual and hyper casual gaming audience;
3. Android/iOS penetration;
4. Minimum spec. mobile device penetration ;
5. Economic cycles (For example the Covid-19 pandemic saw a 50% increase in activity in Royal Wins games.)

Regulatory Environment

General

The operation of online (including mobile) real-money betting and gaming in jurisdictions with a legal and regulatory framework covering those activities is typically subject to extensive approval, regulation and monitoring by various federal, state, provincial and other responsible local authorities (collectively, “gaming authorities”). Applicable gaming laws generally require Royal Wins to undergo extensive due diligence and demonstrate its suitability to obtain a gaming license from the responsible gaming authorities.

The criteria used by gaming authorities to make determinations as to the suitability of an applicant to conduct gaming varies among jurisdictions, but generally requires extensive and detailed application disclosures followed by a thorough investigation. Gaming authorities have broad discretion in determining whether an applicant should be found suitable to conduct gaming. When determining to grant a gaming license to an applicant, gaming authorities generally consider: (i) the financial stability, integrity and responsibility of the applicant (including verification of the applicant’s sources of funding); (ii) the quality and security of the applicant’s online real-money gaming platform, hardware and related software, including the platform’s ability to operate in compliance with local regulation, as applicable; (iii) the applicant’s past history; (iv) the applicant’s ability to operate its gaming business in a socially responsible manner; and (v) in certain circumstances, the effect on competition.

As a regulated entity, Royal Wins is subject to various conditions and requirements under its gaming license. Typical conditions generally include (i) adherence to the various laws, regulations and codes of conduct to which Royal Wins’ licensed entities are subject, (ii) maintenance of strong corporate governance standards, (iii) filing periodic reports with gaming authorities, and (iv) reporting material events affecting Royal Wins’ business, including suspicious activity reports related to anti-money laundering and terrorist financing and sanctions imposed by gaming authorities elsewhere. The requirement to file periodic reports, as well as the contents and frequency of such reports, varies by gaming license. If required, periodic reports generally must be filed quarterly or annually, and must contain certain information, metrics, details or audit findings related to revenues and other financial information, specific games or activities, anti-money laundering and terrorist financing activities, player complaints/disputes and information and data security.

In November 2019, RWPL became the first company globally to be granted an online gaming licence to operate its pure skill games for real money by the Kahnawake Gaming Commission in Quebec, Canada. This license has a term of five years and is currently in good standing.

The benefits of getting a gambling license are significant. It allows the holder to legally operate an online gaming business while enjoying cooperation with the industry’s most popular game developers and payment system providers. The Kahnawake online gaming license carries a number of benefits for the operator including but not limited to; establishing and registering a gambling company, opening bank accounts, and setting up legitimate online gaming operations. Possession of a gaming licence also allows Royal Wins to place our gaming apps on the Apple App store, advertisements and teasers on Facebook, Twitter and Instagram and be available for download on many Android platforms.

Most significantly, a gaming licence provides a level of credibility and legitimacy to Royal Wins that cannot be quantified in monetary terms

The requisite filings with respect to the Acquisition have been made to the Kahnawake Gaming Commission.

Regulatory Strategy

Royal Wins seeks to ensure that it obtains all available lawful gaming licenses necessary to offer its product offerings in the jurisdictions in which it operates, where its customers are located and/or where it is otherwise required to do so. In particular, Royal Wins intends to seek licensure with respect to each of the USA and European Union member states if and when such member states introduce their own independent regulatory and licensing regimes compliant with European Union law. Outside of the European Union, Royal Wins anticipates there may be a potential for the regulation of online gaming, including with respect to shared liquidity, and that this may result in potential licensing or partnerships with private operators in various jurisdictions. Royal Wins supports the regulation of online gaming, including licensing and taxation regimes and pooled poker liquidity, which it believes will promote sustainable online gaming markets that are beneficial for consumers, governments and the citizens of the regulating jurisdiction, operators and the gaming industry as a whole. Royal Wins expects to continue to invest substantial resources into these efforts, particularly in markets that management believes may in the future have the greatest impact on its business. Royal Wins strives to work with applicable governmental authorities to develop regulations that it expects would protect consumers, encourage responsible gaming, ensure reasonable levels of taxation, promote regulated gameplay and keep crime and the proceeds of crime out of gaming. Royal Wins also strives to be among the first licensed operators to obtain gaming licenses and provide online gaming to customers in newly regulated jurisdictions, in each case to the extent it would be in furtherance of Royal Wins' business goals and strategy and in compliance with its policies and procedures.

Intellectual Property

Skill based gaming is a form of electronic gaming, in which the return to players is based at least partly upon the skill of the player. In Royal Wins' case the return to player is completely based on the skill of the player (Pure Skill Games). (This is in contrast to conventional slot games, in which the software is configured to ensure that no possible skill or technique used by the player influences the game outcome, only chance.)

One particular difficulty faced by game designers and operators is that the RTP may be very volatile. A large number of highly skilled players on a strongly skill based game may result in a very high RTP, exceeding 100% of wagers. On the other hand, if a game is predominantly played by relatively low skilled players, the RTP may be very low. The latter is not desirable, as players may become discouraged and not continue to play the game. These issues are not faced by a purely chance driven game, as the game mathematics are known and fixed, and over time will return statistically at the planned level. In a skill based game, the designer can only estimate the difficulty, so that the same certainty of overall outcomes for the operator cannot be guaranteed with mathematics alone.

Royal Wins has substantially overcome this conundrum by developing skill balancing algorithms in which RTP volatility can be managed on a continuous basis.

In broad form, Royal Wins has developed a system in which a sample of game outcomes over time is assessed for the RTP achieved. If it is too high or too low, game parameters are changed for a period to compensate for the low or high RTP. This process accordingly allows for the RTP to be managed while a skill based game is in operation. According to one aspect, the present invention provides a method of automatically managing RTP within a multiplayer electronic gambling game, the game including at least a component of skill and a random component, wherein players make wagers and play the game, the game having one or more game play parameters which can be adjusted, wherein the average RTP of the game over a plurality of players is determined, and in response to the determined average RTP, the game play parameters are adjusted to increase or decrease the expected RTP. Implementations of the present invention allow for the RTP to be averaged over many players, and in response, the game parameters to be adjusted, so that a desired RTP can be approached. This allows for more predictable financial outcomes for an operator of skill based games, particularly those with a large skill component.

Royal Wins algorithms and RTP system were audited and certified by Itech Labs and subsequently reviewed by Dr Dan Sahl, Director, Centre for Gaming Innovation, International Gaming Institute at the University of Nevada, Las Vegas.

Business Objective and Milestones

Royal Wins has developed following business objectives for the next 12 months:

Objectives and Milestones	Month (2021/2022)
Launch 4 new games	End April
Conduct Major social media marketing campaigns across FB, Inst, Twitter, TikTok	May
Acquire game design studios	June
Launch Arcade Corner (Non cash platform)	July
Launch Kash Royale (Tournaments platform)	July
Entry into US market	August
JV partnership with mainland China streaming platform	Sept
Launch card game portfolio including Rummy	Oct
Launch board game portfolio including Winning With Words	Nov
3 Million Customers Target	Dec
Launch esports tournament platform	Feb
Enter terrestrial gaming	Mar

As of March 31, 2021, the Issuer has available funds assuming conversion of the Subscription Receipts of approximately \$4,361,604 assuming the Escrowed Funds are released to the Issuer. The principal sources of those funds are as follows:

Funds Available	Amount (\$)
Working capital of Issuer as at March 31, 2021	639,903
Working capital of RWPL as at March 31, 2021	327,606
Net Proceeds from the Subscription Receipts Placement	3,619,095
Transaction costs	(225,000)
Funds Available to the Issuer	4,361,604

The table set forth below contains a detailed break-down of the proposal principal uses for the estimated funds available over the next twelve months:

Proposed use of funds	Amount (\$)
Operational Expenses	530,454
Staff/Employee Costs	654,345
Head Office & Reporting Issuer Expenses	360,000
Product Development & Implementation Costs	470,529
Customer Marketing & Acquisition Costs	1,800,000
Subtotal	3,815,328
Unallocated working capital	546,276
Total funds available	4,361,604

The Issuer intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary. Use of net proceeds will be subject to the discretion of Management.

DIVIDENDS AND DISTRIBUTION

The Issuer has neither declared nor paid any dividends on the Issuer Shares since its inception. The Issuer intends to retain its earnings, if any, to finance growth and expand its operations and does not anticipate paying any dividends on the Issuer Shares in the foreseeable future.

SELECTED FINANCIAL INFORMATION

The following table sets forth selected financial information for the Issuer, summarized from its audited financial statements for the years ended December 31, 2019 and December 31, 2020. This selected financial information should be read in conjunction with the Issuer's financial statements, including the notes thereto, which are attached to this Prospectus as Appendix "A".

	As at / year ended December 31, 2019 (Audited) \$	As at / year ended December 31, 2020 (Audited) \$
Total expenses	44,500	308,030
Cash	1,687	592,267
Total assets	7,101	942,336
Shareholder's equity (deficiency)	(89,837)	884,904

The following table sets forth selected financial information for RWPL, summarized from its audited financial statements for the year ended June 30, 2020 and its interim financial statements for the six-month period ended December 31, 2020. This selected financial information should be read in conjunction with the Company's financial statements, including the notes thereto, which are attached to this Prospectus as Appendices "B" and "C".

Consolidated Results and Earnings for RWPL

	Three Months Ended December 31		Six Months Ended December 31		Fiscal Year Ended Year Ended June 30 (audited)	
	2020	2019	2020	2019	2020	2019
	(in AUD\$)					
Revenues	237,008	-	456,391	-	305,522	294,732
Expenses						
Selling, general & administrative	236,680	302	326,412	701	1,384,994	1,801,310
Other	384,860	132,205	635,307	334,741	101,217	1,051,254
Operating (Loss) Profit	(384,532)	(132,507)	(505,328)	(335,442)	(1,180,689)	(2,557,832)
Provision for Income Taxes	-	-	-	-	-	-
Net (Loss) Income	(384,532)	(132,507)	(505,328)	(335,442)	(1,180,689)	(2,557,832)

Consolidated Statements of Financial Position for RWPL

	As at December 31	As at June 30 (audited)	
	2020	2020	2019
	(in AUD\$)		
Current assets	618,117	366,908	94,303
Property, plant and equipment, intangible assets and intellectual property	33,504	59,131	60,008
Total Assets	651,621	426,039	154,311
Current liabilities	567,641	244,024	243,103
Long-term debt	-	-	-
Other non-current liabilities	-	-	-
Total Liabilities	567,641	244,024	244,103
Shareholders' (Deficiency) Equity	83,980	182,015	(88,792)
Net Working Capital (Deficiency)	50,476	122,885	(148,800)

PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

The following selected financial information is subject to the detailed information contained in the financial statements of the Issuer and RWPL and the proforma consolidated financial statements of the Issuer assuming the Acquisition had been completed on January 1, 2020 and notes thereto appearing elsewhere in the Prospectus. The selected financial information is derived from and should be read in conjunction with: (i) the Issuer's audited annual financial statements for the years ended December 31, 2020 and 2019; and (ii) RWPL's audited financial statements for the years ended June 30, 2020 and 2019; (iii) RWPL's unaudited financial statements for the six months ended December 31, 2020; and (iv) the proforma consolidated financial statements of the Issuer as of December 31, 2020 along with the Management Discussion and Analysis included in this Prospectus.

Pro Forma Consolidated Results and Earnings

	Fiscal Year Ended December 31 2020
Revenues	735,271
Operating Expenses	
Selling and Administrative Expenses	1,713,201
Other Expenses	609,970
Total Operating Expenses.....	2,323,171
Operating Loss	(1,584,451)
Listing Costs	8,623,348
Net Loss.....	(10,207,799)
Loss Per Share.....	(0.0723)

Pro Forma Consolidated Statements of Financial Position

As at December 31, 2020	Issuer \$	RWPL \$	Pro Forma Adjustments \$	Pro Forma \$
Balance Sheet				
Current asset	942,335	607,904	4,007,795	5,558,034
Total assets	942,336	640,855	4,007,794	5,590,985
Current liabilities	27,432	558,262	(277,964)	307,730
Total liabilities	57,432	558,262	(277,964)	337,730
Shareholders' Equity (deficiency)	884,904	82,592	4,285,758	5,253,255

MANAGEMENT'S DISCUSSION AND ANALYSIS

See Appendix "A1" for the Issuer's Management's Discussion and Analysis for the years ended December 31, 2020 and 2019.

See Appendixes "B2" and "C2" for RWPL's Management's Discussion and Analysis for the years ended June 30, 2020 and 2019 and the six months ended December 31, 2020 and 2019 respectively.

Certain information included in the Management's Discussion and Analysis is forward-looking and based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See "Caution Regarding Forward-Looking Statements" for further detail.

Related Party Transactions

The Issuer is billed a monthly fee of \$2,750 (plus applicable HST) by a company controlled by a director for administrative services including the corporate secretary, the services of the CFO, office rent and regular administrative functions. In March 2020, Grove Corporate Services Limited ("GCS") agreed to waive all management and accounting fees during the COVID-19 pandemic as of March 1, 2020 and for a maximum period of nine months. Effective October 1, 2020 GCS resumed billing to the Issuer at a revised rate of \$8,250 per month including \$1,000 towards rent reflecting the increased administrative costs due to the Issuer's increasing business activities. During the year ended December 31, 2020, the Issuer incurred total fees of \$20,000 (2019 - \$33,000).

In June 2018, the Issuer was provided a loan from BII, a company controlled by a director and officer in the amount of \$15,000. BII advanced further funds in July and September 2018 which amounted to \$27,500 as at June 30, 2020. The loan was due on demand, unsecured and bore interest at 3% per annum with such amount included in the statements of net loss and comprehensive loss. On June 30, 2020, the Issuer issued BII 2,911,652 Issuer Shares at a deemed price of \$0.01 (for a total amount of \$29,117 towards the total loan amount). This transaction was exempt from the minority approval and valuation requirements of MI 61-101 pursuant to the exemptions contained in 5.5(g) and 5.7(e) of MI 61-101. The independent director of the Issuer approved this transaction.

On July 5, 2018, the Issuer issued an aggregate of 2,000,000 stock options to GCS exercisable at \$0.025 per share for a period of up to 36 months from the issuance date of July 5, 2018.

On June 30, 2020, the Issuer issued GCS 1,063,120 Issuer Shares at a deemed price of \$0.01 (for a total amount of \$10,631) to pay accrued management fees. This transaction was exempt from the minority approval and valuation requirements of MI 61-101 pursuant to the exemptions contained in 5.5(g) and 5.7(e) of MI 61-101. The independent director of the Issuer approved this transaction.

During the third quarter for 2020, the Issuer was billed a monthly fee of \$5,000 (plus applicable HST) by Grove Capital Group Ltd., a company controlled by a director, for corporate advisory and management services. During the year ended December 31, 2020, the Issuer incurred total fees of \$30,000 (2019 - \$nil).

Changes in Accounting Policies Including Initial Adoption

The preparation of financial statements in accordance with IFRS requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. Management evaluates the estimates periodically. Actual results may differ from these estimates by material amounts.

DESCRIPTION OF THE SECURITIES

Common Shares

The Issuer is authorized to issue an unlimited number of Issuer Shares, of which, as of the date of this Prospectus 99,672,284 Issuer Shares are issued and outstanding as fully paid and non-convertible. Holders of Issuer Shares are entitled to vote at meetings of shareholders, share equally in the remaining property of the Issuer upon liquidation, dissolution or winding up, subject to rights, privileges, restrictions and conditions attaching to other class of shares, and, subject to rights of First Preferred Shares, to receive dividends if, as and when declared by directions of the Issuer.

First Preferred Shares

The Issuer is also authorized to issue an unlimited number of First Preferred Shares without par value, issuable in series with special rights and restrictions attached, none of which are issued and outstanding as of the date of this Prospectus and none of which are proposed to be issued in connection with either the Transaction.

Subscription Receipts

On March 5, 2021 the Issuer issued 12,971,665 Subscription Receipts priced at \$0.30 per Subscription Receipt. Each Subscription is convertible into one Unit once the Escrow Conditions have been met. Pursuant to the Subscription Receipts Agreement dated February 26, 2021 between the Issuer and the Subscription Receipts Escrow Agent, 100% of the gross proceeds are held in escrow until the Escrow Conditions have been met.

Warrants

The Issuer has 6,833,340 2020 Warrants outstanding. They were issued between October 30, 2020 and December 11, 2020 in conjunction with a non-brokered private placement offering of 13,666,666 units of the Issuer priced at \$0.075 per unit for aggregate gross proceeds of \$1,025,000. The Issuer also has 1,106,116 Private Placement Warrants outstanding. They were issued on February 26, 2021 in conjunction with the closing of the Unit Placement on the issuance of 2,212,332 Units priced at \$0.30 per Unit for gross proceeds of \$663,700. In addition, a further 6,485,833 Private Placement Warrants are reserved for issuance on the conversion of the Subscription Receipts. The Issuer has also issued 149,263 broker warrants were issued in relation to the Unit Placement and reserved for issuance 908,017 broker warrants to be issued upon conversion of the Subscription Receipts for a total of 1,057,280 broker warrants. Each broker warrant is exercisable on the same terms as the Private Placement Warrants.

Date of expiry	Type	Number	Weighted average exercise price (\$)
December 10, 2021	Warrant	6,833,333	\$0.10
February 26, 2023	Warrant	1,106,116	\$0.40
March 5, 2023	Warrant ⁽¹⁾	6,485,832	\$0.40

Date of expiry	Type	Number	Weighted average exercise price (\$)
February 26, 2022	Broker Warrant	149,263	\$0.40
March 5, 2023	Broker Warrant ⁽¹⁾	908,017	\$0.40

Note:

(1) Will be issued on conversion of Subscription Receipts.

OPTIONS TO PURCHASE SECURITIES

The Issuer granted 2,000,000 stock options to GCS in 2018 exercisable at \$0.025 per share until July 5, 2021. On December 15, 2020, the Company granted 7,500,000 stock options to consultants and advisors. These options vest in allocations of 25% of the total on each of March 15, 2021; June 15, 2021; September 15, 2021 and December 15, 2021 and, once vested, are exercisable at \$0.075 per share until December 15, 2022. On December 15, 2020 the Company granted 2,000,000 stock options to management, consultants and insiders. These options are exercisable at \$0.075 per share until December 15, 2025. None of these options were granted pursuant to the Issuer's stock option plan.

The Issuer has now adopted a stock option plan pursuant to which Issuer Options may be granted to executive officers, directors, employees and consultants. The plan allows for the issuance of up to 10% of the issued and outstanding common shares. The text of the Issuer's stock option plan is attached hereto as Appendix "F".

As of the date of this Prospectus, the Issuer has granted Options as set out in the table below:

Holder	Number of Shares Under Option/Warrant	Exercise Price	Expiry Date	Vesting
Grove Corporate Services Ltd.	2,000,000	\$0.025	July 5, 2021	100%
Directors and Officers	1,200,000	\$0.075	December 15, 2025	100%
Consultant	800,000	\$0.075	December 15, 2025	100%
Consultants and Advisors	7,500,000	\$0.075	December 15, 2022	25% every three months commencing on the date of grant

PRIOR SALES

Since the date of its incorporation, the Issuer has issued the following:

Date	Type of Security	Number of Issuer Shares	Method of Sales	Price per Common Share
April 5, 2018	Common Share	4,999,992	Granted to the shareholders of Telferscot pro-rata based on their shareholding of Telferscot	\$0.0000002
June 30, 2020	Common Share	3,974,772	Shares for debt	\$0.01
October - December, 2020	Common Share	13,666,666	Private Placement	\$0.075
February 26, 2021	Common Share	2,212,332	Private Placement	\$0.30
April 1, 2021	Common Share	71,042,650	Acquisition of RWPL	\$0.30
April 1, 2021	Common Share	3,775,872	Finder's Fee	\$0.30
Sub-Total		99,672,284		
March 5, 2021	Subscription Receipts	12,971,665	Private Placement – Subscription Receipts ⁽¹⁾	\$0.30
Expected May 15, 2021	Common Share	4,474,761	Second Step	\$0.30
Total		117,118,710		

Note:

(1) To be issued on conversion of Subscription Receipts.

The following table summarizes the details of the issuance of securities of RWPL during the twelve-month period prior to the date of the Acquisition.

Date	Description of Securities	Number of Securities	Issue price per security
09/04/20	Ordinary	2,000,000	\$0.10
09/04/20	Ordinary	500,000	\$0.20
16/04/20	Ordinary	110,000	\$0.20
16/04/20	Ordinary	150,000	\$0.20
28/04/20	Ordinary	50,564	\$0.20
01/05/20	Ordinary	32,825	\$0.20
01/05/20	Ordinary	32,825	\$0.20
11/05/20	Ordinary	65,390	\$0.20
19/05/20	Ordinary	54,575	\$0.20
23/06/20	Ordinary	143,000	\$0.20
23/07/20	Ordinary	250,000	\$0.20
23/07/20	Ordinary	499,950	\$0.20
07/09/20	Ordinary	88,763	\$0.20
07/09/20	Ordinary	88,763	\$0.20
01/10/20	Ordinary	173,050	\$0.20
19/10/20	Ordinary	1,059,151	\$0.10
28/10/20	Ordinary	1,000,000	\$0.10
18/01/21	Ordinary	4,204,084	\$0.20
11/03/21	Ordinary	6,800,000	\$0.08 ⁽¹⁾
Total		17,432,940	

Note:

(1) Shares issued to CEO as a result of Long-term Compensation Plan

CONSOLIDATED CAPITALIZATION

The following table sets out the share capitalization of the Issuer as of the date of this Prospectus:

Designation of Security	Amount authorized or to be authorized	Amount outstanding after on December 31, 2021 after giving effect to the Unit Placement, the Subscription Receipts Placement, the Acquisition and the Finder's Fee
Common Shares	Unlimited	99,672,284
Preferred Shares	Unlimited	Nil
Options	11,500,000	11,500,000
Options	10% of the outstanding Issuer Shares	Nil
Subscription Receipts	Unlimited	12,971,665 ⁽¹⁾
Warrants	Unlimited	8,088,769

Note:

(1) If the Subscription Receipts are converted a further 908,017 Broker Warrants will be issued.

FULLY DILUTED SHARE CAPITAL

The following table sets out the anticipated fully diluted share capital of the Issuer as of the date of this Prospectus.

	Number of Securities Issued or Reserved as of the closing of the Transaction	% of total issued and outstanding as of the closing of the Transaction
Shares to be Issued		
Issuer Shares issued at the date of Prospectus	99,672,284	85.10%
Issuer Shares issuable on the conversion of the Subscription Receipts	12,971,665	11.08%
Issuer Shares to be issued on closing of the Second Step	4,474,761	3.82%
Total Issuer Shares to be issued	117,118,710	100.00%
Issuer Shares to be issued on exercise of outstanding Warrants including in respect of the Warrants issuable on the conversion of the Subscription Receipts and Broker Warrants with respect to the 2021 Placements	15,482,619	57.38%

	Number of Securities Issued or Reserved as of the closing of the Transaction	% of total issued and outstanding as of the closing of the Transaction
Issuer Shares to be issued on exercise of outstanding options	11,500,000	42.62%
Total Issuer shares reserved for issuance upon exercise	26,982,619	100%
Fully diluted issued and outstanding	144,101,329	100%

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

The CSE Escrow Shares

The CSE Escrow Shares will be held in escrow pursuant to the CSE Escrow Agreement. There are to be [●] Issuer Shares to be held in escrow. These are held in escrow as required by CSE policy on completion of the Transaction. The CSE Policies required that escrowed securities are subject to an escrow agreement pursuant to NP 46-201.

The CSE Escrow Shares are to be subject to the release schedule set out in the form of escrow required by section 1.8 of Policy 8 – Fundamental Changes of the CSE. Ten (10%) percent of the CSE Escrow Shares are to be released upon the date of listing on the CSE and an additional 15% are to be released every 6 months thereafter until all CSE Escrow Shares have been released (36 months following the date of listing on the CSE).

The CSE Escrow Agreement provides that the CSE Escrow Shares are held in escrow pursuant to its terms and the beneficial ownership thereof may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without the prior written consent of the CSE. In the event of the bankruptcy of an escrow shareholder, provided the CSE does not object, the CSE Escrow Shares held by such escrow shareholder may be transferred to the trustees in the bankruptcy or such person legally entitled to the CSE Escrow Shares which shares will remain in escrow subject to the escrow agreement. In the event of the death of an escrow shareholder, provided the CSE does not object, the CSE Escrow Shares held by the escrow shareholder will be released from escrow.

The Voluntary Escrow Shares

Certain early investors in the Issuer or in RWPL have agreed to certain sale restrictions on their Issuer Shares. The Voluntary Escrow Shares will be subject to an escrow or lock-up and held by Capital Transfer Agency to be released in equal amounts three months, six months and twelve months from the Listing Date. There are to be [●] Issuer Shares to be subjected to these release terms.

PRINCIPAL SECURITYHOLDERS

To the knowledge of the Issuer's directors and executive officers, the no person beneficially owns or exercises, directly or indirectly, control or discretion over Issuer Shares carrying more than 10% of the votes attached to the Issuer Shares other than those noted below.

Name of Shareholder	Number of Shares	Percentage of Total Issuer Shares to be Issued
Robert Fong	24,623,567	21.02%
Lukie Ali	12,721,592	10.86%

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets out the name, municipality and province of residence, of each Director and Executive Officer of the Issuer together with, current principal occupation, and the number and percentage of the Issuer Shares which will be beneficially owned, directly or indirectly, or over which control or direction is proposed to be exercised.

Name of Municipality of Residence ⁽¹⁾	Position held ⁽²⁾	Principal Occupation for the Past Five Years ⁽³⁾	Number of Issuer Shares held	Percentage of class ⁽⁴⁾
PETER GAN Sydney, NSW, Australia Age: 53	Chief Executive Officer & Director	CEO of RWPL	8,650,000 ⁽⁷⁾	7.39%
ROBERT FONG Maroubra, NSW, Australia Age: 44	Chief Operating Officer & Director	COO of RWPL	24,623,567 ⁽⁷⁾	21.02%
LUKIE ALI Ryde, NSW, Australia Age: 41	Chief Technology Officer	CTO of RWPL	12,721,592	10.86%
GEOFF KRITZINGER Toronto, Ontario Canada Age: 61	Chief Financial Officer	Chartered Professional Accountant	64,000	0.005%
CATHERINE BECKETT Whitby, Ontario Canada Age: 60	Corporate Secretary	Manager of Corporate Affairs, Grove Corporate Services Ltd.	Nil	N/A
DANIEL FUOCO Vaughan, Ontario Canada ⁽⁵⁾⁽⁶⁾ Age: 61	Director	President & CFO, Danville Consulting Inc.	Nil	N/A
JUN HE ⁽⁵⁾⁽⁶⁾ Markham, Ontario Age: 51	Director	Managing Partner Bright Mega Capital	1,893,120	1.62%
STEPHEN COATES ⁽⁵⁾⁽⁶⁾ Toronto, Ontario Canada Age: 49	Director	Principal, Grove Capital Group Ltd.	745,924 ⁽⁸⁾	0.63%

Notes:

- (1) Information as to age, municipality of residence, principal occupation, securities beneficially owned or over which a director or officer exercises control or direction has been furnished by the respective individuals as of the date of this Prospectus.
- (2) The term of office of each of the directors expires on the earlier of the Issuer's next annual general meeting or upon resignation. The term of office of the officers expires at the discretion of the directors.
- (3) See "Management and Key Personnel" for additional information regarding the principal occupations of the Issuers directors and officers.
- (4) Based on 117,118,710 Issuer Shares projected to be outstanding conversion of the Subscription Receipts and completion of the Second Step.
- (5) Member of the Audit Committee.
- (6) Member of the Governance & Compensation Committee
- (7) All shares held indirectly.
- (8) Of these shares, 505,098 are held directly and 240,826 are held indirectly.

As of the date of this Prospectus, the directors and officers of the Issuer as a group beneficially own, directly or indirectly, or exercise control or direction over an aggregate of 48,693,203 of Issuer Shares, representing 41.58% of the issued and outstanding the Issuer Shares (on an undiluted basis). Each director's term of office will expire at the next annual meeting of the shareholders unless re-elected at such meeting.

Other than the Audit and Governance & Compensation committees, there are no other committees of the Board at this time.

The directors and officers will devote their time and expertise as required by the Issuer, however, it is not anticipated that any non-management director will devote 100% of their time to the activities of the Issuer. With the exception of Peter Gan and Robert Fong, none of the directors will be employees of the Issuer.

MANAGEMENT AND DIRECTORS

Peter Gan (Chief Executive Officer and Director)

Mr. Gan holds an Engineering degree (Hons) and Master of Business Administration from the University of New South Wales, Australia. He is registered to provide financial advice and deal in securities (RG 146 and RG 105) and

is currently reading Law at the University of Sydney, Australia. Mr. Gan has held CEO/COO/Company Secretary roles over the last 15 years in publicly listed companies (ASX, AIM, PLUS), private and institutional fund companies. He has led small to medium sized companies in multiple industries including online gaming, energy markets, technology start-ups and financial services. Mr. Gan's experience comprehensively straddles the capital markets and corporate management. He has worked in and/or managed companies in Australia, US, UK, Netherlands, Belgium, Ireland, China, Hong Kong and South East Asia.

Robert Fong (Co-Founder, Chief Operating Officer and Director)

Mr. Fong holds degrees in Architecture (Bachelor and Masters Hons) from the University of New South Wales, Australia. He has lectured extensively on the subject and was named one of Australia's top 40 architects under 40 in 2006. Mr. Fong's technology career commenced as Technology Director for Frankfurt based E-Gal rising to the position of CEO of parent E-Dynamics Group based in Switzerland. His first start up, Morf Media, was selected as one of 3 start-ups from Australia backed by Price Waterhouse Coopers to attend the Global Technology Conference in Palo Alto, California in 2012. Mr. Fong has worked in and/or managed companies in Australia, Singapore, Frankfurt, Switzerland, China, Hong Kong and Malaysia.

Lukie Ali (Co-Founder, Chief Technology Officer)

With a background in advanced systems and software engineering, Mr. Ali is an expert coder in advanced technology systems, artificial intelligence, language technologies, server development and security systems. Together with Mr. Fong, he developed small footprint, high-fidelity game engine technology allowing vast 3D worlds and games to be streamlined efficiently to web, desktop and mobile devices. Mr. Ali was also on the management team of Morf Dynamics, leading technical teams in building out the entire framework for the company's virtual worlds and corporate training platforms. Mr. Ali started his career as an entrepreneur, founding a successful computer retail chain with stores across Sydney, Australia, which imported and distributed computer hardware and equipment from China and Indonesia.

Geoff Kritzinger (Chief Financial Officer)

Mr. Kritzinger is a Chartered Professional Accountant and former Partner at Shimmerman Penn LLP from 2001 to 2008 where he managed a large audit practice. Since that time through his accounting practice, he has acted for several public and private companies active in Canada, the United States and internationally as CFO and in financial advisory capacities. Mr. Kritzinger will provide both hands on and supervisory & advisory functions to maintain overhead costs while meeting the rigorous and demanding reporting standards in the current regulatory environments.

Catherine Beckett (Corporate Secretary)

Ms. Beckett started her career in the mineral exploration industry as a geologist and holds a degree in geology from the University of Toronto. For the past 20 years she has managed corporate secretarial, regulatory filings and administrative support for publicly listed companies on the TSX, TSXV and CSE as well as for private small-cap and exploration companies.

Daniel Fuoco (Director)

Mr. Fuoco has over 25 years of financial experience with publicly listed and private multi-national companies, including as CFO of companies listed on both the TSX Venture and the Canadian Securities Exchanges in Canada. He practiced as a Chartered Professional Accountant for 11 years at Deloitte & Touche LLP in Toronto and also in Melbourne. Mr. Fuoco brings experience with M&A, due diligence, IPO's, RTO's, financial reporting, business structuring, capital and debt financing, business plans and forecasts, and taxation. In 1998, he joined Magna International Inc. as Finance Director Special Projects working under Chairman Frank Stronach until 2012. Additionally, he was MID at Magna Entertainment, Magna's gaming and racing subsidiary. He is a graduate of the Schulich School of Business School in Toronto, Ontario and holds a Bachelor of Business Administration degree. Mr. Fuoco is qualified as a CPA/CA in the Province of Ontario, Canada.

Stephen Coates (Director)

Mr. Coates is founder and Principal of Grove Capital Group – a merchant banking group specializing in the incubation and development of entrepreneurial businesses in Canada and abroad – and, Grove Corporate Services – a corporate secretarial, administration and accounting support firm for small-cap companies. He has founded and served as Chairman or CEO of several publicly listed companies and currently serves as advisor to, and/or Director of, several public and private small-cap companies. Mr. Coates has spent over 20 years in the capital markets, working in Canada, the United States and United Kingdom. He specializes in financial structuring, business development, communications and market finance – creating strategic relationships for success. He is a graduate of Kings College at the Western University in London, Canada.

Jun He (Director)

Mr. He is the Founder and Managing Partner of Bright Mega. He has over 18 years of experience in international business and investment. Since 2012, he has invested in a variety of industries including mining, oil and gas and agriculture. Mr. He brings a wealth of in-depth knowledge and a working understanding of the Chinese marketplace to Royal Wins. He is the founder of Toronto-based Fame Club, a member of Canada China Chamber of Commerce and a member of the Association of Chinese Canadian Entrepreneurs. In 2014, Mr. He was elected the “Best Asia Pacific Business Award”. He received his Master's Degree from the University of International Business Economics, Beijing and an MBA from HEC in Paris, France.

Other Reporting Issuer Experience

The following table sets out the expected directors, officers and promoters of the Issuer that are, or have been within the last five years, directors, officers or promoters of other reporting issuers:

Name	Name and Jurisdiction of Other Reporting Issuers	Name of Exchange or Market	Position	From	To
Peter Gan	14D (NSW, Australia)	ASX	Non-Executive Director	2020-12-04	Present
	AIMS Properties Securities Fund (NSW, Australia)	ASX/SGX	Company Secretary	2014-05-08	2018-03-08
	AIMS AMP Capital REIT	SGX	Officer	2014-05-08	2018-03-08
Stephen Coates	International Zeolite Corp. (British Columbia)	TSXV	Director	2018-06-28	Present
	Currie Rose Resources Inc. (British Columbia)	TSXV	Director	2017-12-31	Present
	Exploratus Ltd. (Manitoba)	N/A	Director	2007-11-01	Present
	Xigem Technologies Corporation (Canada)	CSE	Director	2018-04-01	Present
Daniel Fuoco	Trueclaim Exploration Inc. (British Columbia)	TSXV	CFO	2017-09-01	2019-10-01
	Tartisan Nickel Corp. (Ontario)	CSE	CFO	2015-12-01	2018-12-01
	Imaging Dynamics Company, Ltd. (Alberta)	TSXV	CFO	2014-07-01	2016-01-01
	CIM International Group Inc. (Ontario)	CSE	CFO	2012-07-01	2019-05-01
Jun He	Auxico Resources Inc. (Canada)	CSE	Director	2017-02-15	Present
Catherine Beckett	Skylight Health Group Inc. (Canada)	TSXV	Secretary	2020-07-01	Present
	Canntab Therapeutics Limited (Canada)	CSE	Secretary	2011-04-01	2018-04-01
	International Zeolite Corp. (British Columbia)	TSXV	Secretary	2020-03-01	Present

Name	Name and Jurisdiction of Other Reporting Issuers	Name of Exchange or Market	Position	From	To
Geoff Kritzing	Media Central Corporation Inc. (Ontario)	CSE	Secretary	2019-10-01	2021-02-01
	Telferscot Resources Inc. (Canada)	CSE	CFO	2011-08-01	2018-04-01
	Currie Rose Resources Inc. (British Columbia)	TSXV	CFO	2017-07-11	Present
	Diamond Estates Wines & Spirits Inc. (Ontario)	TSXV	Interim CFO	2020-05-01	2021-03-01
	Skylight Health Group Inc. (Canada)	TSXV	CFO	2017-12-01	2018-12-01
	Xigem Technologies Corporation (Ontario)	CSE	CFO	2017-12-01	2021-03-04

CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES

Other than as disclosed herein, to the best of the Issuer's knowledge, no existing or proposed director, or officer of the Issuer, nor any shareholder holding sufficient securities of the Issuer to affect materially the control of the Issuer is, or within the ten years prior to the date hereof has been, a director or CEO or CFO of any corporation (including the Issuer) that, while that person was acting in the capacity of director or CEO or CFO of that corporation, was the subject of a cease trade order or similar order or an order that denied the corporation access to any exemption under securities legislation for a period of more than 30 consecutive days.

Stephen Coates is a director of International Zeolite Corp., which was issued a cease trade order on November 2, 2018 by the British Columbia Securities Commission for failure to file its annual financial statements in a timely manner. The order was revoked on December 12, 2018 after the company filed the outstanding documents.

PENALTIES OR SANCTIONS

To the best of the Issuer's knowledge, no existing or proposed director or officer of the Issuer, nor any shareholder holding sufficient securities of the Issuer to materially affect control of the Issuer has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

PERSONAL BANKRUPTCIES

To the best of the Issuer's knowledge, no existing or proposed director or officer of the Issuer, nor any shareholder holding sufficient securities of the Issuer to affect materially the control of the Issuer, nor any personal holding company of any such person has, within the ten years before the date of this Prospectus become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been 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 that person.

CONFLICTS OF INTEREST

The directors of the Issuer are required by law to act honestly and in good faith with a view to the best interests of the Issuer and to disclose any interests, which they may have in any project or opportunity of the Issuer. If a conflict of interest arises at a meeting of the Board of Directors, any director in a conflict will disclose his interest and abstain from voting on such matter.

To the best of the Issuer's knowledge, and other than as disclosed herein, there are no known existing or potential conflicts of interest among the Issuer, its promoters, directors and officers or other members of management of the Issuer or of any proposed promoter, director, officer or other member of management as a result of their outside business interests except that certain of the directors and officers serve as directors and officers of other companies,

and therefore it is possible that a conflict may arise between their duties to the Issuer and their duties as a director or officer of such other companies.

EXECUTIVE COMPENSATION

The summary compensation table sets out particulars of compensation paid for the fiscal year ended December 31, 2018 and 2019 to the individuals who were NEO's or directors of the Issuer during that period and for the fiscal period ended June 30, 2020 to the individuals who were NEO's or directors of RWPL during that period.

Compensation Discussion and Analysis

The Issuer's Board of Directors will determine the compensation of its executive officers. In determining compensation, the Board of Directors will consider industry standards and financial situation but does not currently have any formal objectives or criteria. The performance of each executive officer is informally monitored by the Board of Directors, having in mind the business strengths of the individual and the purpose of originally appointing the individual as an officer. The Issuer is expected to rely solely on the Board of Directors to determine the compensation of the executive officers. In determining compensation, the Board of Directors will consider industry standards and the Issuer's financial situation without any formal objectives or criteria.

Option-based Awards

Please see "Options to Purchase Securities". In considering new grants to executive officers, the Board of Directors considers the number of options, if any, previously granted to each executive officer.

Summary Compensation Table

The following table sets out particulars of compensation paid to the Named Executive Officers and directors of the Issuer for the fiscal year ended December 31, 2020 and 2019.

Name and principal position	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension Value (\$)	All other compensation (\$)	Total compensation (\$)
				Annual incentive plans	Long-term incentive plans			
Stephen Coates President, CEO and Director	2020	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Geoff Kritzing, CFO	2020	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Catherine Beckett, Director and Secretary	2020	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Jun He, Director	2020	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil	Nil

None of the executive directors or officers of the Issuer are employees of the Issuer. The Issuer has paid to GCS, a company 100% owned by Stephen Coates, the following compensation:

- Fiscal year 2018: GCS billed the Issuer \$28,750 for rent and administrative, management, and accounting fees. Of this amount, \$4,250 was paid by GCS to Geoff Kritzing. Stephen Coates did not receive any fees or compensation either directly or indirectly. The Issuer granted GCS 2,000,000 options at \$0.025 per option.
- Fiscal year 2019: GCS billed the Issuer \$33,000 for rent, and administrative, management, and accounting fees. Of this amount, \$3,000 was paid by GCS to Geoff Kritzing. Stephen Coates did not receive any fees or compensation either directly or indirectly.

- Fiscal year 2020: GCS billed the Issuer \$16,000 for rent, and administrative, management, and accounting fees. Of this amount, \$3,000 was paid by GCS to Geoff Kritzingner. Stephen Coates did not receive any fees or compensation either directly or indirectly.

Daniel Fuoco did not join the board until January 12, 2021.

The following table sets out particulars of compensation paid to the Named Executive Officers and directors of RWPL for the years ended June 30, 2020 and June 30, 2019.

Name and principal position	Salary (AUD\$)		Share-based awards (AUD\$)	Option-based awards (AUD\$)	Non-equity incentive plan compensation (AUD\$)		Pension Value (AUD\$)	All other compensation (AUD\$)	Total compensation (AUD\$)
					Annual incentive plans	Long-term incentive plans			
PETER GAN Chief Executive Officer	2019	35,040	385,978	Nil	Nil	Nil	Nil	Nil	421,018
	2020	0	78,777	Nil	Nil	Nil	Nil	Nil	78,777
ROBERT FONG Chief Operating Officer & Director	2019	118,548	Nil	Nil	50,766	Nil	Nil	129,601	298,915
	2020	112,681	Nil	Nil	13,621	Nil	Nil	259,067	385,369
LUKIE ALI Chief Technology Officer	2019	58,400	Nil	Nil	15,779	Nil	Nil	Nil	74,179
	2020	29,200	Nil	Nil	8,013	Nil	Nil	Nil	37,213

The following table sets out the anticipated compensation to the Issuer's CEO, COO and Directors for the 12-month period ended December 31, 2021. RWPL currently has employment agreements with Named Executive Officers and the Issuer has a comprehensive management services contract with Grove Corporate Services covering administrative, regulatory, corporate secretarial and financing and accounting functions for the Issuer. The Issuer anticipates entering into employment contracts with executive officers at such time as the Issuer determines it has the resources available to pay such cash compensation. Such management agreements and compensation will be approved by the Board of Directors of the Issuer. The Issuer may also consider share or option-based awards for the Named Executive Officers. Such equity-based compensation will be approved by the Board of Directors.

Name and principal position	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension Value (\$)	All other compensation (\$)	Total Compensation (\$)
				Annual incentive plans	Long-term incentive plans			
Peter Gan, CEO and Director	\$172,000	\$64,540	NIL	NIL	NIL	NIL	NIL	\$236,540
Robert Fong, COO and Director	\$146,000	NIL	NIL	NIL	NIL	NIL	NIL	\$146,000
Lukie Ali, CTO	\$146,000	NIL	NIL	NIL	NIL	NIL	NIL	\$146,000
Geoff Kritzingner, CFO	(1)	NIL	NIL	NIL	NIL	NIL	NIL	(1)
Catherine Beckett, Corporate Secretary	(1)	NIL	NIL	NIL	NIL	NIL	NIL	(1)
Stephen Coates, Director & Governance Chair	\$30,000	NIL	NIL	NIL	NIL	NIL	NIL	\$30,000
Daniel Fuoco, Director & Audit Chair	\$30,000	NIL	NIL	NIL	NIL	NIL	NIL	\$30,000
Jun He, Director	\$20,000	NIL	NIL	NIL	NIL	NIL	NIL	\$40,000

Note:

(1) Monthly cash compensation for the positions of Chief Financial Officer and Corporate Secretary are included in a comprehensive business services agreement with Grove Corporate Services Ltd. The Issuer anticipates fiscal 2021 GCS billings to total approximately \$193,000 for rent and administrative, management, and accounting fees and CFO compensation.

Incentive Plan Awards

The following table sets out particulars of the option-based awards, granted to the Named Executive Officers and directors of the Issuer, and outstanding as of December 31, 2020.

Option-based Awards				
Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾
Stephen Coates President, CEO and Director ⁽²⁾	2,000,000	\$0.025	Jul. 5, 2021	\$440,000
	1,000,000	\$0.075	Dec. 15, 2025	\$211,000
Geoff Kritzing, CFO	100,000	\$0.075	Dec. 15, 2025	\$21,100
Catherine Beckett, Director and Secretary	100,000	\$0.075	Dec. 15, 2025	\$21,100
Jun He, Director	NIL	N/A	N/A	NIL

Notes:

- (1) The value of the unexercised in the money options is based on the price at which the share of RWPL were acquired.
(2) Options issued to Grove Corporate Services over which Mr. Coates holds control

The Issuer has not yet determined the appropriate option-based compensation to the Issuer's CEO, COO, CTO, CFO and Directors for the 12-month period ended December 31, 2021. Following listing, the Board will meet to make these determinations.

Incentive plan awards - value vested or earned during the year

The following table indicates for each NEO, a summary of the value of option-based awards vested for the year ended December 31, 2020.

Option-based Awards				
Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾
Stephen Coates President, CEO and Director ⁽²⁾	2,000,000	\$0.025	Jul. 5, 2021	\$440,000
	1,000,000	\$0.075	Dec. 15, 2025	\$211,000
Geoff Kritzing, CFO	100,000	\$0.075	Dec. 15, 2025	\$21,100
Catherine Beckett, Director and Secretary	100,000	\$0.075	Dec. 15, 2025	\$21,100
Jun He, Director	NIL	N/A	N/A	NIL

Notes:

- (1) The value of the unexercised options in the money options is based on the price at which the share of RWPL were acquired.
(2) Options issued to Grove Corporate Services over which Mr. Coates holds control

Pension Plan Benefits

It is not anticipated the Issuer will have any pension or deferred compensation plan in the year ended December 31, 2021.

Termination and Change of Control Benefits

The Issuer does not have any contract, agreement, plan or arrangement that provides for payments to the Named Executive Officers at, following, or in connection with any termination (whether voluntary, involuntary or

constructive), resignation, retirement, a change in control of the Issuer or a change in a Named Executive Officer's responsibilities other than a consulting agreement in respect of the Chief Financial Officer. The Issuer anticipates that it will enter into engagement contracts with the certain Named Executive Officers and such contracts may contain termination and change of control benefits. Such contracts will be approved by the Board of Directors.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Prospectus none of the directors and executive officers of the Issuer or associates of such persons is indebted to the Issuer or another entity where the indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Issuer.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee's Charter

The text of the Issuer's Audit Committee Charter is attached hereto as Appendix "E".

Composition of the Audit Committee

It is anticipated the members of the Audit Committee of the Issuer will consist of Daniel Fuoco, Stephen Coates and Jun He. All members are financially literate, as defined in section 1.6 of NI 52-110 and all of the members other than Stephen Coates are independent as defined in section 1.4 of NI 52-110.

Daniel Fuoco (Chair)	Independent	Financially Literate
Stephen Coates	Not Independent	Financially Literate
Jun He	Independent	Financially Literate

Notes:

- (1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Issuer, which could, in the view of the Board of Directors, reasonably interfere with the exercise of a member's independent judgment.
- (2) An individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Issuer's financial statements

Relevant Education and Experience

Each Audit Committee member has had extensive experience reviewing financial statements. Each member has an understanding of the Issuer's business and has an appreciation for the relevant accounting principles for that business.

Daniel Fuoco

Mr. Fuoco is a Chartered Professional Accountant in Canada with over 35 years of professional experience in the financial sector including a top global audit firm, a major international corporation, and a number of public companies on the TSXV and CSE stock exchanges. As a CFO, he has direct experience in the preparation of financial statements and MD&A reports, involvement with IPO's, capital financing, securities filings, and dealing with the Auditors, reviewing and approving audit plans and audit fees. In addition, Mr. Fuoco has been directly involved with the corporate governance and compliance function and corporate reporting for publicly listed companies.

Stephen Coates

Mr. Coates has 25 years of experience with public company financial statements and public capital markets. His career has included (now former) registration as an Investment Advisor, merchant banking and finance and serving on numerous audit committees and as audit committee chair for numerous publicly listed companies in Canada.

Jun He

Mr. He has over 18 years of experience in international business and investment. He is an active investor in a variety of industries including mining, oil and gas and agriculture and through his company, Bright Mega Inc. Mr. He runs a multi-national materials supply and production chain. He received his Master's Degree in International Business from the University of International Economics, Beijing and an MBA from HEC, Paris.

Audit Committee Oversight

At no time during the fiscal year completed December 31, 2020 was a recommendation of the audit committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the beginning of the fiscal year ended December 31, 2020 and December 31, 2019 has the Issuer relied on the following exemption: (a) the exemption in section 2.4 (De Minimis Non-audit Services), or (b) the exemption in subsection 6.1.1 (4) (Circumstances Affecting the Business or Operations of the Venture Issuer), (c) the exemption in subsection 6.1.1 (5) (Events Outside Control of Member), (d) the exemption in subsection 6.1.1 (6) (Death, Incapacity or Resignation), or (e) an exemption from this Instrument, in whole or in part, granted under Part 8 (Exemption).

Pre-Approval Policies and Procedures

The audit committee of the Issuer has not adopted specific policies and procedures for the engagement of non-audit services, but all such services will be subject to the prior approval of the audit committee. It is not anticipated that the Issuer will adopt specific policies and procedures.

External Auditor Service Fees

The aggregate fees billed by the external auditors of the Issuer for the fiscal year ended December 31, 2020 and 2019 for the following fees are:

Fiscal Year Ended	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
December 31, 2020	\$11,250	\$169	-	-
December 31, 2019	\$4,200	63	-	-

The aggregate fees billed by the external auditors of RWPL for the fiscal years ended June 30, 2020 and June 30, 2019 for the following fees are:

Fiscal Year Ended	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
June 30, 2020	AUD \$ 9,000	-	-	-
June 30, 2019	AUD \$ 9,000	-	-	-

Governance & Compensation Committee's Charter

The text of the Issuer's Governance & Compensation Committee Charter is attached hereto as Appendix "F".

Composition of the Governance & Compensation Committee

It is anticipated the members of the Governance & Compensation Committee of the Issuer will consist of Stephen Coates, Jun He and Daniel Fuoco. All members other than Stephen Coates are independent as defined in section 1.4 of NI 52-110.

Stephen Coates (Chair)	Not Independent	Financially Literate
Jun He	Independent	Financially Literate
Daniel Fuoco	Independent	Financially Literate

Other Board Committees

It is not anticipated that the Board of Directors will establish any committee other than its Audit Committee and Governance & Compensation Committee and an advisory committee in the year ending December 31, 2021.

Assessments

The Board of Directors monitors but does not formally assess the performance of individual Board members or committee members or their contributions. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of an individual director is informally monitored by the other Board members, having in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board. It is not anticipated that the Board of Directors will perform formal assessments of its members in the year ending December 31, 2021.

EXEMPTION

The Issuer will be a “venture issuer” as defined in NI 52-110 and intends to rely on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations).

CORPORATE GOVERNANCE DISCLOSURE

The Issuer has adopted certain practices and procedures to ensure that effective corporate governance practices are followed and to ensure that the Board of directors functions independently of management, including: ensuring that independent directors meet independently of management as they deem appropriate after board meetings, provide leadership for its independent directors by encouraging independent directors to bring forth agenda items during meetings, and provide independent directors with access to senior management, outside advisors, and unfettered access to information regarding the Issuer’s activities. The Issuer’s disclosure of corporate governance practices pursuant to National Instrument 58-101 – Disclosure of Corporate Governance Practices (“NI 58-101”) is set out below in the form required by Form 58-101F2 – Corporate Governance Disclosure (Venture Issuers) (Form 58-101F2). Item 1 of Form 58-101F2 requires the Issuer to disclose how the Board of Directors facilitates its exercise of independent supervision over management.

Board of Directors

NI 58-101 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as “independent” directors. An “independent” director is a director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to materially interfere with the director’s ability to act with a view to the best interests of the Issuer, other than interests and relationships arising from holding shares or securities in the Issuer. In addition, where a company has a significant shareholder, NI 58-101 suggests that the board of directors should include a number of directors who do not have interests in either the Issuer or the significant shareholder. The independent directors would exercise their responsibilities for independent oversight of management and meet independently of management whenever deemed necessary.

The Board of Directors will facilitate its exercise of independent supervision over management through frequent meetings to obtain updates on significant corporate activities and plans, and by ensuring that all material transactions of the Issuer are subject to prior approval of the Board of Directors. To facilitate open and candid discussion among its independent directors, such directors will be encouraged to communicate with each other directly to discuss ongoing issues pertaining to the Issuer. As the size of the Board of Directors will be small, there will be no formal procedures designed to facilitate the exercise of independent supervision over management, relying instead on the integrity of the individual members of its management team to act in the best interests of the Issuer. In addition, the Board of Directors will have access to its external auditors and legal counsel.

Advisory Committee

The Issuer is also in the process of creating an Advisory Committee to advise the Board of various aspects of the business. The current members of the advisory committee are Jean-Claude Petter and Alex Igelman. The Issuer intends to expand the Advisory Committee to at least three persons during 2021. The Advisory Committee will

provide the Board and Management with guidance and insight into international capital markets as well as opportunities in the online and gaming sectors. Additionally, it is anticipated that the Advisory Committee will assist the Issuer with early review and recommendations on specific business opportunities identified by Management.

The following are brief biographies of the advisory committee members:

Jean-Claude Petter (Chairman)

Mr. Petter is the retired Managing Director of Ferrier Lullin Private Bank & Trust which became Julius Baer Group AG. Julius Baer Group AG is a small to medium sized generalist private banking corporation founded and based in Switzerland. Established as a traditional private bank, it provides investment management, real estate financing, wealth management, and select offerings in sales and trading based on an open and managed architecture. Located in 28 countries, Julius Baer employs a staff of over 6,700 worldwide. **Mr. Petter currently serves as the Vatican's Ambassador to the United Arabs Emirates and has been in negotiations to establish and represent certain entities in the region.**

Alex Igelman

Mr. Igelman, founder of Millennial Esports Corp, is a lawyer with over 28 years of experience in technology, entertainment and gaming. In 1996, Mr. Igelman was the first lawyer to focus on Internet gaming and in this regard was instrumental in the early success of both PartyGaming and PokerStars. In 2004, he was involved in the creation and formation of GVC, an AIM listed public gaming company that has since become a giant in the space. Since 2014 he has been focused on esports. He began a strategic advisory role to Pro Gaming League, an early esports company that was later acquired by Millennial Esports Corp. From 2016 to 2019 Mr. Igelman served as CEO and then Executive Chairman of Millennial Esports, (TSX:GAME). During his overall tenure at Millennial, Mr. Igelman raised in excess of \$25,000,000.00 and acquired three companies including mobile developer Eden Games and streaming analytics company, Streamhatchet.

In 2019, Mr. Igelman founded Esports Capital Corp. (ECC) and serves as Managing Director. ECC is a company focused on facilitating and curating relevant opportunities in esports and gaming through its network of experts and advisors.

Orientation and Continuing Education

The Board of Directors has not adopted formal steps to orient new board members. Their continuing education is typically derived from correspondence with their legal counsel to remain up to date with developments in relevant corporate and securities law matters. It is not anticipated that the Board of Directors will adopt formal steps in the year ending December 31, 2021.

Ethical Business Conduct

The Board of Directors has adopted formal guidelines to encourage and promote a culture of ethical business conduct but do promote ethical business conduct by nominating board members they consider ethical, by avoiding or minimizing conflicts of interest and by having a sufficient number of its board members independent of corporate matters.

Diversity

The Issuer encourages diversity in the composition of the Board and requires periodic review of the composition of the Board as a whole to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of diversity, knowledge, experience, skills and expertise required for the Board as a whole. The Code of Conduct will explicitly state that the Issuer and its subsidiaries are firmly committed to providing equal opportunity in all aspects of employment. The Issuer endorses the principle that the Board should have a balance of skills, experience and diversity of perspectives appropriate to the business.

The Board has not yet adopted a written policy or targets relating to the identification and nomination of designated groups (including women, Aboriginal peoples, persons with disabilities and members of visible minorities) to the Board. And while competence, skillset and experience remain the foremost qualifications for nomination, the Board does take into consideration a nominee's potential to contribute to diversity within the Board. Given that diversity is part of determining the overall balance, the Board has not yet adopted a gender specific policy target. The Board will

review its structure and diversity annually and may set diversity aspirations regarding the Board's optimum composition as part of the identification and nomination of members of the Board. The Board will consider a number of factors, including gender, ethnic and geographic diversity, age, business experience, professional expertise, sexual identity, religion, family upbringing, neuro-diversity, personal skills, personal experience and personal perspectives, when seeking and considering new members for nomination or evaluating Board nominees for re-election.

Notwithstanding the foregoing, recommendations concerning Board nominees are, foremost, based on merit and performance, with due regard to the overall effectiveness of the Board, with diversity being taken into consideration, as it is beneficial that a diversity of backgrounds, views and experiences be present at the Board and management levels. The Board has not currently adopted a policy on term limits or other forms of board renewal.

The Board is currently comprised of five male directors three of whom are visible minorities. Consistent with the Issuer's approach to diversity at the Board level, hiring practices include consideration of diversity across designated groups. Senior Management includes one woman and three individuals who are visible minorities and are executive officers. The Board will, among other factors in the making of executive officer appointments, consider the level of representation of designated groups. In searches for new executive officers, the Board will consider the level of diversity in management as one of several factors used in its search process. Notwithstanding the foregoing, all executive officer appointments will always be based on merit, having regard to the requirements of the Issuer.

The Issuer does not have a target number of executive officers from designated groups. Given the small size of the executive team, Management believes that implementing targets is not appropriate at this time. However, in the Issuer's hiring practices, it considers the level of representation of women in executive officer positions.

Insider Trading Policy

The Issuer has adopted an insider trading policy that provides for black-out periods prohibiting directors, officers and employees of the Issuer from trading in its securities in respect of a given time period during the period of time beginning on the last day of each fiscal quarter until the second trading day after the financial results have been disclosed by the Issuer by way of a news release. The insider trading policy restrict the activities of insiders and other persons who are subject to the policy from entering into derivative-based transactions that involve, directly or indirectly, securities of the Issuer. The insider trading policy also provides that the Issuer will not approve the grant of stock options or other forms of equity-based compensation awards during any black-out period.

Nomination of Directors

The Board of Directors of the Issuer determines new nominees to the Board, although formal processes have not been adopted. The nominees are generally the result of recruitment efforts by the nomination members, including both formal and informal discussions among nomination members. It is not anticipated that the Board of Directors will adopt a formal process to determine new nominees in the year ending December 31, 2021.

Compensation

The Board of Directors decides on compensation for officers and directors based on industry standards and the Issuer's financial situation. The Board of Directors will follow the recommendations of the Governance & Compensation Committee with respect to compensation for officers and directors in the year ended December 31, 2021.

Neither the RWPL or the Issuer have ever retained a compensation consultant or advisor.

Other Board Committees

The Issuer currently does not have any other Board committees with the exception of the Audit Committee and the Governance & Compensation Committee.

Assessments

The Board of Directors does not feel it is necessary to establish a committee to assess the effectiveness of individual Board members. Each Board member has considerable experience in the management of companies or public

companies, and this is sufficient to meet the current needs of the Issuer. On an annual basis, however, the Board assesses the contributions of each of the individual directors and of the Board as a whole, in order to determine whether each is functioning effectively.

The Board of Directors is currently comprised of five directors, two of whom are Independent (as that term is defined in Section 1.2 of NI 58-101), namely June He and Daniel Fuoco. Peter Gan is not Independent as he is the Chief Executive Officer of the Issuer. Robert Fong is not Independent as he is the Chief Operating Officer. Stephen Coates is not independent as he is the former CEO of the Issuer.

PLAN OF DISTRIBUTION

This Prospectus qualifies the distribution of 12,971,665 Subscription Receipt Shares to be issued without additional payment upon the conversion or deemed conversion of 12,971,665 Subscription Receipts. This Prospectus also qualifies the distribution of: (i) 6,485,832 Common Shares issuable on the exercise of the Private Placement Warrants issuable on the conversion of the Subscription Receipts; (ii) 908,017 Issuer Shares issuable on the exercise of the Broker Warrants issuable to the Agents on the conversion of the Subscription Receipts; (iii) 2,212,332 Issuer Shares issued on the Unit Placement; (iv) 1,106,116 Issuer Shares issuable on the exercise of the Private Placement Warrants issued pursuant to the Unit Placement; and (v) 149,263 Issuer Shares issuable on the exercise of the Broker Warrants issued to the Agents in conjunction with the Unit Placement.

The Subscription Receipts are governed pursuant to the terms of the Subscription Receipt Agreement. The Escrowed Funds, representing 100% of the gross proceeds of the Subscription Receipt Placement were placed into escrow at closing with the Subscription Receipt Escrow Agent under the terms of the Subscription Receipt Agreement. The price for the Subscription Receipts was determined by negotiation between the Agents and the Issuer. If the Subscription Receipts Escrow Conditions are met, each Subscription Receipt will be automatically converted, without further payment, into one Subscription Receipt Share and one-half of a Private Placement Warrant, the Escrowed Funds will be released from escrow to the Issuer, and the Subscription Receipts shall be cancelled. Upon conversion of the Subscription Receipts, and without additional payment therefor, the Issuer will issue 12,971,665 Subscription Receipt Shares which are being qualified under this Prospectus and 6,485,832 Private Placement Warrants which are exercisable into 6,485,832 Issuer Shares which are also being qualified under this Prospectus. In the event that the Subscription Receipt Escrow Conditions are not met, the Escrowed Funds will be returned to the subscribers, the Subscription Receipts will be cancelled, and no party shall have any further obligations thereunder. As part of the Subscription Receipts Placement, the Issuer entered into Agents Finder's Agreements with the Agents. Under the terms of the Agents Finder's Agreements, the Issuer will pay, upon the release of the Escrowed Fund, to the Agent \$272,405, and will issue 908,017 Broker Warrants to the Agents. The Issuer Shares issuable on the exercise of the 908,017 Broker Warrants are being qualified for distribution under this Prospectus. No additional consideration will be received by the Company and no additional commission or fee will be payable by the Issuer in connection with the exercise of the Subscription Receipts.

The Issuer has issued physical certificates representing the Subscription Receipts registered in the names of the purchasers of the Subscription Receipts, and upon exercise of the Subscription Receipts, expects to issue physical certificates representing the Subscription Receipt Shares and Private Placement Warrants to be registered in the names of the holders of the Subscription Receipts. The holders of Subscription Receipts should consult their own tax advisors with respect to the income tax considerations in their own particular circumstances relating to the Subscription Receipt Shares and Private Placement Warrants issuable upon exercise of the Subscription Receipts.

As at the date of the Prospectus, the Issuer does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside of Canada and the United States of America. The Issuer has applied to list the Issuer Shares on the CSE. Listing is subject to fulfilling all of the listing requirements of the CSE.

RISK FACTORS

General

The following are certain factors relating to the business of the Issuer, which factors investors should carefully consider when making an investment decision concerning the Issuer Shares. These risks and uncertainties are not the only ones facing the Issuer.

Additional risks and uncertainties not presently known to the Issuer currently deemed immaterial, may also impair the operations of the Issuer. If any such risks actually occur, shareholders could lose all or part of their investment and the financial condition, liquidity and results of operations of the Issuer could be materially adversely affected and the ability of the Issuer to implement its growth plans could be adversely affected. A purchase of any of the securities of the Issuer involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities of the Issuer should not constitute a major portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their investment. Prospective purchasers should carefully evaluate the following risk factors associated with an investment in the Issuer's securities prior to purchasing any of the securities.

An investment in the Issuer will be subject to certain material risks and investors should not invest in securities of the Issuer unless they can afford to lose their entire investment. The following is a description of certain risks and uncertainties that may affect the business of the Issuer.

Negative Impact of COVID-19 outbreak

In March 2020, the World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Issuer to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Issuer's business.

Business Interruption Risks

The Issuer may be impacted by business interruptions resulting from pandemics and public health emergencies, including those related to the COVID-19 pandemic. An outbreak of infectious disease, a pandemic or a similar public health threat, such as the recent outbreak of COVID-19, or a fear of any of the foregoing, could adversely impact the Issuer. It is unknown whether and how the Issuer may be affected if such an epidemic persists for an extended period of time. The Issuer may incur expenses or delays relating to such events outside of its control, which could have a material adverse impact on its business, operating results and financial condition.

Going Concern

The Issuer's ability to continue as a going concern depends on its ability to either generate sufficient revenues or to secure sufficient financing, whether debt or equity, to sustain its continued operations. There can be no assurance that the Issuer can obtain such revenues or financing on commercially favourable terms and there is therefore no guarantee that the Issuer will be able to sustain its ongoing operations in the future.

Speculative Nature of Investment Risk

An investment in the Issuer Shares carries a high degree of risk and should be considered as a speculative investment by purchasers. The Issuer has a limited history of earnings, limited cash reserves, a limited operating history, has not paid dividends, and is unlikely to pay dividends in the immediate or near future. The Issuer is in the development and early commercialization stage. Operations are not yet sufficiently established such that the Issuer can mitigate the risks associated with planned activities.

Risks related to the Business of the Issuer

If Royal Wins fails to retain existing customers or add new customers, or if its customers decrease their level of engagement with its product offerings, Royal Wins' revenue, financial results, and business may be significantly harmed.

The size of Royal Wins active customer base and the level of engagement of such customers are critical to its success. The financial performance of Royal Wins has been and will continue to be significantly determined by its success in adding, retaining, engaging and monetizing active customers of its product offerings, in particular high-value, net-depositing customers. If people do not perceive Royal Wins' product offerings as enjoyable, reliable, relevant and trustworthy it may be unable to attract or retain customers or otherwise maintain or increase the frequency and duration of their engagement. A number of other online gaming and interactive entertainment

companies that achieved early popularity have since seen their active customer bases or levels of engagement decline. Royal Wins' strategy is to increase engagement, retention and monetization of customers, particularly those it deems of higher value, but there is no guarantee that Royal Wins will not experience an erosion of its active customer base or engagement or monetization levels among such customers in the future. Royal Wins' customer engagement patterns have changed over time, and customer engagement can be difficult to measure, particularly as customers continue to engage increasingly via mobile devices and as Royal Wins introduces new and different product offerings. Any number of factors could potentially negatively affect customer retention, growth and engagement, including if:

- customers increasingly engage with the products or services of Royal Wins' competitors;
- Royal Wins fails to introduce, or delays the introduction of, new products or services (whether developed internally, licensed or otherwise obtained or developed in conjunction with third parties) that users find engaging or that work with a variety of operating systems or networks, or if it introduces new products or services, including using technologies with which it has little or no prior development or operating experience, or changes to its existing products or services, that are not favorably received by customers;
- customers have difficulty installing, updating or otherwise accessing Royal Wins' product offerings on desktops or mobile devices as a result of actions by it or third parties that it relies on to distribute and deliver its product offerings, or Royal Wins fails to price its product offerings competitively or provide adequate customer service;
- new legislation is introduced in competitive jurisdictions, particularly in the USA, authorizing gaming, online wagering or sports-betting which were not previously permitted in those jurisdictions, and which may pose significant new competition in the industry to Royal Wins and its business.
- there are decreases in customer sentiment about the quality of Royal Wins' product offerings or concerns related to privacy, safety, security or other factors, or technical or other problems prevent Royal Wins from delivering its product offerings in a rapid and reliable manner or otherwise affect the customer experience, such as security breaches or failure to prevent or limit spam or similar content;
- new industry standards are adopted or customers adopt new technologies where Royal Wins' product offerings may be displaced in favor of other products or services, may not be featured or otherwise available, or may otherwise be rendered obsolete and unmarketable;
- there are adverse changes in Royal Wins' product offerings that are mandated by legislation, regulatory authorities or litigation, including settlements, or Royal Wins does not obtain applicable regulatory or other approvals or renewals of such approvals to offer, directly or indirectly, its product offerings in new or existing jurisdictions;
- Royal Wins adopts policies or procedures related to areas such as customer data and information that are perceived negatively by its customers or the general public;
- Royal Wins elects to focus its customer growth and engagement efforts more on longer-term initiatives, or if initiatives designed to attract and retain customers and engagement are unsuccessful or discontinued, whether as a result of actions by Royal Wins, third parties or otherwise;
- Royal Wins or other companies in the industries in which it operates are the subject of adverse media reports or other negative publicity; or
- Royal Wins fails to effectively anticipate or respond to customers' continuously changing and dynamic needs, demands and preferences, such as new poker variants or casino games, or innovative types of betting or betting related to new or popular sporting events, as well as emerging technological trends, or its competitors more effectively anticipate or respond to the same.

If Royal Wins is unable to maintain or increase its customer base or engagement, or effectively monetize its customer base's use of its product offerings, its revenue and financial results may be adversely affected. Any decrease in customer retention, growth or engagement could render Royal Wins' products less attractive to customers. If Royal Wins' active customer growth rate slows, it becomes increasingly dependent on its ability to maintain or increase levels of customer engagement and monetization in order to drive revenue growth, particularly with respect to high-value customers.

The online gaming and interactive entertainment industries are intensely competitive and Royal Wins' potential inability to compete successfully could have a significant adverse impact.

There is intense competition among online gaming and interactive entertainment providers, and the online gaming and interactive entertainment industries are characterized by dynamic customer demand and technological advances. A number of established, well- financed companies producing online gaming and/or interactive entertainment products and services compete with Royal Wins' product offerings. Such competitors may spend more money and time on developing and testing products and services, undertake more extensive marketing campaigns, adopt more aggressive pricing or promotional policies or otherwise develop more commercially successful products or services than Royal Wins, which could negatively impact its business. Furthermore, new competitors, whether licensed or not, may enter Royal Wins' key product and/or geographic markets. There has also been considerable consolidation among Royal Wins' competitors in the gaming industry. Such consolidation and future consolidation could result in the formation of larger competitors with increased financial resources and altered cost structures, which may enable them to offer more competitive products, gain a larger market share, expand product offerings and broaden their geographic scope of operations.

As a result of the foregoing, among other factors, Royal Wins must continually introduce and successfully market new and innovative technologies, product offerings and product enhancements to remain competitive and effectively stimulate customer demand, acceptance and engagement. The process of developing new product offerings and systems is inherently complex and uncertain, and new product offerings may not be well received by customers, even if well-reviewed and of high quality.

In an effort to remain competitive, Royal Wins has established a business strategy, which it continuously reviews and updates as appropriate based on developments in, among other things, the industries in which it operates, technology and cybersecurity and Royal Wins' business and operations. This strategy is based on estimates, projections and assumptions of Royal Wins and certain third parties. The validity of its and their assumptions, including, among others, those regarding the size and availability of current and future potential markets, economic conditions, customer preferences, timeliness of product development, pricing, growth rates and availability of capital, could affect Royal Wins' strategy and strategic decisions. There can be no assurances that Royal Wins' strategy is appropriate or that it will succeed in implementing its strategy, and, even if successful, there is no guarantee that the revenue and cash flow generated as a result of its strategy will be greater than the revenue and cash flow that Royal Wins would have generated if it had pursued a different strategy.

Royal Wins' business is vulnerable to changing economic conditions and to other factors that adversely affect the industries in which it operates.

Royal Wins believes that demand for entertainment and leisure activities, including gaming, can be highly sensitive to changes in consumers' disposable income, and thus can be affected by changes in the economy and consumer tastes, both of which are difficult to predict and beyond its control. Unfavorable changes in general economic conditions, including recessions, economic slowdowns, sustained high levels of unemployment, and increasing fuel or transportation costs or the perception by customers of weak or weakening economic conditions, may reduce customers' disposable income or result in fewer individuals engaging in entertainment and leisure activities, such as online gaming. As a result, Royal Wins cannot ensure that demand for its product offerings will remain constant. Adverse developments affecting economies throughout the world, including a general tightening of availability of credit, decreased liquidity in certain financial markets, increased interest rates, foreign exchange fluctuations, increased energy costs, acts of war or terrorism, transportation disruptions, natural disasters, declining consumer confidence, sustained high levels of unemployment or significant declines in stock markets, as well as concerns regarding epidemics and the spread of contagious diseases, could lead to a further reduction in discretionary spending on leisure activities, such as gaming. Any significant or prolonged decrease in consumer spending on entertainment or leisure activities could adversely affect the demand for Royal Wins' product offerings, reducing its cash flows and revenues. If Royal Wins experiences a significant unexpected decrease in demand for its product offerings, its business may be harmed.

Royal Wins is subject to foreign exchange and currency risks that could adversely affect its operations, and its ability to mitigate its foreign exchange risk through hedging transactions may be limited.

Royal Wins is exposed to foreign exchange risk with respect to customer purchasing power and the translation of foreign- currency-denominated balance sheet accounts into U.S. dollar-denominated balance sheet accounts. The primary depositing currencies on Royal Wins' product offerings are currently currencies other than the U.S. dollar, consequently, past and potential future weakness in certain global currencies against the U.S. dollar decreases the purchasing power of the Royal Wins' International segment customer base, which could cause those customers to be

unwilling to deposit and spend the same or similar amounts that they may otherwise deposit or spend. In addition, Royal Wins reports its financial statements in Canadian dollars and significant changes in foreign exchange rates can have an adverse impact on its overall results.

Royal Wins may prioritize customer growth and engagement and the customer experience over short-term financial results.

Royal Wins has made, and may in the future make, product and investment decisions that may not prioritize its short-term financial results if it believes that the decisions are consistent with its mission and long-term goals to benefit the aggregate customer experience, improve its financial performance and maximize shareholder value. These decisions may not produce the benefits that Royal Wins expects, in which case its customer growth and engagement, its relationships with third parties, and its business and results of operations could be harmed.

Royal Wins currently depends on the ongoing support of payment processors, the quality and cost of which may be variable in certain jurisdictions.

Royal Wins currently relies on payment and multi-currency processing providers to facilitate the movement of funds between Royal Wins and its customer base. Anything that could interfere with or otherwise harm its relationships with payment service providers could have a material adverse effect on its businesses. Any introduction of legislation or regulations restricting financial transactions with online gambling operators or prohibiting the use of credit cards and other banking instruments for online gambling transactions, or any other increase in the stringency of regulation of financial transactions, whether in general or in relation to the online gambling industry in particular, may restrict the ability of Royal Wins to accept payment from its customers or facilitate withdrawals by them. Certain governments may seek to impede the online gambling industry by introducing legislation or through enforcement measures designed to prevent customers or financial institutions based in their jurisdictions from transferring money to online gambling operations. They may seek to impose embargoes on currency use, wherever transactions are taking place. This may result in the providers of payment systems for a particular market deciding to cease providing their services for such market. This in turn would lead to an increased risk of payments due to Royal Wins being misappropriated, frozen or diverted by banks and credit card companies.

Failure to attract, retain and motivate key employees may adversely affect Royal Wins' ability to compete and the loss of the services of key personnel could have a material adverse effect on its business.

Royal Wins depends on the services of its executive officers as well as its key technical, operational, marketing and management personnel. The loss of any of these key persons could have a material adverse effect on Royal Wins' business, results of operations and financial condition. Royal Wins' success also highly depends on its continuing ability to identify, hire, train, motivate and retain highly qualified technical, operational, marketing and management personnel. Competition for such personnel can be intense, and Royal Wins cannot provide assurance that it will be able to attract or retain such highly qualified personnel in the future, in particular in light of the potential Combination, which could hinder Royal Wins' ability to attract or retain such highly qualified personnel.

Royal Wins may require additional capital to support its business growth, and this capital may not be available on acceptable terms, if at all.

Royal Wins may require additional capital to support its business growth or to respond to business opportunities, challenges or unforeseen circumstances. Royal Wins' ability to obtain additional capital, if and when required, will depend on its business plans, investor demand, its operating performance, capital markets conditions, and other factors. If Royal Wins raises additional funds by issuing equity, equity-linked or debt securities, those securities may have rights, preferences or privileges senior to the rights of its currently issued and outstanding equity or debt, and its existing shareholders may experience dilution. If Royal Wins is unable to obtain additional capital when required, or on satisfactory terms, its ability to continue to support its business growth or to respond to business opportunities, challenges or unforeseen circumstances could be adversely affected, and its business may be harmed.

Royal Wins' results of operations could be affected by natural events in the locations in which it operates or where its customers or suppliers operate, as well as by scheduling and live broadcasting of major sporting events, and cancellation, postponement or curtailment of the same.

Royal Wins and its suppliers have operations in, and customers reside in, locations subject to natural occurrences such as severe weather and other geological events, including hurricanes, earthquakes, floods, blizzards, wild fires, pandemics or tsunamis that could disrupt operations and gameplay. Any serious disruption at any of Royal Wins' or its suppliers' facilities or the residences of its customers due to a natural disaster could have a material adverse effect on Royal Wins' revenues and increase its costs and expenses. If there is a natural disaster or other serious disruption at any of Royal Wins' facilities, it could impair its ability to adequately supply its customers, cause a significant disruption to its operations, cause it to incur significant costs to relocate or re-establish these functions and negatively impact its operating results.

Royal Wins' customer growth, engagement, and monetization on mobile devices each depend upon effective operation with mobile operating systems, networks, standards and application marketplaces that it does not control.

As it relates to its mobile platforms, Royal Wins is dependent on the interoperability of such platforms with popular mobile operating systems, technologies, networks and standards that it does not control, such as the Android and iOS operating systems, and any changes, bugs, technical or regulatory issues in such systems, Royal Wins' relationships with mobile partners, manufacturers and carriers, or in their terms of service or policies that degrade Royal Wins' product offerings' functionality, reduce or eliminate its ability to distribute its product offerings, give preferential treatment to competitive products, limit its ability to deliver high quality product offerings, or impose fees or other charges related to delivering its product offerings, could adversely affect its product usage and monetization on mobile devices. Royal Wins also may not be successful in developing relationships with key participants in the mobile industry or in developing products or services that operate effectively with these operating systems, networks, devices and standards. If it is difficult or unfavorable for Royal Wins' customers to access and use its product offerings on their mobile devices, or if its customers choose not to access or use its product offerings on their mobile devices or use mobile products that do not offer access to its product offerings, its customer growth and engagement could be harmed, which could adversely affect its business, results of operations and financial condition.

Royal Wins' mobile offerings are part of new and evolving industries, which presents significant uncertainty and business risks.

The online gaming and interactive entertainment industries are relatively new and continue to evolve. Whether these industries grow and whether Royal Wins' online business will ultimately succeed, will be affected by, among other things, developments in social networks, mobile platforms, legal and regulatory developments (such as passing new laws or regulations or extending existing laws or regulations to online gaming and related activities), taxation of gaming activities, data and information privacy and payment processing laws and regulations, and other factors that it is unable to predict and which are beyond its control. Given the dynamic evolution of these industries, it can be difficult to plan strategically, including as it relates to product launches in new or existing jurisdictions which may be delayed or denied, and it is possible that competitors will be more successful than Royal Wins at adapting to change and pursuing business opportunities. Additionally, as the online gaming industry advances, including with respect to regulation in new and existing jurisdictions, Royal Wins may become subject to additional compliance-related costs, including as it relates to licensing and taxes. Consequently, Royal Wins cannot provide assurance that its online and interactive offerings will grow at the rates expected, or be successful in the long term. If Royal Wins' product offerings do not obtain popularity or maintain popularity, or if they fail to grow in a manner that meets its expectations, or if it cannot offer its product offerings in particular jurisdictions that may be material to its business, Royal Wins' business, results of operations and financial condition could be harmed.

Royal Wins is subject to risks related to corporate social responsibility, responsible gaming, reputation and ethical conduct.

Many factors influence Royal Wins' reputation and the value of its brands, including the perception held by its customers, business partners, investors, other key stakeholders and the communities in which it operates regarding Royal Wins and its business and governance practices, such as its environmental, social responsibility, corporate governance and responsible gaming practices. Royal Wins has and will likely continue to face increased scrutiny related to responsible gaming, environmental, climate change, social and governance activities, and its reputation, and the value of its brands can be materially adversely harmed if it fails to act responsibly in a number of areas, such as environmental, supply chain management, climate change, diversity and inclusion, workplace conduct and labor relations, responsible gaming, human rights, philanthropy and support for local communities. Any harm to Royal Wins' reputation could impact employee engagement and retention, the willingness of customers and Royal Wins'

partners to do business with it, and current and potential investors to invest in it, which could have a materially adverse effect on the its business, results of operations and cash flows.

Royal Wins may make acquisitions if opportunities arise in the future. Investigating, completing, implementing and integrating acquisitions involve risks that could negatively affect Royal Wins' business, results of operations, cash flows or liquidity.

As part of its business strategy, Royal Wins has made and may make acquisitions if opportunities arise in the future to add specialized employees and new or complementary businesses, products, brands or technologies. In some cases, the costs of such acquisitions may be substantial, including as a result of professional fees and due diligence efforts. There is no assurance that the time and resources expended on pursuing a particular acquisition will result in a completed transaction, or that any completed transaction will ultimately be successful.

Risks Related to Regulation

The online gaming industry is heavily regulated and Royal Wins' failure to obtain or maintain applicable licensure or approvals, or otherwise comply with applicable requirements, could be disruptive to its business and could adversely affect its operations.

Royal Wins and its officers, directors, major shareholders, key employees and business partners are generally subject to the laws and regulations relating to online gaming of the jurisdictions in which Royal Wins conducts business, as well as the general laws and regulations that apply to all e-commerce businesses, such as those related to privacy and personal information, tax and consumer protection. These laws and regulations vary from one jurisdiction to another and future legislative and regulatory action, court decisions or other governmental action, which may be affected by, among other things, political pressures, attitudes and climates, as well as personal biases, may have a material impact on Royal Wins' operations and financial results. In particular, some jurisdictions have introduced regulations attempting to restrict or prohibit online gaming, while others have taken the position that online gaming should be licensed and regulated and have adopted or are in the process of considering legislation to enable that to happen. Even where a jurisdiction purports to license and regulate online gaming, the licensing and regulatory regimes can vary considerably in terms of their business-friendliness and at times may be intended to provide incumbent operators with advantages over new licensees. As such, some "liberalized" regulatory regimes are considerably more commercially attractive than others.

Social responsibility concerns and public opinion can significantly influence the regulation of online gaming and impact responsible gaming requirements, each of which could impact Royal Wins' business and could adversely affect its operations.

Public opinion can significantly influence the regulation of online gaming. A negative shift in the perception of online gaming by the public or by politicians, lobbyists or others could affect future legislation or regulation in different jurisdictions. Among other things, such a shift could cause jurisdictions to abandon proposals to legalize online gaming, thereby limiting the number of new jurisdictions into which Royal Wins could expand. Negative public perception could also lead to new restrictions on or to the prohibition of online gaming in jurisdictions in which Royal Wins currently operates.

In addition, concerns with safer betting and gaming could lead to negative publicity, resulting in increased political and regulatory attention, which may result in restrictions on Royal Wins' operations. If Royal Wins had to restrict its marketing or product offerings or incur increased compliance costs, this could have a material adverse effect on its business, results of operations, financial condition and prospects.

Royal Wins may not be able to capitalize on the expansion of online gaming or other trends and changes in the online gaming industry, including due to laws and regulations governing this industry.

Royal Wins directly and indirectly participates in the constantly evolving online gaming industry through its online (including mobile) and social products. Royal Wins as a holder of Kahnawake Gaming Commission's License which allows it to legally operate in over 140 countries intends to take advantage of the liberalization of online gaming especially real money wagering in pure skill games, both within North America, Europe and elsewhere internationally; however, expansion of online gaming involves significant risks and uncertainties, including legal, business and financial risks. The success of online gaming and Royal Wins' product offerings may be affected by

future developments in social networks, mobile platforms, regulatory developments, payment processing laws, data and information privacy laws and other factors that Royal Wins is unable to predict and are beyond its control. Consequently, Royal Wins' future operating results relating to its online gaming products are difficult to predict, and it cannot provide assurance that its product offerings will grow at expected rates or be successful in the long term.

Compromises of Royal Wins' systems, manipulation of its products or services, or unauthorized access to its confidential information or data, or its customers' personal information or data, could materially harm its reputation and business.

Royal Wins assesses, monitors and, as necessary, desirable or appropriate, continuously upgrades, the security of its systems as well as the collection, processing, storage and transmission of customer information on an ongoing basis. Cyber-attacks may be carried out by third parties or insiders using techniques that range from highly sophisticated efforts to circumvent network security or overwhelm websites to more traditional intelligence gathering and social engineering aimed at obtaining information necessary to gain access. These third parties often seek unauthorized access to Royal Wins' confidential information or data or its customers' or employees' personal information or data, or to maliciously overwhelm Royal Wins' services, which could result in prolonged outages during which customers would be unable to use its products or services. Any failure to prevent or mitigate security breaches and improper access to or disclosure of Royal Wins' data or user information could result in the loss, corruption or misuse, including fraudulent manipulation of or "ransom" demands with respect to, such data or information, which could harm Royal Wins' business and reputation and diminish its competitive position.

Royal Wins' business is dependent on its ability to maintain and scale its technical infrastructure, and any significant disruption in its service, including service interruptions of Internet and other technology service providers, could damage its reputation, result in a potential loss of customers and engagement, and adversely affect its financial results.

Royal Wins' reputation and ability to attract, retain and serve its customers depends in part upon the reliable performance and availability of its product offerings and its underlying technical infrastructure. Royal Wins devotes significant resources to network and data security, including through the use of cryptographic controls and other security measures intended to protect its systems and data. However, Royal Wins' systems may not be adequately designed with the necessary reliability and redundancy to avoid performance delays or outages that could be harmful to its business. If Royal Wins' product offerings are unavailable when customers attempt to access them, or if they do not load as quickly as expected, customers may not use them as often in the future, or at all.

If Royal Wins fails to adapt and respond effectively to rapidly changing technology, evolving industry standards and changing customer needs or requirements, its technology, such as its platforms and offerings, may become less competitive or obsolete.

Royal Wins' future success depends on its ability to adapt and enhance its suite of technology and software, such as its platforms, as well as its product offerings. To attract new customers and increase revenue from existing customers, Royal Wins needs to continue to enhance and improve its platforms, product offerings, features and enhancements to meet customer needs at competitive prices. Such efforts will require adding new functionality and responding to technological advancements or disruptive technologies, such as artificial intelligence, which will increase Royal Wins' R&D costs. If Royal Wins is unable to develop technology and products that address customers' needs, or enhance and improve its platforms and product offerings in a timely manner, that could have a material adverse effect on its business, revenues, operating results and financial condition. Royal Wins' ability to continue to operate and grow is also subject to the risk of future disruptive technologies. If new and/or disruptive technologies emerge that are able to deliver online betting and gaming and/or entertainment products and services at lower prices, more efficiently, more conveniently or more securely, such technologies could adversely affect Royal Wins' ability to compete.

Risks Relating to Intellectual Property and Cyber-Security

Intellectual Property

The Issuer's ability to compete effectively will depend, in part, on its ability to maintain the proprietary nature of its brand, its algorithms and certain of its processes. The Issuer has adopted procedures to protect its intellectual property and licensed intellectual property and maintain secrecy of its confidential business information and trade

secrets. However, there can be no assurance that such procedures will afford complete protection of such intellectual property, confidential business information and trade secrets. There can be no assurance that the Issuer's competitors will not independently develop technologies that are substantially equivalent or superior to the Issuer's technology. To protect the Issuer's intellectual property, it may become involved in litigation, which could result in substantial expenses, divert the attention of its management, cause significant delays and materially disrupt the conduct of its business. The Issuer may also inadvertently infringe others intellectual property and be subject to litigation in respect of same.

Intellectual Property Litigation

The Issuer may be forced to litigate to enforce or defend its intellectual property rights, to protect its trade secrets or to determine the validity and scope of other parties' proprietary rights. Any such litigation could be very costly and could distract its management from focusing on operating the Issuer's business. The existence and/or outcome of any such litigation could harm the Issuer's business.

Data Security and Hacking

Increasingly, organizations are subject to a wide variety of attacks on their networks. In addition to traditional computer "hackers," malicious code (such as viruses and worms), employee theft or misuse, denial of service attacks, ransomware, malware and sophisticated government and government-supported actors now engage in incidents and attacks (including advanced persistent threat intrusions), and add to the risks to our internal networks and the information they store, manage and process. It is virtually impossible for the Issuer to entirely mitigate these risks (especially as it relates to unlicensed or outdated versions of our product or agent). Any such security incident or breach could compromise our networks, creating system disruptions or slowdowns and exploiting security vulnerabilities of our products, and the information stored on our networks could be accessed, publicly disclosed, lost, or stolen, which could subject us to liability and cause us financial harm. These breaches, or any perceived breach, may also result in damage to our reputation, negative publicity (through research reports or otherwise), loss of partners, end-customers and sales, increased costs to remedy any problem, and costly litigation and may result in the Issuer's business, operating results and financial condition being materially adversely affected.

Risk of Safeguarding Against Security & Privacy Breaches

A security or privacy breach could:

- (i) expose the Issuer to additional liability and to potentially costly litigation;
- (ii) increase expenses relating to the resolution of these breaches;
- (iii) deter potential customers from using our services; and
- (iv) decrease market acceptance of electronic commerce transactions.

The Issuer is at risk of exposure to a security or privacy breach of its system which could lead to potentially costly litigation, deter potential customers from using its services, or bring about additional liability of the Issuer. The Issuer cannot confirm that the use of applications designed for data security and integrity will address changing technologies or the security and privacy concerns of existing and potential customers. Although the Issuer requires that agreements with service providers who have access to sensitive data include confidentiality obligations that restrict these parties from using or disclosing any data except as necessary to perform their services under the applicable agreements, there can be no assurance that these contractual measures will prevent the unauthorized disclosure of information.

Risks Relating to Being a Public Company

Conflicts of Interest

Certain directors and officers of the Issuer are or may become associated with other companies in the same or related industries which may give rise to conflicts of interest. Directors who have a material interest in any person who is a party to a material contract or a proposed material contract with the Issuer are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors and the officers are required to act honestly and in good faith with a view to the best interests

of the Issuer. Some of the directors and officers of the Issuer have either other full-time employment or other business or time restrictions placed on them and accordingly, the Issuer will not be the only business enterprise of these directors and officers.

Financial Reporting and Internal Controls

Upon the completion of the listing, the Issuer will become subject to reporting and other obligations under Applicable Securities Laws and exchange rules. These reporting and other obligations will place significant demands on Management, administrative, operational and accounting resources. In order to meet such requirements, the Issuer is working with its legal, accounting and financial advisors to identify areas in which changes should be made to the Issuer's financial management control systems. These areas include corporate governance, corporate controls, internal audit, disclosure controls and procedures and financial reporting and accounting systems. The Issuer has made, and will continue to make, changes in these and other areas, including the Issuer's internal controls over financial reporting. If the Issuer is unable to accomplish any such necessary objectives in a timely and effective fashion, its ability to comply with its financial reporting requirements and other rules that apply to reporting issuers could be impaired. Moreover, any failure to maintain effective internal controls could cause the Issuer to fail to meet its reporting obligations or result in material misstatements in its financial statements. If the Issuer cannot provide reliable financial reports or prevent fraud, its reputation and operating results could be materially harmed which could also cause investors to lose confidence in the reported financial information, which could lower share prices. There can be no assurance that internal controls over financial reporting will prevent all error and all fraud. A control system, no matter how well designed and implemented, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Furthermore, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues within the Issuer are detected. The inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by individual acts of some persons, by collusion of two or more people or by management override of the controls. Due to the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

No Established Market

There is currently no market through which the Issuer's securities may be sold and purchasers may not be able to resell the Issuer Shares acquired. An active public market for the Issuer Shares might not develop or be sustained after this offering. Even if a market develops, there is no assurance that the price of the Issuer Shares acquired by an investor, will reflect the prevailing market price of the Issuer Shares in the future. If an active public market for the Issuer Shares does not develop, the liquidity of a shareholder's investment may be limited, and the Issuer Share price may decline below the initial public offering price. The holding of Issuer Shares involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. The Issuer Shares should not be purchased by persons who cannot afford the possibility of the loss of their entire investment.

Any return on investment from the Issuer Shares is not guaranteed.

The Issuer Shares are equity securities of the Issuer and are not fixed income securities. Unlike fixed-income securities, there is no obligation of the Issuer to distribute to shareholders a fixed amount or to return the initial purchase price of an Issuer Share on a date in the future. The market value of the Issuer Shares will deteriorate if the Issuer is unsuccessful in its investments, and that deterioration may be significant.

There is a risk of dilution from possible future offerings of Issuer Shares.

The Issuer may issue additional securities from time-to-time to raise funding for its business, and such issuances may be dilutive to existing shareholders.

Dividends

The Issuer has no earnings or history of paying dividends, and does not anticipate paying any dividends in the foreseeable future. In the event that the Issuer were to pay dividends such dividends would be subject to tax and potentially, statutory withholdings.

Financial Projections May Prove Materially Inaccurate or Incorrect

The Issuer's financial estimates, projections and other forward-looking information in this document were prepared by the Issuer without the benefit of reliable historical industry information or other information customarily used in preparing such estimates, projections and other forward-looking statements. Such forward-looking information is based on assumptions of future events that may or may not occur, which assumptions may not be disclosed in such documents. Investors should inquire of the Issuer and become familiar with the assumptions underlying any estimates, projections or other forward-looking statements. Projections are inherently subject to varying degrees of uncertainty and their achievability depends on the timing and probability of a complex series of future events.

There is no assurance that the assumptions upon which these projections are based will be realized. Actual results may differ materially from projected results for a number of reasons including increases in expenses, changes or shifts in regulatory rules, undiscovered and unanticipated adverse industry and economic conditions, and unanticipated competition.

PROMOTERS

The founders of RWPL Robert Fong, Chief Operating Officer and director; Lukie Ali, Chief Technology Officer, along with Peter Gan, Chief Executive Officer and director of the Issuer, are considered to be Promoters of the Issuer. Mr. Fong holds 24,623,567 issuer Shares, Mr. Ali holds 12,721,592 Issuer Shares and Mr. Gan has indirect interest in 8,650,000 Issuer Shares. Other than as disclosed in this section and under "Executive Compensation" or elsewhere in this Prospectus, no person who was a Promoter of the Issuer within the last two years:

1. received anything of value directly or indirectly from the Issuer, RWPL or a subsidiary;
2. sold or otherwise transferred any asset to the Issuer, RWPL or a subsidiary within the last 2 years;
3. has been a director, officer or promoter of any company that during the past 10 years was the subject of a cease trade order or similar order or an order that denied the company access to any exemptions under securities legislation for a period of more than 30 consecutive days or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets;
4. has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority;
5. has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision; or
6. has within the past 10 years become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Neither the Issuer or RWPL is a party to any legal proceedings and is not aware of any such proceedings known to be contemplated. Management of the Issuer is not aware that the Issuer is a party to any legal proceedings or that any such proceedings are known to be contemplated.

No penalties or sanctions have been imposed against the Issuer or RWPL by a court relating to provincial and territorial securities legislation or by a securities regulatory body within the three years immediately preceding the date of this Prospectus. Management of the Issuer is not aware of any such penalties or sanctions imposed against the Issuer.

Neither the Issuer nor RWPL has entered into any settlement agreements before a court relating to provincial and territorial securities legislation or with a securities regulatory authority within the three years immediately preceding the date of this Prospectus. Management of the Issuer is not aware of any such settlement agreements entered into by the Issuer.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as set forth in this Prospectus, the Management of the Issuer is not aware of any material interest, direct or indirect, of any director, executive officer, any person or company beneficially owning, controlling or directing, directly or indirectly, more than ten (10%) percent of the Issuer's outstanding voting securities, or any associate or affiliate of the foregoing persons, in any transaction in which the Issuer has participated within the three years before the date of this Prospectus, that has materially affected or is reasonably expected to materially affect the Issuer.

AUDITOR

The auditor of the Issuer is Clearhouse LLP of 527-2560 Matheson Blvd E, Mississauga ON L4W 4Y9.

The auditor of RWPL is Bentleys Chartered Accountants, London House, Level 3, 215 St. Georges Terrace, Perth WA 6000.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Issuer Shares is Capital Transfer Agency, ULC, 390 Bay Street, Suite 920, Toronto Ontario M5H 2Y2.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Issuer within the two years prior to the date of this Prospectus:

1. the Agreement;
2. the JV Agreement; and
3. Mohawk Internet Technologies : Hosting facility for back up game and transaction servers. Used by the Kahnawake Gaming Commission to maintain an ability to audit Royal Wins operations

EXPERTS

The following are persons or companies whose profession or business gives authority to a statement made in this Prospectus as having prepared or certified a part of that document or report described in the Prospectus:

- Clearhouse LLP
- Bentleys Chartered Accountants

Interest of Experts

To the knowledge of Management, as of the date hereof, no expert, nor any associate or affiliate of such person has any beneficial interest, direct or indirect, in the securities or property of the Issuer or of an associate or affiliate of any of them, and no such person is or is expected to be elected, appointed or employed as director, officer or employee of Issuer or of an associate or affiliate thereof.

APPENDIX A-
ISSUER AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2020

10557510 CANADA CORP.
Annual Audited Financial Statements
For the years ended
December 31, 2020 and 2019

(Stated in \$CAD)



INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
10557510 Canada Corp.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of 10557510 Canada Corp. (the Company), which comprise the statements of financial position as at December 31, 2020 and 2019, and the statements of net loss and comprehensive loss, statements of cash flows and statements of changes in equity for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2020 and 2019, and its financial performance and its cash flows for the years then ended, in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with those requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Relating to Going Concern

We draw your attention to Note 1 in the financial statements, which indicates that the Company incurred a comprehensive loss of \$298,030 during the year ended December 31, 2020. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Information Other than the Financial Statements and Auditor's Report Thereon

Management is responsible for the other information. The other information comprises the annual management's discussion and analysis, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other



matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Pat Kenney.

Clearhouse LLP

Chartered Professional Accountants
Licensed Public Accountants

Mississauga, Ontario
March 8, 2021

10557510 CANADA CORP.

Statement of Financial Position

(Stated in \$CAD)

<i>As at</i>	Dec 31, 2020	Dec 31, 2019
ASSETS		
Current:		
Cash	\$ 592,267	\$ 1,687
Loan to Royal Wins (Note 10)	275,000	-
Accounts receivable (Note 9)	75,068	5,413
Total current assets	942,335	7,101
Non current:		
Canada Crypto Exchange Corp. LOI (Note 4)	-	1
Royal Wins Pty Ltd. LOI (Note 4)	1	-
	\$ 942,336	\$ 7,101
LIABILITIES		
Current:		
Accounts payable and accrued liabilities (Note 11)	\$ 27,432	\$ 68,233
Loan payable (Note 13)	-	28,705
	27,432	96,938
Non current:		
Government loan (Note 12)	30,000	-
	57,432	96,938
SHAREHOLDERS' EQUITY		
Common shares (Note 5)	\$ 945,818	\$ 1
Warrants (Note 5)	118,931	-
Share based compensation (Note 5)	208,023	-
Accumulated deficit	(387,868)	(89,838)
	884,904	(89,837)
	\$ 942,336	\$ 7,101

Going concern (Note 1)

Commitments and contractual obligations (Note 14)

Subsequent events (Note 17)

The accompanying notes form an integral part of these annual audited financial statements

Approved on behalf of the Board:

"Stephen Coates" Director

10557510 CANADA CORP.
Statement of Net Loss and Comprehensive Loss
(Stated in \$CAD)

	Year ended	
	Dec 31, 2020	Dec 31, 2019
Administrative expenses		
Management fees (Note 13)	\$ 20,000	\$ 33,000
Professional fees (Note 13)	60,569	4,096
Regulatory expenses	16,763	6,593
Share based compensation (Note 5)	208,023	-
Rent	2,000	-
Office and general	675	811
Total administrative expenses	308,030	44,500
Other income (Note 12)	10,000	-
Net loss and comprehensive loss	\$ 298,030	\$ 44,500
Basic and diluted loss per share (Note 6)	\$ 0.036	\$ 0.009

The accompanying notes form an integral part of these annual audited financial statements

10557510 CANADA CORP.
Statement of Changes in Equity
(Stated in \$CAD)

		Common shares			Accumulated deficit	Total
	No. of shares ⁽¹⁾	Amount	Warrants	Options		
		\$	\$	\$	\$	\$
As at December 31, 2018	4,999,992	1	-	-	(45,338)	(45,337)
Net loss and comprehensive loss for the year	-	-	-	-	(44,500)	(44,500)
As at December 31, 2019	4,999,992	1	-	-	(89,838)	(89,837)
Issuance of common shares for debt settlement (Note 5)	3,974,772	39,748	-	-	-	39,748
Issuance of common shares for cash (Note 5)	13,666,668	1,025,000	-	-	-	1,025,000
Allocation of warrants issued	-	(118,931)	118,931	-	-	-
Share based compensation	-	-	-	208,023	-	208,023
Net loss and comprehensive loss for the year	-	-	-	-	(298,030)	(298,030)
As at December 31, 2020	22,641,432	945,818	118,931	208,023	(387,868)	884,904

⁽¹⁾ On February 24, 2021, the common shares of the Company were split on a basis of 2 new common shares for each issued and outstanding old common share (Note 17). All common shares, per common share amounts, stock options and warrants in these financial statements have been retroactively restated to reflect the share split.

The accompanying notes form an integral part of these annual audited financial statements

10557510 CANADA CORP.

Statement of Cash Flows

(Stated in \$CAD)

	Year ended	
	Dec 31, 2020	Dec 31, 2019
Operating activities		
Net Loss for period	\$ (298,030)	\$ (44,500)
Adjustment to reconcile net loss to cash flow from operating activities:		
Share based compensation (Note 5)	208,023	-
Debt forgiveness (Note 12)	(10,000)	-
Interest expense (Note 13)	412	829
Change in non-cash working capital items		
Accounts receivable	(9,704)	(226)
Accounts payable and accrued liability	(30,170)	44,582
Cash provided from (used for) operations	(139,469)	685
Financing activities		
Issuance of common shares	965,049	-
Government loan	40,000	-
Cash provided from financing activities	1,005,049	-
Investing activities		
Loan to Royal Wins (Note 10)	(275,000)	-
Cash used for investing activities	(275,000)	-
Increase in cash	590,580	685
Cash, beginning of year	1,687	1,002
Cash, end of year	\$ 592,267	\$ 1,687
Non-cash transactions		
Issuance of common shares for debt settlement (Note 5)	\$ 39,748	\$ -

The accompanying notes form an integral part of these annual audited financial statements

10557510 CANADA CORP.
Notes to Annual Audited Financial Statements
Years ended December 31, 2020 and 2019
(Stated in \$CAD)

1. NATURE OF OPERATIONS AND GOING CONCERN

(a) Nature of operations

10557510 Canada Corp. (the "Company" or "10557510") was incorporated on December 27, 2017 under the Canada Business Corporations Act with its head office located at 401 Bay Street, Suite #2100, Toronto, Ontario, Canada, M5H 2Y4. The Company, as a reporting issuer in the provinces of British Columbia, Alberta and Manitoba, is subject to the rules and regulations of the relative provincial securities commissions, but its shares do not trade on any stock exchange.

The Company has no current active business operations and its principal purpose is the identification and evaluation of assets or businesses for the purpose of completing a Qualifying Transaction such that the Company's shares can be approved for listing and trading on a recognized Canadian stock exchange. Where a Qualifying Transaction is warranted, additional funding may be required. The ability of the Company to fund its potential future operations and commitments is dependent upon its ability obtain additional financing. There is no assurance that the Company will be able to complete a Qualifying Transaction or that it will be able to secure the necessary financing to complete a Qualifying Transaction.

Under the terms of a Plan of Arrangement approved by the Ontario Superior Court of Justice on March 26, 2018, the Company acquired substantially all the rights and interests in a Letter of Intent ("LOI") between Telferscot Resources Inc. ("Telferscot") and Canada Crypto Exchange Corp. ("CCEC") (*see note 4*). As consideration for acquisition of this LOI, 10557510 issued 2,499,996 common shares to Telferscot, which were then distributed to the current shareholders of Telferscot pro-rata based on their relative shareholdings of Telferscot. The Company later rescinded the LOI with CCEC and has since signed a new LOI with Royal Wins Pty. Ltd. ("Royal Wins") (*see note 4*).

(b) Going concern

The accompanying annual audited financial statements ("Financial Statements") have been prepared using International Financial Reporting Standards applicable to a going concern. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern. It would, in this situation, be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying Financial Statements. Such adjustments could be material.

10557510 CANADA CORP.
Notes to Annual Audited Financial Statements
Years ended December 31, 2020 and 2019
(Stated in \$CAD)

1. NATURE OF OPERATIONS AND GOING CONCERN, CONTINUED

As at December 31, 2020, the Company has no source of operating cash flow and had an accumulated deficit of \$387,868 (2019 - \$89,838). Net comprehensive loss for the year ended December 31, 2020 was \$298,030 (2019 - \$44,500). The Company also had a working capital of \$914,903 as at December 31, 2020 (2019 - deficiency of \$89,838). These conditions raise material uncertainties which may cast significant doubt as to whether the Company will be able to continue as a going concern.

These Financial Statements have been prepared on a going concern basis, which presumes realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. The Company's ability to continue as a going concern, namely its ability to generate sufficient cash resources to meet its obligations for at least twelve months from the end of the reporting period, is dependent upon its ability to arrange future financing, which is largely dependent upon prevailing capital market conditions and continued support of its shareholder base and completion of a Qualifying Transaction. These Financial Statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business. Such adjustments could be material.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the interpretations of the IFRS Interpretations Committee.

The policies applied in these Financial Statements are based on the IFRS issued and outstanding as of March 8, 2021, the date the Board of Directors approved the Financial Statements.

(b) Basis of measurement

The Financial Statements have been prepared on a historical cost basis, with the exception of certain financial assets and liabilities which are measured at fair-value, as explained in the accounting policies.

(c) Functional and presentation currency

The Financial Statements are presented in Canadian dollars, which is also the functional currency of the corporate offices located in Canada.

(d) Cash

Cash consists of deposits held with banks.

10557510 CANADA CORP.
Notes to Annual Audited Financial Statements
Years ended December 31, 2020 and 2019
(Stated in \$CAD)

2. SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

(e) Accounts receivable

Accounts receivable consist primarily of recoverable HST ITCs and common share subscriptions.

(f) Accounts payable and accrued liabilities

These amounts represent liabilities for goods and services provided to the Company prior to the end of the reporting period which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period end. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

(g) Share capital

Common shares issued in exchange for goods and services are recorded at an amount based on the fair market value of the common shares just prior to the date of issuance. Common shares issued in private placements, in conjunction with common share purchase warrants, are recorded using the residual method, whereby the proceeds of the private placement are allocated first to the common shares at the lesser of the common share's fair value and the gross proceeds of the private placement, with any residual amounts then being allocated to the common share purchase warrants. Share issuance expenses are applied against share capital.

(h) Share-based payments

The fair value of any share-based payment granted to directors, officers, employees and consultants is recorded over the vesting period of the award as an expense or a component of exploration and evaluation assets or property, plant and equipment based on the nature of the services for which it was awarded with a corresponding increase recorded to contributed surplus. Share-based payments for directors, officers and employees are valued at the grant date whereas consultants' share-based payments are valued as the goods and services are received from the recipient. If the fair value of the goods and services received cannot be estimated reliably the Black-Scholes pricing model is used. Fair value of share options for directors, officers and employees is determined using the Black-Scholes option pricing model utilizing management's assumptions as described in note 5. Fair value of share-based payments for consultants is determined based on the fair value of the goods and services received and requires management to make estimates of the value of the goods and services received. Upon exercise of a share option, consideration paid by the share option together with the amount previously recognized in reserve for share-based payments is recorded as an increase to share capital.

(i) Government grants and assistance

Grants and subsidies are recognized at their fair value where there is reasonable assurance that the grant will be received, and the Company will comply with all the attached conditions. Fair Value signifies the amount received in cash. The grants and subsidies are presented as 'other income' in operations.

10557510 CANADA CORP.
Notes to Annual Audited Financial Statements
Years ended December 31, 2020 and 2019
(Stated in \$CAD)

2. SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

(j) Income taxes

The Company follows the asset and liability method of accounting for income taxes. Income tax is recognized in profit or loss except to the extent it relates to items recognized in equity, in which case the income tax is also recognized in equity. Current tax assets and liabilities are recognized at the amount expected to be paid or received from tax authorities using rates enacted or substantively enacted at the date of the statement of financial position.

Deferred tax is accounted for using the liability method, providing for the tax effect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and their respective tax bases.

A deferred tax liability is recognized for all taxable temporary differences except where the deferred income tax liability arises from the initial recognition of goodwill, or the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss in respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

A deferred income tax asset is recognized for all deductible temporary differences, carry-forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax credits and losses can be utilized, except where the deferred income tax asset related to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss. In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

Deferred tax is measured on an undiscounted basis using the tax rates that are expected to apply in the period when the liability is settled or the asset is realized, based on tax rates and tax laws enacted or substantively enacted at the statement of financial position date. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

(k) Loss per share

Basic loss per share amounts are calculated by dividing net loss for the reporting period attributable to common shareholders by the weighted average number of common shares outstanding during the period.

Diluted loss per share amounts are calculated by dividing the net earnings attributable to common shareholders by the weighted average number of shares outstanding during the reporting period plus the weighted average number of shares that would be issued on the conversion of all the dilutive potential ordinary shares into common shares. Diluted loss per share amounts are not presented if anti-dilutive.

10557510 CANADA CORP.
Notes to Annual Audited Financial Statements
Years ended December 31, 2020 and 2019
(Stated in \$CAD)

2. SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

(l) Critical accounting estimates and judgements

The preparation of these Financial Statements requires the Company to make judgments in applying its accounting policies and estimates and assumptions about the future. These judgments, estimates and assumptions affect the Company's reported amounts of assets, liabilities, revenues and other items in net earnings, and the related disclosure of contingent assets and liabilities, if any. The Company evaluates its estimates on an ongoing basis. Such estimates are based on historical experience and on various other assumptions that the Company believes are reasonable under the circumstances, and these estimates form the basis for making judgments about the carrying value of assets and liabilities and the reported amount of revenues and other items in net earnings that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Information about critical judgements in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statement are discussed below:

Going concern

The assessment of the Company's ability to continue as a going concern involves judgement regarding future funding available for its working capital requirements.

Use of estimates

The estimates and associated assumptions are based on historical experience and various factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Management believes the estimates are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows. Significant estimates include the valuation of share options and warrants using the Black-Scholes pricing model (*see note 5*), measurement of shares issued for non-cash considerations (*see note 5*), and the valuation of loans receivable (*see note 4*).

(m) Financial instruments

Recognition

The Company recognizes a financial asset or financial liability on the statement of financial position when it becomes party to the contractual provisions of the financial instrument. Financial assets are initially measured at fair value and are derecognized either when the Company has transferred substantially all the risks and rewards of ownership of the financial asset, or when cash flows expire. Financial liabilities are initially measured at fair value and are derecognized when the obligation specified in the contract is discharged, cancelled or expired.

A write-off of a financial asset (or a portion thereof) constitutes a derecognition event. Write-off occurs when the Company has no reasonable expectations of recovering the contractual cash flows on a financial asset.

10557510 CANADA CORP.
Notes to Annual Audited Financial Statements
Years ended December 31, 2020 and 2019
(Stated in \$CAD)

2. **SIGNIFICANT ACCOUNTING POLICIES, CONTINUED**

Classification and Measurement

The Company determines the classification of its financial instruments at initial recognition. Financial assets and financial liabilities are classified according to the following measurement categories:

- those to be measured subsequently at fair value, either through profit or loss (“FVTPL”) or through other comprehensive income (“FVTOCI”); and,
- those to be measured subsequently at amortized cost.

The classification and measurement of financial assets after initial recognition at fair value depends on the business model for managing the financial asset and the contractual terms of the cash flows. Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding, are generally measured at amortized cost at each subsequent reporting period. All other financial assets are measured at their fair values at each subsequent reporting period, with any changes recorded through profit or loss or through other comprehensive income (which designation is made as an irrevocable election at the time of recognition).

After initial recognition at fair value, financial liabilities are classified and measured at either:

- amortized cost;
- FVTPL, if the Company has made an irrevocable election at the time of recognition, or when required (for items such as instruments held for trading or derivatives); or,
- FVTOCI, when the change in fair value is attributable to changes in the Company’s credit risk.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

Transaction costs that are directly attributable to the acquisition or issuance of a financial asset or financial liability classified as subsequently measured at amortized cost are included in the fair value of the instrument on initial recognition. Transaction costs for financial assets and financial liabilities classified at FVTPL are expensed in profit or loss.

The Company’s financial assets consist of cash and loan to Royal Wins, which are classified and subsequently measured at amortized cost. The Company’s financial liabilities consist of accounts payable and accrued liabilities, loan payable and government loan which are classified and measured at amortized cost using the effective interest method. Interest expense is reported in profit or loss

10557510 CANADA CORP.
Notes to Annual Audited Financial Statements
Years ended December 31, 2020 and 2019
(Stated in \$CAD)

2. SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Fair value

The determination of the fair value of financial assets and liabilities, for which there is no observable market price, requires the use of valuation techniques. For financial instruments that trade infrequently and have little price transparency, fair value is less objective as such it requires varying degrees of judgment. The use of judgment in valuing financial instruments includes assessing qualitative factors such as liquidity, concentration, uncertainty of market factors, pricing assumptions and other risks affecting the particular instrument.

The Company measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements:

Level 1: Quoted market price in an active market for an identical instrument.

Level 2: Valuation techniques based on observable inputs derived either directly or indirectly from market prices. This category includes instruments valued using quoted market prices in active markets for similar instruments, quoted market prices for identical or similar instruments in markets that are considered less than active or other valuation techniques where all significant inputs are directly or indirectly observable from market data.

Level 3: Valuation techniques using significant unobservable inputs. This category includes all instruments where the valuation technique includes inputs not based on observable data and the unobservable inputs have a significant effect on the instrument's valuation. This category includes instruments that are valued based on quoted market prices for similar instruments where significant unobservable adjustments or assumptions are required to reflect differences between the instruments.

Impairment of financial assets

The Company assesses all information available, including on a forward-looking basis, the expected credit losses associated with any financial assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition based on all information available, and reasonable and supportive forward-looking information.

Effective interest method

The effective interest method calculates the amortized cost of a financial instrument asset or liability and allocates interest income over the corresponding period. The effective interest rate is the rate that discounts estimated future cash receipts over the expected life of the financial asset or liability, or where appropriate, a shorter period. Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as FVTPL.

10557510 CANADA CORP.
Notes to Annual Audited Financial Statements
Years ended December 31, 2020 and 2019
(Stated in \$CAD)

3. **RECENTLY ADOPTED AND RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS**

- (a) **IFRS 3**; In October 2018, the IASB issued amendments to IFRS 3 “Definition of a Business” The amendments clarify the definition of a business, with the objective of assisting entities to determine whether a transaction should be accounted for as a business combination or as an asset acquisition. The amendment provides an assessment framework to determine when a series of integrated activities is not a business. The amendments are effective for business combinations occurring on or after the beginning of the first annual reporting period beginning on or after January 1, 2020. The new amendments have been adopted by the Company and have not had a significant impact on these Financial Statements.
- (b) **IAS 1 “Presentation of Financial Statements” and IAS 8 “Accounting Policies, Changes in Accounting Estimates and Errors”** were amended in October 2018 to refine the definition of materiality and clarify its characteristics. The revised definition focuses on the idea that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements. The amendments are effective for annual reporting periods beginning on or after January 1, 2020. Earlier adoption is permitted. The new amendments have been adopted by the Company and have not had a significant impact on these Financial Statements.

4. **LETTERS OF INTENT**

CANADA CRYPTO EXCHANGE CORP.

Under the terms of a Plan of Arrangement approved by the Ontario Superior Court of Justice on March 26, 2018, the Company acquired substantially all the rights and interests in a Letter of Intent (“LOI”) between Telferscot and CCEC, and accordingly will assume the position of Telferscot with respect to the LOI. As consideration for its acquisition, 10557510 issued 2,499,996 common shares to Telferscot, which were distributed to the current shareholders of Telferscot pro-rata based on their relative shareholdings of Telferscot (*see note 5.2(b)*). The LOI has been assigned a nominal value of \$1.

Telferscot had signed an LOI to acquire CCEC, parent company of CCX, a Canadian-based crypto currency exchange platform. CCEC has developed its exchange platform in partnership with ACX Tech Pty. Ltd of Perth, Australia and Blockchain Global Ltd. of Melbourne, Australia. The LOI with CCEC provides for a 180-day exclusive period of cooperation between Telferscot and CCEC to negotiate terms of the acquisition, launch the CCX platform in Canada and secure the necessary funding for development and marketing of the CCEC business plan.

On July 2, 2020, the Company informed CCEC that it no longer wanted to proceed with the project and has since rescinded the LOI.

	December 31, 2020	December 31, 2019
	\$	\$
Canada Crypto Exchange Corp. LOI	-	1

10557510 CANADA CORP.
Notes to Annual Audited Financial Statements
Years ended December 31, 2020 and 2019
(Stated in \$CAD)

4. **LETTERS OF INTENT, CONTINUED**

ROYAL WINS PTY LTD.

On July 2, 2020, the Company signed a letter of intent with Royal Wins Pty Ltd. (“ROYAL WINS”). The letter of intent (“RW LOI”) sets the terms for a proposed acquisition by the Company of ROYAL WINS and subsequent listing on the Canadian Securities Exchange.

Royal Wins is a digital games studio that develops real money skill and chance social games on the web, desktop and mobile devices. The company was founded in 2014 as an advanced deep-technology research and development company (3D technologies, artificial intelligence, NLP and smart data). The company is based in Sydney, Australia and Guangzhou, China and focuses on online and mobile wagering markets.

Pursuant to the terms of the RW LOI, the Company shall acquire one hundred per cent (100%) of the outstanding Ordinary and Preference shares (including all Classes of such shares which may be validly issued and outstanding as at the date of the RW LOI) of ROYAL WINS through an all stock purchase transaction by the Company, by which ROYAL WINS will become a wholly-owned subsidiary of the Company. Further, the parties agree to proceed promptly and in good faith to prepare and execute a Definitive Agreement and to prepare, market and complete an initial round of Private Placement financing of not less than C\$1,000,000 (*see note 5 and 17*).

	December 31, 2020	December 31, 2019
	\$	\$
Royal Wins Pty Ltd. LOI	1	-

10557510 CANADA CORP.
Notes to Annual Audited Financial Statements
Years ended December 31, 2020 and 2019
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5. SHARE CAPITAL

1) Authorized

The Company is authorized to issue an unlimited number of common shares and an unlimited number of first preferred shares issuable in series by the directors. The common shares are without nominal or par value and may carry rights, privileges, priorities, limitations, conditions and restrictions according to the class their issued at including receiving dividends and voting rights.

The First Preferred Shares shall be entitled to preference over the common shares of the Company and over any other shares of the Company ranking junior to the First Preferred Shares with respect to payment of dividends and return of capital and in the distribution of assets in the event of liquidation, dissolution or wind-up of the Company.

2) Issued and outstanding

Continuity schedules for the Company's share capital and other equity instruments are disclosed in the statements of changes in equity for the years ended December 31, 2020 and 2019. The equity transactions in this period are detailed below:

- a. On June 30, 2020, the Company executed shares for debt settlement transactions in the amount of \$39,748 owed to related parties. 3,974,772 shares were issued at a price of \$0.01 per share (*see also note 13*).
- b. On October 30, 2020, the Company closed the first tranche of \$1,025,000 private placement of Units at the purchase price of \$0.075 for each Unit purchased. Each unit consists of one (1) common share ("Common Share") and one half ($\frac{1}{2}$) common share purchase warrant ("Warrant"). Each full Warrant entitles the holder to purchase 1 Common Share at a price of \$0.10 up to twelve (12) months from Closing. The total proceeds of the first tranche amounted to \$280,000 which consisted of 3,733,328 Common Shares and 1,866,664 Warrants. On December 11, 2020, the Company closed the second tranche of the \$1,025,000 private placement for total proceeds of \$745,000. In total, the proceeds of the first and second tranches amounted to \$1,025,000 which consisted of 13,666,668 Common Shares and 6,833,334 Warrants.
- c. On February 24, 2021, the common shares of the Company were split on a basis of 2 new common shares for each issued and outstanding old common share (*see note 17*). All common shares, per common share amounts, stock options and warrants in these financial statements have been retroactively restated to reflect this share split.

10557510 CANADA CORP.
Notes to Annual Audited Financial Statements
Years ended December 31, 2020 and 2019
(Stated in \$CAD)

5. **SHARE CAPITAL, CONTINUED**

3) **Warrants**

A summary of warrant activity is as follows:

	No. of warrants ⁽¹⁾	Weighted average exercise price
Balance, December 31, 2019	-	-
Issued on October 30, 2020	1,866,664	\$ 0.10
Issued on December 11, 2020	4,966,670	\$ 0.10
Balance, December 31, 2020	6,833,334	\$ 0.10

⁽¹⁾ On February 24, 2021, the common shares, warrants and options of the Company were split on a basis of 2 new common shares for each issued and outstanding old common share (Note 17)

The outstanding issued warrants balance at December 31, 2020, is comprised of the following:

Date of expiry	Type	Number	Weighted average exercise price \$	Weighted average years remaining Years	Fair value \$
October 30, 2021	Warrant	1,866,664	0.10	0.83	32,488
December 11, 2021	Warrant	4,966,670	0.10	0.95	86,443
		6,833,334	0.10	0.91	118,931

The fair value of warrants was estimated on the date of issuance using the Black-Scholes model. The following assumptions were used:

Warrants issued on	Oct 30, 2020	Dec 11, 2020
Number of warrants issued	1,866,664	4,966,670
Weighted average information:		
Stock price	\$ 0.066	\$ 0.066
Exercise price	\$ 0.100	\$ 0.100
Expected life (years)	1.0	1.0
Expected volatility	100%	100%
Discount rate	0.25%	0.25%
Expected dividends	Nil	Nil
Fair value	\$ 32,488	\$ 86,443

10557510 CANADA CORP.
Notes to Annual Audited Financial Statements
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(Stated in \$CAD)

5. **SHARE CAPITAL, CONTINUED**

4) Share-based payments

The Company has a stock option plan pursuant to which options to purchase common shares may be granted to executive officers, directors, employees and consultants. The plan allows for the issuance of up to 10% of the issued and outstanding common shares.

On December 15, 2020, the Company issued 4,000,000 stock options to directors and officers of the Company. The options carry an exercise price of \$0.075 per share for a period of up to 5 years from the issuance date. The options shall be vested upon issuance. The fair value of the options was estimated on the date of grant using the Black-Scholes model at \$191,456.

Additionally, on December 15, 2020, the Company issued 5,500,000 stock options to consultants of the Company. The options carry an exercise price of \$0.075 per share for a period of up to 2 years from the issuance date. The options shall be subject to a vesting period of 12 months whereby 25% of the options vest on March 15, 2021, 25% on June 15, 2021, 25% on September 15, 2021 and 25% on December 15, 2021. The fair value of the options was estimated on the date of grant using the Black-Scholes model at \$179,215.

A continuity of the outstanding options to purchase common shares is as follows:

	Weighted average exercise price	Number of options ⁽¹⁾
	\$	
Outstanding at December 31 2018 and 2019	0.025	2,000,000
Transactions during the period:		
Granted	0.075	9,500,000
Expired	-	-
Forfeited	-	-
Outstanding at December 31, 2020	0.067	11,500,000

⁽¹⁾ On February 24, 2021, the common shares, warrants and options of the Company were split on a basis of 2 new common shares for each issued and outstanding old common share (Note 17)

10557510 CANADA CORP.
Notes to Annual Audited Financial Statements
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(Stated in \$CAD)

5. **SHARE CAPITAL, CONTINUED**

The following table provides additional information about outstanding stock options as at December 31, 2020:

Expiry date	Number exercisable	Number outstanding	Weighted average exercise price	Weighted average years remaining	Fair value
			\$		\$
July 5, 2021	-	2,000,000	0.025	0.51	2,600
December 15, 2022	-	5,500,000	0.075	1.96	179,215
December 15, 2025	4,000,000	4,000,000	0.075	4.96	191,456
	4,000,000	11,500,000	0.067	2.75	373,271

The fair value of stock options was estimated on the date of grant using the Black-Scholes model. The following assumptions were used:

	Options issued in 2018	Options issued in 2020	Options issued in 2020
	\$	\$	\$
Number of options issued	2,000,000	5,500,000	4,000,000
Weighted average information:			
Stock price	\$ 0.003	\$ 0.066	\$ 0.066
Exercise price	\$ 0.025	\$ 0.075	\$ 0.075
Expected life (years)	3	2	5
Expected volatility	150%	100%	100%
Discount rate	2.13%	0.25%	0.39%
Vesting	0%	9%	100%
Expected dividends	Nil	Nil	Nil
Fair value (total)	\$ 2,600	\$ 179,215	\$ 191,456
Fair value (this period)	\$ -	\$ 16,567	\$ 191,456

10557510 CANADA CORP.
Notes to Annual Audited Financial Statements
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6. LOSS PER SHARE

The following table sets forth the computation of basic and diluted loss per share:

	Year ended	
	Dec 31, 2020	Dec 31, 2019
Numerator:		
Loss for the period	\$ 298,030	44,500
Denominator:		
Weighted average number of common shares ⁽¹⁾	8,182,158	4,999,992
Basic and diluted loss per share	\$ 0.036	0.009

⁽¹⁾ On February 24, 2021, the common shares, warrants and options of the Company were split on a basis of 2 new common shares for each issued and outstanding old common share (Note 17)

As at December 31, 2020, the following potentially dilutive equity instruments were outstanding: 11,500,000 stock options (2019 – 2,000,000) and 6,833,334 warrants (2019 – nil). The outstanding stock options and warrants were not included in the computation of diluted loss per share as their inclusion would be anti-dilutive.

7. FINANCIAL RISK FACTORS

The Company's financial instruments consist of cash, accounts receivable, loan to Royal Wins, accounts payable and accrued liabilities, loan payable and government loan. These amounts are recognized initially at fair value and subsequently measured at amortized cost. The fair value of these amounts approximates their carrying value due to their demand or short-term nature.

The Company's activities expose it to a variety of financial risks, including credit risk and liquidity risk. Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

a. Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and accounts receivable, which consists of refundable HST ITCs and share subscription receivables. As at December 31, 2020, the Company has a cash balance of \$592,267 (2019 - \$1,687), which was held with reputable financial institutions from which management believes the risk of loss to be minimal.

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7. FINANCIAL RISK FACTORS, CONTINUED

b. Liquidity risk

Liquidity risk refers to the risk that the Company will not be able to meet its financial obligations when they become due or can only do so at excessive cost (*see note 1*). The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2020, the Company had a working capital of \$914,903 (2019 - deficiency of \$89,838). All of the Company's financial liabilities, with the exception of the non-current government loan, have contractual maturities of less than 90 days and are subject to normal trade terms.

8. CAPITAL MANAGEMENT

The Company's objective when managing capital is to maintain adequate levels of funding to maintain head office corporate and administrative functions. The Company considers its capital to be its shareholders' equity. The Company manages its capital structure in an effort to provide sufficient funding for its development projects. Funds are primarily secured through equity capital raised by way of private placements and exercise of warrants and/or stock options.

There can be no assurances that the Company will be able to continue raising equity capital in this manner. The Company's Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company's capital management objectives, policies and processes have remained unchanged during the year ended December 31, 2020 and 2019. The Company is not subject to externally imposed capital requirements.

9. ACCOUNTS RECEIVABLE

The Company's accounts receivable consists of subscription receipts of \$59,951 (2019 – \$nil) and of harmonized services tax ("HST") recoverable from the Canadian government taxation authorities. At December 31, 2020 HST receivable amounted to \$15,117 (2019 - \$5,413). The share subscription receivable was collected subsequent to yearend.

10. LOAN TO ROYAL WINS

As per the terms of the RW LOI, the Company agreed to provide Royal Wins with a monthly subsidy of \$25,000 up to the completion of a public listing. As at December 31, 2020, the loaned subsidy amounted to \$275,000. The loan is unsecured, non-interest bearing and will be eliminated on completion of the acquisition of Royal Wins (see note 17)

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11. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

The Company's accounts payable and accrued liabilities are principally comprised of amounts outstanding for trade purchases relating to operating and financing activities.

The following is an analysis of the trade payables and accrued liabilities balances as at December 31, 2020 and December 31, 2019:

	December 31, 2020 \$	December 31, 2019 \$
Management fees	-	56,193
Professional fees	-	8,040
Regulatory expenses	701	-
Accrued liability	26,731	4,000
Accounts payable and accrued liabilities	27,432	68,233

12. CANADA EMERGENCY BUSINESS ACCOUNT

During September 2020, the Company received a loan of \$40,000 as part of the Canada Emergency Business Account ("CEBA") extended by the Government. The loan is interest free until December 31, 2022, and \$10,000 (or 25%) of the \$40,000 loan is eligible for complete forgiveness if \$30,000 is fully repaid on or before December 31, 2022. During the year, the Company recognized 'other income' in operations of \$10,000 associated with this loan. If the loan is not repaid by December 31, 2022, it will be converted to a 3-year term loan bearing an interest of 5% per annum.

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13. RELATED PARTY TRANSACTIONS

The Company was billed a monthly fee of \$2,750 (plus applicable HST) by a company controlled by a director for management and administrative services, including the corporate secretary, the services of the CFO and regular administrative functions. In March 2020, the related party agreed to waive all management and accounting fees during the COVID-19 pandemic as of March 1, 2020 for a period of eight months (*See Note 15*). In November 2020, the billings for management and administrative services resumed at a monthly fee of \$7,250 and \$1,000 towards office rent. During the year ended December 31, 2020, the Company incurred total fees of \$20,000 (2019 –\$33,000).

During the second half of the year ended December 31, 2020, the Company was billed a monthly fee of \$5,000 (plus applicable HST) by a company controlled by a director for financial advisory services (*See Note 14*). During the year ended December 31, 2020, the total fees amounted to \$30,000 (2019 - \$nil).

On December 15, 2020, the company granted 1,000,000 stock options to a company controlled by a director of the Company, 100,000 to an officer of the Company and 100,000 to a director of the Company. These options are exercisable at \$0.075 each for a period of up to 5 years from the date of issuance. The total fair value of the options was estimated to be \$57,437.

In June 2018, the Company was provided a loan from Bolingbroke Investments Inc. (“BII”), a company controlled by a director and officer in the amount of \$15,000. BII advanced further funds in July and September of 2018 which brought the total advance to \$27,500 as at December 31, 2018 and 2019. The loan is due on demand, unsecured and bears interest at 3% per annum. During the year ended December 31, 2020, accrued interest on the loan amounted to \$412 (2019 - \$829), with such amount included in the statements of net loss and comprehensive loss. On June 30, 2020, the Company issued BII 2,911,652 shares at a price of \$0.01 for a total amount of \$29,117 towards full settlement of the loan amount. Furthermore, the Company issued Grove Corporate Services Ltd. 1,063,120 shares at a price of \$0.01 for a total amount of \$10,631 as partial settlement of their accrued management fees.

As at December 31, 2020, subscriptions receivable included \$30,000 owed by a company controlled by a director and \$29,951 owed by an officer and a director of the Company. All amounts were subsequently settled in January 2021

As at December 31, 2020, there were no accounts payable or accrued liabilities in respect of management fees, advisory fees and reimbursable regulatory expenses due to related parties. (2019 - \$56,193).

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(Stated in \$CAD)

14. COMMITMENTS AND CONTRACTUAL OBLIGATIONS

The Company signed a consulting contract, on July 1, 2018, with a company controlled by a director and officer to provide capital market advice including financing management and to assist in the process of successful public listing. The duration of this contract is guaranteed for an initial term of 6 months and will continue on a monthly basis thereafter until such time as this contract is terminated. Following the initial 6 months term, of which services are provided at no cost to the Company, a monthly consulting fee in the amount of five thousand Canadian Dollars will apply. The Company will also pay a finders' fee of up to 5% of funds raised for the company. The consultant will be entitled to receive stock options on common shares of the Company subject to the approval of the Board of Directors.

15. COVID-19

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as 'COVID-19', has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposing quarantine period and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown currently, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future period.

In March 2020, the Company provided a notice to Grove Corporate Services Ltd. informing them that the Company will not be able to continue to pay for the management and accounting fees during the COVID-19 pandemic. Subsequently Grove agreed to waive all management and accounting fees as of March 1, 2020 for a period of eight months (see note 13).

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Notes to Annual Audited Financial Statements
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(Stated in \$CAD)

16. **INCOME TAX**

Income tax expense

The following table reconciles the amount of reported income taxes in the statement of comprehensive loss with income taxes calculated at statutory income tax rates of 26.50%. The statutory income tax rate is the combined Canadian rates applicable in the jurisdictions in which the Company does business.

	December 31, 2020	December 31, 2019
	\$	\$
Loss before income taxes	(298,030)	(44,500)
Applicable tax rates	26.50%	12.50%
Expected tax recovery computed at applicable tax rates	(78,978)	(5,563)
Differences in current and deferred tax rates and other	-	(6,230)
Share based payments	55,126	
Change in deferred tax asset not recognized	23,852	11,793
Income tax expense (recovery)	-	-

Deferred income taxes

The primary differences that give rise to the deferred income tax balances as at December 31, 2020 and December 31, 2019 are as follows:

	December 31, 2020	December 31, 2019
	\$	\$
Non-capital loss carry forwards	50,839	23,800
	50,839	23,800
Less: valuation allowance	(50,839)	(23,800)
Total unrecognized deferred tax assets	-	-

At December 31, 2020, the Company had recorded a 100% valuation allowance against its deferred income balances due to the uncertainty surrounding their realization.

Tax loss carry forward balances

At December 31, 2020, the Company has non-capital losses, available to offset future taxable income for income tax purposes, of \$191,845, which expire between 2038 and 2040.

10557510 CANADA CORP.
Notes to Annual Audited Financial Statements
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(Stated in \$CAD)

17. SUBSEQUENT EVENTS

On 24 February 2021, the Company and Royal Wins entered into a Takeover Implementation Deed in support of the offer the Company has made to buy all of the Royal Wins Shares by way of an off-market takeover bid. The Offer consideration is 1 post-split share of the Company, for every 1 Royal Wins Share held.

On 26 February 2021, the Company closed a private placement for proceeds of \$663,700 consisting of 2,212,332 Units at a purchase price of \$0.30 per unit. Each unit consists of one (1) common share ("Common Share") and one half (1/2) common share purchase warrant ("Warrant"). Each full Warrant entitles the holder to purchase 1 Common Share at a price of \$0.40 up to twelve (12) months from Closing.

On March 1, 2021, the Company") announced that it has executed a takeover implementation deed and formally lodged an offer (the "Offer") to acquire all issued and outstanding shares of Royal Wins. The Company filed its Bidder's Statement detailing the terms of the offer with the Australian Securities and Investments Commission ("ASIC") and subsequently mailed the required documentation to all shareholders of Royal Wins on February 26, 2021.

The acquisition of Royal Wins is expected to close on or around March 31, 2021. Under the terms of the Offer, Canada510 will acquire up to 100% of the issued and outstanding shares of Royal Wins for consideration of 75,517,445 Common Shares of the Company (the "Share Consideration") valuing Royal Wins at \$22.6 million (AUD 23 million) on the basis of one one-half of one common share of Canada510 for each ordinary share of Royal Wins outstanding. The minimum tender condition is 90% of the outstanding shares and if this is reached and the Offer is completed, applicable law in Australia allows the Company to acquire the remaining shares on the same terms.

As part of the acquisition, the Company has agreed to increase the Company's board to five members (from the current four members). Further, two of the Company's current Directors have agreed to step down to allow Royal Wins to nominate a total of three Directors to join the remaining two current Directors of the Board. At the meeting of the Company's Shareholders held on January 12, 2021, the Company received the necessary approvals to change the Company's name – which will be effected in prior to the completion of the Offer and to split the common shares of the Company on a basis of 2 new common shares for each issued and outstanding old common share. Existing stock options and warrants will also be split on the same basis with terms of exercise adjusted proportionally. This split of shares was completed and announced on February 26, 2021 following a Record Date of February 24, 2021.

The Company further announced two non-brokered private placements totalling 15,000,000 units ("Units") in a combination of Equity Units and Subscription Receipts at a price of \$0.30 per Unit for gross proceeds of \$4,500,000. Each Unit will consist of one (1) common share and one half of one (1/2) common share purchase warrant. Each full warrant will entitle the holder to purchase one additional common share at a price of \$0.40 for a period of twenty-four (24) months from the date of issue.

The Company will pay finders' fees consisting of 7% cash and 7% non-transferable broker warrants in connection with the financings. The use of proceeds will be used for funding of game development, consumer acquisition, and general working capital purposes.

APPENDIX A1-
ISSUER MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2020

10557510 CANADA CORP.

Management Discussion and Analysis of the Financial Condition and Results of Operations

Year ended December 31, 2020 and 2019

The following management discussion and analysis ("MD&A") of 10557510 Canada Corp. (the "Company" or "10557510") provides a review of corporate developments, results of operations and financial position for the year ended December 31, 2020 and 2019 ("Q1 to Q4"). This discussion is prepared as of March 8, 2021 and should be read in conjunction with the Company's audited annual financial statements for the years ended December 31, 2020 and 2019. The results reported in this MD&A have been prepared in accordance with International Financial Reporting Standards ("IFRS") and are presented in Canadian dollars, which is the Company's functional currency. Additional information regarding 10557633 is available on the Company's SEDAR profile at www.sedar.com.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors (the "Board"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

10557510 CANADA CORP.
MANAGEMENT DISCUSSION AND ANALYSIS
Year ended December 31, 2020 and 2019

FORWARD-LOOKING STATEMENTS

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as “forward-looking statements”). These statements relate to future events or the Company’s future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “continues”, “forecasts”, “projects”, “predicts”, “intends”, “anticipates” or “believes”, or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements

Selected forward-looking statements, assumptions, and risk factors are as follows:

Forward-looking statements	Assumptions	Risk factors
The Company is working towards completing a Qualifying Transaction.	The Company expects to identify an asset or business to acquire and close a Qualifying Transaction, on terms favourable to the Company.	The Company’s inability to find a target, the inability to satisfy all of the conditions precedent (due diligence, shareholder and regulatory approval, financing) to complete a Qualifying Transaction, resulting in the Company remaining as a reporting issuer only.
The Company’s ability to meet its working capital needs at the current level for the year ending December 31, 2021.	The operating activities of the Company for the year ending December 31, 2020, and the costs associated therewith, will be consistent with the Company’s current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to the Company.	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; regulatory compliance and changes in regulatory compliance and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions.

10557510 CANADA CORP.
MANAGEMENT DISCUSSION AND ANALYSIS
Year ended December 31, 2020 and 2019

COMPANY OVERVIEW

10557510 Canada Corp. was incorporated on December 27, 2017 under the Canada Business Corporations Act with its head office located at 401 Bay Street, Suite #2100, Toronto, Ontario, Canada, M5H 2Y4. The Company, as a reporting issuer in the provinces of British Columbia, Alberta and Manitoba, is subject to the rules and regulations of the relative provincial securities commissions, but its shares do not trade on any stock exchange. The Company has no current active business operations and its principal business is the identification and evaluation of assets or businesses for the purpose of completing a Qualifying Transaction such that the Company's shares can be approved for listing and trading on a recognized Canadian stock exchange.

Where a Qualifying Transaction is warranted, additional funding may be required. The ability of the Company to fund its potential future operations and commitments is dependent upon the ability of the Company to obtain additional financing. There is no assurance that the Company will be able to complete a Qualifying Transaction or that it will be able to secure the necessary financing to complete a Qualifying Transaction.

PLAN OF ARRANGEMENT

Under the terms of a Plan of Arrangement approved by the Ontario Superior Court of Justice on March 26, 2018, the Company acquired substantially all the rights and interests in a Letter of Intent ("LOI") between Telferscot Resources Inc. ("Telferscot") and Canada Crypto Exchange Corp. ("CCEC"). As consideration for acquisition of this LOI, 10557510 issued 4,999,992 common shares to Telferscot, which were then be distributed to the current shareholders of Telferscot pro-rata based on their relative shareholdings of Telferscot. The LOI has been assigned a nominal value of \$1. It is to noted that on February 24, 2021, the common shares of the Company were split on a basis of 2 new common shares for each issued and outstanding old common share.

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Telferscot had signed an LOI to acquire CCEC, parent company of CCX, a Canadian-based crypto currency exchange platform. CCEC has developed its exchange platform in partnership with ACX Tech Pty. Ltd of Perth, Australia and Blockchain Global Ltd. of Melbourne, Australia. The LOI with CCEC provides for a 180-day exclusive period of cooperation between Telferscot and CCEC to negotiate terms of the acquisition, launch the CCX platform in Canada and secure the necessary funding for development and marketing of the CCEC business plan. As of December 31, 2020, no definitive agreement has been reached and the Company has the option to rescind the LOI.

On July 2, 2020, the Company informed CCEC that it no longer wanted to proceed with the project and has since rescinded the LOI and signed a new LOI with Royal Wins (see Letter of Intent below)

GOING CONCERN

The accompanying financial statements have been prepared using International Financial Reporting Standards applicable to a going concern. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern. It would, in this situation, be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying financial statements. Such adjustments could be material.

10557510 CANADA CORP.
MANAGEMENT DISCUSSION AND ANALYSIS
Year ended December 31, 2020 and 2019

As at December 31, 2020, the Company has no source of operating cash flow and had an accumulated deficit of \$387,868 (2019 - \$89,838). Net comprehensive loss for the year ended December 31, 2020 was \$298,030 (2019 - \$44,500). The Company also had a working capital of \$914,903 as at December 31, 2020 (2019 - deficiency of \$89,838). These conditions raise material uncertainties which may cast significant doubt as to whether the Company will be able to continue as a going concern.

These Financial Statements have been prepared on a going concern basis, which presumes realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. The Company's ability to continue as a going concern, namely its ability to generate sufficient cash resources to meet its obligations for at least twelve months from the end of the reporting period, is dependent upon its ability to arrange future financing, which is largely dependent upon prevailing capital market conditions and continued support of its shareholder base and completion of a Qualifying Transaction. These Financial Statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business. Such adjustments could be material.

CORPORATE

On April 3, 2018, Jun He and Catherine Beckett were appointed as directors of the Company. As part of the acquisition of Royal Wins, the Company has agreed to increase the Company's board to five members (from the current four members). Further, two of the Company's current Directors have agreed to step down to allow Royal Wins to nominate a total of three Directors to join the remaining two current Directors of the Board.

FINANCING

On June 30, 2020, the Company executed shares for debt settlement in the amount of \$39,748 owed to related parties. 3,974,772 shares were issued @ a price of \$0.01 per share (see also Related Parties below).

On October 30, 2020, the Company closed the first tranche of \$1,025,000 private placement of Units at the purchase price of \$0.075 for each Unit purchased. Each unit consists of one (1) common share ("Common Share") and one half (1/2) common share purchase warrant ("Warrant"). Each full Warrant entitles the holder to purchase 1 Common Share at a price of \$0.10 up to twelve (12) months from Closing. The total proceeds of the first tranche amounted to \$280,000 which consisted of 3,733,328 Common Shares and 1,866,664 Warrants. On December 11, 2020, the Company closed the second tranche of the \$1,025,000 private placement for total proceeds of \$745,000. In total, the proceeds of the first and second tranches amounted to \$1,025,000 which 13,666,668 Common Shares and 6,833,334 Warrants.

On February 24, 2021, the common shares of the Company were split on a basis of 2 new common shares for each issued and outstanding old common share (see note 17). All common shares, per common share amounts, stock options and warrants in these financial statements have been retroactively restated to reflect this share split.

On 26 February 2021, the Company closed of \$663,700 private placement of Units at the purchase price of \$0.30 for each Unit purchased consisting of 2,212,332 Units. Each unit consists of one (1) common share ("Common Share") and one half (1/2) common share purchase warrant ("Warrant"). Each full Warrant entitles the holder to purchase 1 Common Share at a price of \$0.40 up to twelve (12) months from Closing.

Subsequent to December 31, 220, the Company further announced two non-brokered private placements totalling 15,000,000 units ("Units") in a combination of Equity Units and Subscription Receipts at a price of \$0.30 per Unit for gross proceeds of \$4,500,000. Each Unit will consist of one (1) common share and one half of one (1/2) common share purchase warrant. Each full warrant will entitle the holder to purchase one additional common share at a price of \$0.40 for a period of twenty-four (24) months from the date of issue

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MANAGEMENT DISCUSSION AND ANALYSIS
Year ended December 31, 2020 and 2019

Options

On December 15, 2020, the Company issued 4,000,000 stock options to directors and officers of the Company. The options carry an exercise price of \$0.075 per share for a period of up to 60 months from the issuance date. The options shall be vested upon issuance. The fair value of the options was estimated on the date of grant using the Black-Scholes model at \$191,456.

Additionally, on December 15, 2020, the Company issued 5,500,000 stock options to consultants of the Company. The options carry an exercise price of \$0.075 per share for a period of up to 24 months from the issuance date. The options shall be subject to a vesting period of 12 months where of 25% of the options will vest on March 15, 2021, 25% on June 15, 2021, 25% on September 15, 2021 and 25% on December 15, 2021. The fair value of the options was estimated on the date of grant using the Black-Scholes model at \$179,215.

COVID-19

Since March 2020, the outbreak of the novel strain of coronavirus, specifically identified as ‘COVID-19’, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposing quarantine period and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown currently, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future period.

In March 2020, the Company provided a notice to Grove Corporate Services Ltd. informing them that the Company will not be able to continue to pay for the management and accounting fees during the COVID-19 pandemic. Subsequently Grove agreed to waive all management and accounting fees as of March 1, 2020 for a period of eight months.

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MANAGEMENT DISCUSSION AND ANALYSIS
Year ended December 31, 2020 and 2019

LETTER OF INTENT

ROYAL WINS PTY LTD.

On July 2, 2020, the Company signed a letter of intent with Royal Wins Pty Ltd. (“ROYAL WINS”). The letter of intent (“RW LOI”) sets the terms for a proposed acquisition by the Company of ROYAL WINS and subsequent listing on the Canadian Securities Exchange.

Royal Wins is a digital games studio that develops real money skill and chance social games on the web, desktop and mobile devices. The company was founded in 2014 as an advanced deep-technology research and development company (3D technologies, artificial intelligence, NLP and smart data). The company is based in Sydney, Australia and Guangzhou, China and focuses on online and mobile wagering markets.

Pursuant to the terms of the RW LOI, the Company shall acquire one hundred per cent (100%) of the outstanding Ordinary and Preference shares (including all Classes of such shares which may be validly issued and outstanding as at the date of the RW LOI) of ROYAL WINS through an all stock purchase transaction by the Company by which ROYAL WINS will become a wholly-owned subsidiary of the Company. Further, the parties agree to proceed promptly and in good faith to prepare and execute a Definitive Agreement and to prepare, market and complete an initial round of Private Placement financing of not less than C\$1,000,000.

On October 30, 2020, the Company closed the first tranche of \$1,025,000 private placement of Units at the purchase price of \$0.075 for each Unit purchased. Each unit consists of one (1) common share (“Common Share”) and one half (½) common share purchase warrant (“Warrant”). Each full Warrant entitles the holder to purchase 1 Common Share at a price of \$0.10 up to twelve (12) months from Closing. The total proceeds of the first tranche amounted to \$280,000 which consisted of 3,733,328 Common Shares and 1,866,664 Warrants. On December 11, 2020, the Company closed the second tranche of the \$1,025,000 private placement for total proceeds of \$745,000. In total, the proceeds of the first and second tranches amounted to \$1,025,000 which consisted of 13,666,668 Common Shares and 6,833,334 Warrants.

On July 2, 2020, the Company informed Canada Crypto Exchange Corp. which the Company had previously signed an LOI with, that it no longer wanted to proceed with the project and has since rescinded the LOI.

On 19 February 2021, the Company and Royal Wins entered into a Takeover Implementation Deed in support of the offer the Company has made to buy all of the Royal Wins Shares by way of an off-market takeover bid. The Offer consideration is 1 post-split Share of the Company for every 1 Royal Wins Share held.

On February 24, 2021, the common shares of the Company were split on a basis of 2 new common shares for each issued and outstanding old common share

On 26 February 2021, the Company closed of \$663,700 private placement of Units at the purchase price of \$0.30 for each Unit purchased consisting of 2,212,332 Units. Each unit consists of one (1) common share (“Common Share”) and one half (½) common share purchase warrant (“Warrant”). Each full Warrant entitles the holder to purchase 1 Common Share at a price of \$0.40 up to twelve (12) months from Closing.

On March 1, 2021, the Company”) announced that it has executed a takeover implementation deed and formally lodged an offer (the “Offer”) to acquire all issued and outstanding shares of Royal Wins. The Company filed its Bidder’s Statement detailing the terms of the offer with the Australian Securities and Investments Commission (“ASIC”) and subsequently mailed the required documentation to all shareholders of Royal Wins on February 26, 2021. Through this acquisition, Royal Wins – the first fully Licensed, Pure Skill, real money gaming platform in the World – will provide the Company with instant, operational wagering capabilities in over 140 countries around the world.

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MANAGEMENT DISCUSSION AND ANALYSIS

Year ended December 31, 2020 and 2019

The acquisition of Royal Wins is expected to close on or around March 31, 2021. Under the terms of the Offer, the Company will acquire up to 100% of the issued and outstanding shares of Royal Wins for consideration of 75,517,445 Common Shares of the Company (the "Share Consideration") valuing Royal Wins at \$22.6 million (AUD 23 million) on the basis of one one-half of one common share of Canada510 for each ordinary share of Royal Wins outstanding. The minimum tender condition is 90% of the outstanding shares and if this is reached and the Offer is completed, applicable law in Australia allows the Company to acquire the remaining shares on the same terms.

As part of the acquisition, the Company has agreed to increase the Company's board to five members (from the current four members). Further, two of the Company's current Directors have agreed to step down to allow Royal Wins to nominate a total of three Directors to join the remaining two current Directors of the Board. At the meeting of the Company's Shareholders held on January 12, 2021, the Company received the necessary approvals to change the Company's name – which will be effected in prior to the completion of the Offer and to split the common shares of the Company on a basis of 2 new common shares for each issued and outstanding old common share. This split of shares was completed and announced on February 26, 2021 following a Record Date of February 24, 2021.

The Company further announced two non-brokered private placements totalling 15,000,000 units ("Units") in a combination of Equity Units and Subscription Receipts at a price of \$0.30 per Unit for gross proceeds of \$4,500,000. Each Unit will consist of one (1) common share and one half of one (1/2) common share purchase warrant. Each full warrant will entitle the holder to purchase one additional common share at a price of \$0.40 for a period of twenty-four (24) months from the date of issue.

The Company will pay finders' fees consisting of 7% cash and 7% non-transferable broker warrants in connection with the financings. The use of proceeds will be used for funding of game development, consumer acquisition, and general working capital purposes.

QUARTERLY PERFORMANCE

The following table highlights certain key quarterly financial highlights. Commentary on the selected highlights is included under "Results of Operations" and "Liquidity and Capital Resources".

Description	Dec 31, 2020 / 2020 Q4	Sep 30, 2020 / 2020 Q3	Jun 30, 2020 / 2020 Q2	Mar 31, 2020 / 2020 Q1	Dec 31, 2019 / 2019 Q4	Sep 30, 2019 / 2019 Q3	Jun 30, 2019 / 2019 Q2	Mar 31, 2019 / 2019 Q1
	\$	\$	\$	\$	\$	\$	\$	\$
Balance sheet								
Cash	592,267	51,822	1,647	1,648	1,687	1,688	1,686	962
Working capital (deficiency)	914,903	(39,492)	(60,500)	(98,082)	(89,838)	(79,261)	(68,653)	(55,892)
Shareholders' equity (deficiency)	884,904	(79,491)	(60,499)	(98,081)	(89,837)	(79,260)	(68,652)	(55,891)
Income statement								
Total operating expenses	278,628	18,992	2,166	8,244	11,126	10,409	12,619	10,346
Net loss	(268,628)	(18,992)	(2,166)	(8,244)	(10,577)	(10,608)	(12,761)	(10,554)

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MANAGEMENT DISCUSSION AND ANALYSIS
Year ended December 31, 2020 and 2019

RESULTS OF OPERATIONS

Year ended December 31, 2020 and 2019

The Company has not so far generated any operating revenues and therefore losses have been incurred throughout the twelve months ended December 31, 2020 and 2019. The Company recorded a net loss of \$298,030 during the year ended December 31, 2020 compared to a net loss of \$44,500 during the year ended December 31, 2019.

Expenses included management fees of \$20,000 (2019 - \$33,000), professional fees of \$60,088 (2019 - \$4,096), regulatory expenses of \$16,763 (2019 - \$6,593), rent \$2,000 (2019 - \$nil), share based compensation \$208,023 (2019 - \$nil), office, general expenses of \$675 (2019 - \$811). The Company recorded income of \$10,000 with regards to the Canada Emergency Business Account (see also "Related Party Transactions" section below).

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2020, the Company had a cash balance of \$592,267 (December 31, 2019 - \$1,687) and had a working capital of \$914,903 (2019 – a deficiency of \$89,838). Plans for a private placement to provide funds to identify and evaluate assets or businesses for completion of a Qualifying Transaction and basic operating costs of a company with ongoing reporting issuer obligations have yet to be finalized.

CAPITALIZATION

The Company has the following securities issued and outstanding at each reporting date as follows (all numbers are post the stock split of 1:2):

Description	March 8, 2021	December 31, 2020	December 31, 2019
Common shares issued and outstanding	24,853,764	22,641,432	4,999,992
Stock options	11,500,000	11,500,000	2,000,000
Warrants	7,939,500	6,833,334	-

On June 30, 2020, the Company executed shares for debt settlement in the amount of \$39,748 owed to related parties. 3,974,772 shares were issued @ a price of \$0.01 per share.

On October 30, 2020, the Company closed the first tranche of \$1,025,000 private placement of Units at the purchase price of \$0.075 for each Unit purchased. Each unit consists of one (1) common share ("Common Share") and one half (1/2) common share purchase warrant ("Warrant"). Each full Warrant entitles the holder to purchase 1 Common Share at a price of \$0.10 up to twelve (12) months from Closing. The total proceeds of the first tranche amounted to \$280,000 which consisted of 3,733,328 Common Shares and 1,866,664 Warrants. On December 11, 2020, the Company closed the second tranche of the \$1,025,000 private placement for total proceeds of \$745,000. In total, the proceeds of the first and second tranches amounted to \$1,025,000 which consisted of 13,666,668 Common Shares and 6,833,334 Warrants.

10557510 CANADA CORP.
MANAGEMENT DISCUSSION AND ANALYSIS
Year ended December 31, 2020 and 2019

On 26 February 2021, the Company closed of \$663,700 private placement of Units at the purchase price of \$0.30 for each Unit purchased consisting of 2,212,332 Units. Each unit consists of one (1) common share ("Common Share") and one half (1/2) common share purchase warrant ("Warrant"). Each full Warrant entitles the holder to purchase 1 Common Share at a price of \$0.40 up to twelve (12) months from Closing.

The Company further announced two non-brokered private placements totalling 15,000,000 units ("Units") in a combination of Equity Units and Subscription Receipts at a price of \$0.30 per Unit for gross proceeds of \$4,500,000. Each Unit will consist of one (1) common share and one half of one (1/2) common share purchase warrant. Each full warrant will entitle the holder to purchase one additional common share at a price of \$0.40 for a period of twenty-four (24) months from the date of issue.

The Company will pay finders' fees consisting of 7% cash and 7% non-transferable broker warrants in connection with the financings. The use of proceeds will be used for funding of game development, consumer acquisition, and general working capital purposes

RELATED PARTY TRANSACTIONS

The Company was billed a monthly fee of \$2,750 (plus applicable HST) by a company controlled by a director for management and administrative services, including the corporate secretary, the services of the CFO and regular administrative functions. In March this year, the related party agreed to waive all management and accounting fees during the COVID-19 pandemic as of March 1, 2020 for a period of eight months (See Note 15). In November this year, the billings for management and administrative services resumed at a monthly fee of \$7,250 and \$1,000 towards office rent. During the year ended December 31, 2020, the Company incurred total fees of \$22,000 (2019 –\$33,000).

During the second half of the year ended December 31, 2020, the Company was billed a monthly fee of \$5,000 (plus applicable HST) by a company controlled by a director for financial advisory services (See Note 14). During the year ended December 31, 2020, the total fees amounted to \$30,000 (2019 - \$nil).

On December 15, 2020, the company granted 1,000,000 stock options to a company controlled by a director of the Company, 100,000 to an officer of the Company and 100,000 to a director of the Company. These options are exercisable at \$0.075 each for a period of up to 5 years from the date of issuance. The total fair value of the options was estimated to be \$57,437.

In June 2018, the Company was provided a loan from Bolingbroke Investments Inc. ("BII"), a company controlled by a director and officer in the amount of \$15,000. BII advanced further funds in July and September of 2018 which brought the total advance to \$27,500 as at December 31, 2018 and 2019. The loan is due on demand, unsecured and bears interest at 3% per annum. During the year ended December 31, 2020, accrued interest on the loan amounted to \$412 (2019 - \$829), with such amount included in the statements of net loss and comprehensive loss. On June 30, 2020, the Company issued BII 2,911,652 shares at a price of \$0.01 for a total amount of \$29,117 towards full settlement of the loan amount. Furthermore, the Company issued Grove Corporate Services Ltd. 1,063,120 shares at a price of \$0.01 for a total amount of \$10,631 as partial settlement of their accrued management fees.

As at December 31, 2020, subscriptions receivable included \$30,000 owed by a company controlled by a director and \$29,951 owed by an officer and a director of the Company. All amounts were subsequently settled.

As at December 31, 2020, there were no accounts payable or accrued liabilities in respect of management fees, advisory fees and reimbursable regulatory expenses due to related parties. (2019 - \$56,193).

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MANAGEMENT DISCUSSION AND ANALYSIS
Year ended December 31, 2020 and 2019

COMMITMENTS AND CONTRACTUAL OBLIGATIONS

The Company signed a consulting contract, on July 1, 2018, with a company controlled by a director and officer to provide capital market advice including financing management and to assist in the process of successful public listing. The duration of this contract is guaranteed for an initial term of 6 months and will continue on a monthly basis thereafter until such time as this contract is terminated. Following the initial 6 months term, of which services are provided at no cost to the Company, a monthly consulting fee in the amount of five thousand Canadian Dollars will apply. The Company will also pay a finders' fee of up to 5% of funds raised for the company. The consultant will be entitled to receive stock options on common shares of the Company subject to the approval of the Board of Directors.

RECENTLY ADOPTED ACCOUNTING PRONOUNCEMENTS

- (a) **IFRS 3**; In October 2018, the IASB issued amendments to IFRS 3 “Definition of a Business” The amendments clarify the definition of a business, with the objective of assisting entities to determine whether a transaction should be accounted for as a business combination or as an asset acquisition. The amendment provides an assessment framework to determine when a series of integrated activities is not a business. The amendments are effective for business combinations occurring on or after the beginning of the first annual reporting period beginning on or after January 1, 2020. The new amendments have been adopted by the Company and have not had a significant impact on these Financial Statements.
- (b) **IAS 1 “Presentation of Financial Statements” and IAS 8 “Accounting Policies, Changes in Accounting Estimates and Errors”** were amended in October 2018 to refine the definition of materiality and clarify its characteristics. The revised definition focuses on the idea that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements. The amendments are effective for annual reporting periods beginning on or after January 1, 2020. Earlier adoption is permitted. The new amendments have been adopted by the Company and have not had a significant impact on these Financial Statements.

CAPITAL RISK MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and ensure sufficient liquidity in order to complete a Qualifying Transaction so that it can provide adequate returns for shareholders. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital as total shareholders' equity.

10557510 CANADA CORP.
MANAGEMENT DISCUSSION AND ANALYSIS
Year ended December 31, 2020 and 2019

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have an effect on the results of operations or financial condition of the Company.

RISKS AND UNCERTAINTIES

Proposed Business

The Company was only recently incorporated, has not commenced commercial operations and has no assets other than cash and amounts receivable. It has no history of earnings and will not generate earnings or pay dividends until at least after the completion of the Qualifying Transaction.

No Market or History of Operations

The Company was incorporated on December 27, 2017, has not commenced commercial operations and has no assets other than cash and accounts receivable. The Company has neither a history of earnings nor has it paid any dividends and it is unlikely to produce earnings or pay dividends in the immediate or foreseeable future. The Company has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Company will be able to identify a suitable Qualifying Transaction. Even if a proposed Qualifying Transaction is identified, there can be no assurance that the Company will be able to successfully complete a transaction.

Directors' and Officers' Involvement in Other Projects

The directors and officers of the Company will only devote a small portion of their time to the business and affairs of the Company and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time.

Reliance on Management

The Company is relying solely on the past business success of its directors and officers to identify and complete a Qualifying Transaction of merit. The success of the Company is dependent upon the efforts and abilities of its management team. The loss of any member of the management team could have a material adverse effect upon the business and prospects of the Company. In such event, the Company will seek satisfactory replacements but there can be no guarantee that appropriate personnel may be found.

Requirement for Additional Financing

The Company has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Company will be able to identify and complete a suitable Qualifying Transaction. Further, even if a proposed Qualifying Transaction is identified, there can be no assurance that the Company will be able to complete a transaction. The Qualifying Transaction may be financed in whole, or in part, by the issuance of additional securities by the Company and this may result in further dilution to investors, which dilution may be significant and which may also result in a change of control of the Company.

Foreign Qualifying Transaction

In the event that the management of the Company resides outside of Canada or the Company identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts.

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MANAGEMENT DISCUSSION AND ANALYSIS
Year ended December 31, 2020 and 2019

Potential Dilution

The issue of common shares of the Company upon the exercise of the options will dilute the ownership interest of the Company's current shareholders. The Company may also issue additional option and warrants or additional common shares from time to time in the future. If it does so, the ownership interest of the Company's then current shareholders could also be diluted.

Volatile Financial Markets

The volatility occurring in the financial markets is a significant risk for the Company. As a result of the market volatility, investors are moving away from assets they perceive as risky to those they perceive as less so. Issuers like the Company are considered risk assets and as mentioned above are highly speculative. The volatility in the markets and investor sentiment may make it difficult for the Company to access the capital markets in order to raise the capital it will need to fund its current level of expenditures and identify, evaluate and close a Qualifying Transaction.

APPENDIX B-
COMPANY FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2020



ROYAL WINS PTY LIMITED

ACN166 813 083

ANNUAL REPORT – 30 JUNE 2020

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DIRECTORS' REPORT

Your directors present their report on the company for the financial year ended 30 June 2020.

Directors

The names of the directors in office at any time during, or since the end of, the year are:

Lukie Ali (appointed 18 Nov 2013)

Chin Meng (Robert) Fong (appointed 9 Apr 2019)

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

Review of Operations

The loss of the Company for the financial year after providing for income tax amounted to \$1,180,689

A review of the operations of the Company during the financial year and the results of those operations found that significant time and resources was expended on securing the gaming licence from the Kanahwake Gaming Commission in Quebec Canada. The licence was granted to the Company on the 22nd of November 2019. The company re-launched its gaming platform on Apple App Store and Android stores in January 2020. The Company has started to gain traction in resuming its previous subscribers and sales targets.

Significant Changes in the State of Affairs

No significant changes in the Company's state of affairs occurred during the financial year.

Principal Activities

The principal activities of the Company during the financial year were the development of digital games.

No significant change in the nature of these activities occurred during the year.

Events Subsequent to the End of the Reporting Period

Since 1 July 2020, an additional \$130,923 in capital has been raised for the 31 December 2020 period with an additional 14,154,472 shares being issued.

Subsequent to the year end 2020, the Company has commenced the process for listing on the Canadian Securities Exchange and expects to be listed in the first quarter of 2021.

No other events subsequent to the end of the reporting period has been noted.

Likely Developments and Expected Results of Operations

Likely developments in the operations of the Company and the expected results of those operations in future financial years have not been included in this report as the inclusion of such information is likely to result in unreasonable prejudice to the Company.

Environmental Regulation

The Company's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a state or territory.

Dividends

No dividends were paid or declared since the start of the financial year.

DIRECTORS' REPORT

Options

No shares were issued during or since the end of the year as a result of the exercise of an option over unissued shares or interests.

Indemnification of Officers

No indemnities have been given or insurance premiums paid, during or since the end of the financial year, for any person who is or has been an officer or auditor of the company.

Proceedings on Behalf of the Company

No person has applied for leave of court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

The Company was not a party to any such proceedings during the year.

Auditor's Independence Declaration

A copy of the auditor's independence declaration as required under s 307C of the *Corporations Act 2001* is set out on page 4.

This directors' report is signed in accordance with a resolution of the Board of Directors:

Director "Chin Meng (Robert) Fong"
Chin Meng (Robert) Fong

Dated this 1st day of April 2021

**Bentleys Audit & Corporate
(WA) Pty Ltd**

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To The Board of Directors

Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

As lead audit partner for the audit of the financial statements of Royal Wins Pty Ltd for the financial year ended 30 June 2020, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- any applicable code of professional conduct in relation to the audit.

Yours faithfully



BENTLEYS
Chartered Accountants

Dated at Perth this 6th day of April 2021

Royal Wins Pty Ltd ABN 65 166 813 083

STATEMENT OF PROFIT OR LOSS FOR THE YEAR ENDED 30 JUNE 2020

	Note	2020 \$	2019 \$
Revenue	2a	244,025	283,020
Other income	2b	61,497	11,712
Total Revenue		<u>305,522</u>	<u>294,732</u>
Advertising and Promotion Expenses		(477,708)	(191,162)
Computer and IT Expenses		(52,298)	(60,448)
Consultancy Fees		(414,839)	(663,740)
Depreciation Expense		(877)	(1,059)
Foreign Exchange Loss		(13,757)	-
Interest and Finance Costs		(7,806)	(6,414)
Legal and Professional Fees		(22,393)	(24,500)
Occupancy Costs		(45,902)	(84,368)
Other Expenses		(26,557)	(263,601)
Salaries and Employment Costs		(345,297)	(513,491)
Share Based Payment Expense	13	(78,777)	(1,043,781)
Profit/(Loss) before income tax		<u>(1,180,689)</u>	<u>(2,557,832)</u>
Tax expense		-	-
Profit/(Loss) for the year		<u>(1,180,689)</u>	<u>(2,557,832)</u>
 Profit/(Loss) attributable to owners of the Company		 <u>(1,180,689)</u>	 <u>(2,557,832)</u>

The accompanying notes form part of these financial statements.

Royal Wins Pty Ltd ABN 65 166 813 083

STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2020

	Note	2020 \$	2019 \$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	6	357,908	94,303
Trade and other receivables	7	9,000	-
TOTAL CURRENT ASSETS		366,908	94,303
NON-CURRENT ASSETS			
Plant and equipment	8	6,369	7,246
Intangible assets	9	52,762	52,762
TOTAL NON-CURRENT ASSETS		59,131	60,008
TOTAL ASSETS		426,039	154,311
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	10	244,024	233,103
Borrowings	11	-	10,000
TOTAL CURRENT LIABILITIES		244,024	243,103
TOTAL LIABILITIES		244,024	243,103
NET ASSETS / (NET LIABILITIES)		182,015	(88,792)
EQUITY			
Issued capital	12	9,051,241	7,678,522
Reserves	13	464,755	385,978
Retained earnings		(9,333,981)	(8,153,292)
TOTAL EQUITY		182,015	(88,792)

The accompanying notes form part of these financial statements.

Royal Wins Pty Ltd ABN 65 166 813 083

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2020

		Note Issued Capital Ordinary	Reserve	Retained Earnings	Total
		\$	\$	\$	\$
Balance at 1 July 2018		2,216,828	-	(5,595,460)	(3,378,632)
Comprehensive income					
Loss for the year		-	-	(2,557,832)	(2,557,832)
Total comprehensive income for the year attributable to owners of the Company		-	-	(2,557,832)	(2,557,832)
Transactions with owners, in their capacity as owners, and other transfers					
Issued Capital	12	4,962,105	-	-	4,962,105
Share Based Payments	13	657,803	385,978	-	971,724
Share issue costs		(158,214)	-	-	(158,214)
Total transactions with owners, and other transfers		5,461,694	385,978	-	5,847,672
Balance at 30 June 2019		7,678,522	385,978	(8,153,292)	(88,792)
Balance at 1 July 2019		7,678,522	385,978	(8,153,292)	(88,792)
Comprehensive income					
Loss for the year		-	-	(1,180,689)	(1,180,689)
Total comprehensive income for the year attributable to owners of the Company		-	-	(1,180,689)	(1,180,689)
Transactions with owners, in their capacity as owners, and other transfers					
Issued Capital	12	1,372,719	-	-	1,372,719
Share Based Payments	13	-	78,777	-	78,777
Share issue costs		-	-	-	-
Total transactions with owners, and other transfers		1,372,719	78,777	-	1,451,496
Balance at 30 June 2020		9,051,241	464,755	(9,333,981)	182,015

The accompanying notes form part of these financial statements.

Royal Wins Pty Ltd ABN 65 166 813 083

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2020

	Note	2020	2019
		\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		296,522	294,732
Payments to suppliers and employees		(1,387,830)	(1,781,779)
Interest paid		(7,806)	(6,414)
Net cash used in operating activities	14	(1,099,114)	(1,493,461)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment		-	-
Net cash used in investing activities		-	-
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from borrowings		-	10,000
Repayment of borrowings		-	(158,214)
Proceeds from share issues		1,362,719	1,728,981
Net cash provided by financing activities		1,362,719	1,580,767
Net increase in cash held		263,605	87,306
Cash and cash equivalents at beginning of financial year		94,303	6,997
Cash and cash equivalents at end of financial year	6	357,908	94,303

The accompanying notes form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

These general purpose financial statements have been prepared in accordance with the *Corporations Act 2001*, Australian Accounting Standards and Interpretations of the Australian Accounting Standards Board and International Financial Reporting Standards as issued by the International Accounting Standards Board. The Company is a for-profit entity for financial reporting purposes under Australian Accounting Standards. Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless stated otherwise.

The financial statements, except for the cash flow information have been prepared on an accrual basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities. The amounts presented in the financial statements have been rounded to the nearest dollar.

a. Going Concern

The Company incurred a loss for the year of \$1,180,689 (2019 : \$2,557,832) and net cash outflows of \$1,099,114 (2019: \$1,493,461). As at 30 June 2020, the Company had a working capital surplus of \$122,884 (2019 Working Capital Deficit: \$148,800).

The directors prepared a cash flow forecast, which indicated that the Company will have sufficient cash flows to meet all commitments and working capital requirements for the 12 month period from the balance date of this report.

The Directors believed it was appropriate to prepare these accounts on a going concern basis as follows:

- the Company has a successful history of Capital Raisings with \$1,372,719 raised in FY2020 and \$4,962,105 raised in FY2019 the directors are confident of the Company's ability to raise additional funds as and when they would be required;
- the Company is preparing to execute a Reverse Takeover and listing on the Canadian Stock Exchange in the next 12 months;
- the Company is expecting to release two new revenue generating gaming products in FY2021 (Booster Zone and Kash Royale) which are expected to generate additional revenue income; and
- managing cash flows in line with available funds

These conditions indicate a material uncertainty that may cast significant doubt about the ability of the Company to continue as a going concern. In the event the above matters are not achieved, the Company will be required to raise funds for working capital from debt or equity sources.

Should the Company be unable to continue as a going concern it may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different to those stated in the financial statements. The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or to the amount and classification of liabilities that might result should the Company be unable to continue as a going concern and meet its debts as and when they fall due.

b. Income Tax

The income tax expense (income) for the year comprises current income tax expense (income) and deferred tax expense (income).

Current income tax expense charged to profit or loss is the tax payable on taxable income for the current period. Current tax liabilities (assets) are measured at the amounts expected to be paid to (recovered from) the relevant taxation authority using tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Current and deferred income tax expense (income) is charged or credited outside profit or loss when the tax relates to items that are recognised outside profit or loss or arising from a business combination.

A deferred tax liability shall be recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from:

- the initial recognition of goodwill; or
- the initial recognition of an asset or liability in a transaction which:
 - is not a business combination; and
 - at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability. With respect to non-depreciable items of property, plant and equipment measured at fair value and items of investment property measured at fair value, the related deferred tax liability or deferred tax asset is measured on the basis that the carrying amount of the asset will be recovered entirely through sale. When an investment property that is depreciable is held by the Company in a business model whose objective is to consume substantially all of the economic benefits embodied in the property through use over time (rather than through sale), the related deferred tax liability or deferred tax asset is measured on the basis that the carrying amount of such property will be recovered entirely through use.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where: (i) a legally enforceable right of set-off exists; and (ii) the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities, where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

c. **Fair Value of Assets and Liabilities**

The Company measures some of its assets and liabilities at fair value on either a recurring or non-recurring basis, depending on the requirements of the applicable Accounting Standard.

Fair value is the price the Company would receive to sell an asset or would have to pay to transfer a liability in an orderly (ie unforced) transaction between independent, knowledgeable and willing market participants at the measurement date.

As fair value is a market-based measure, the closest equivalent observable market pricing information is used to determine fair value. Adjustments to market values may be made having regard to the characteristics of the specific asset or liability. The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

To the extent possible, market information is extracted from either the principal market for the asset or liability (ie the market with the greatest volume and level of activity for the asset or liability) or, in the absence of such a market, the most advantageous market available to the entity at the end of the reporting period (ie the market that maximises the receipts from the sale of the asset or minimises the payments made to transfer the liability, after taking into account transaction costs and transport costs).

For non-financial assets, the fair value measurement also takes into account a market participant's ability to use the asset in its highest and best use or to sell it to another market participant that would use the asset in its highest and best use.

The fair value of liabilities and the entity's own equity instruments (excluding those related to share-based payment arrangements) may be valued, where there is no observable market price in relation to the transfer of such financial instruments, by reference to observable market information where such instruments are held as assets. Where this information is not available, other valuation techniques are adopted and, where significant, are detailed in the respective note to the financial statements.

d. **Plant and Equipment**

Each class of property, plant and equipment is carried at cost or fair value as indicated less, where applicable, any accumulated depreciation and impairment losses.

Plant and equipment

Plant and equipment are measured on the cost basis and are therefore carried at cost less accumulated depreciation and any accumulated impairment. In the event the carrying amount of plant and equipment is greater than the estimated recoverable amount, the carrying amount is written down immediately to the estimated recoverable amount and impairment losses are recognised in profit or loss. A formal assessment of recoverable amount is made when impairment indicators are present (refer to Note 1(e) for details of impairment).

The cost of fixed assets constructed within the Company includes the cost of materials, direct labour, borrowing costs and an appropriate proportion of fixed and variable overheads.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Depreciation

The depreciable amount of all fixed assets, including buildings and capitalised lease assets but excluding freehold land, is depreciated on a straight-line basis over the asset's useful life to the entity commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate
Plant and equipment	5% – 20%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains or losses are recognised in profit or loss when the item is derecognised. When revalued assets are sold, amounts included in the revaluation surplus relating to that asset are transferred to retained earnings.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

e. **Financial Instruments**

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. For financial assets, this is equivalent to the date that the Company commits itself to either the purchase or the sale of the asset (ie trade date accounting is adopted).

Financial instruments (except for trade receivables) are initially measured at fair value plus transaction costs, except where the instrument is classified "at fair value through profit or loss", in which case transaction costs are expensed to profit or loss immediately. Where available, quoted prices in an active market are used to determine fair value. In other circumstances, valuation techniques are adopted.

Trade receivables are initially measured at the transaction price if the trade receivables do not contain a significant financing component or if the practical expedient was applied as specified in paragraph 63 of AASB 15: *Revenue from Contracts with Customers*.

Classification and subsequent measurement

Financial liabilities

Financial liabilities are subsequently measured at:

- amortised cost; or
- fair value through profit and loss.

A financial liability is measured at fair value through profit and loss if the financial liability is:

- a contingent consideration of an acquirer in a business combination to which AASB 3: *Business Combinations* applies;
- held for trading; or
- initially designated as at fair value through profit or loss.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantee contracts are initially measured at fair value (if not designated as at fair value through profit or loss and not arising from a transfer of a financial asset) and subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with AASB 9.3.25.3; and
- the amount initially recognised less the accumulative amount of income recognised in accordance with the revenue recognition policies.

Financial assets

Financial assets are subsequently measured at:

- amortised cost;
- fair value through other comprehensive income; or
- fair value through profit or loss.

Measurement is on the basis of two primary criteria:

- the contractual cash flow characteristics of the financial asset; and
- the business model for managing the financial assets.

A financial asset that meets the following conditions is subsequently measured at amortised cost:

- the financial asset is managed solely to collect contractual cash flows; and
- the contractual terms within the financial asset give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding on specified dates.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A financial asset that meets the following conditions is subsequently measured at fair value through other comprehensive income:

the contractual terms within the financial asset give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding on specified dates; and

the business model for managing the financial asset comprises both contractual cash flows collection and the selling of the financial asset.

By default, all other financial assets that do not meet the measurement conditions of amortised cost and fair value through other comprehensive income are subsequently measured at fair value through profit or loss.

The Company initially designates a financial instrument as measured at fair value through profit or loss if:

- it eliminates or significantly reduces a measurement or recognition inconsistency (often referred to as an "accounting mismatch") that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases;
- it is in accordance with the documented risk management or investment strategy and information about the groupings is documented appropriately, so the performance of the financial liability that is part of a group of financial liabilities or financial assets can be managed and evaluated consistently on a fair value basis; and
- it is a hybrid contract that contains an embedded derivative that significantly modifies the cash flows otherwise required by the contract.

The initial measurement of financial instruments at fair value through profit or loss is a one-time option on initial classification and is irrevocable until the financial asset is derecognised.

Derecognition

Derecognition refers to the removal of a previously recognised financial asset or financial liability from the statement of financial position.

Derecognition of financial liabilities

A liability is derecognised when it is extinguished (ie when the obligation in the contract is discharged, cancelled or expires). An exchange of an existing financial liability for a new one with substantially modified terms, or a substantial modification to the terms of a financial liability, is treated as an extinguishment of the existing liability and recognition of a new financial liability.

The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

Derecognition of financial assets

A financial asset is derecognised when the holder's contractual rights to its cash flows expires, or the asset is transferred in such a way that all the risks and rewards of ownership are substantially transferred.

All the following criteria need to be satisfied for the derecognition of a financial asset:

- the right to receive cash flows from the asset has expired or been transferred;
- all risk and rewards of ownership of the asset have been substantially transferred; and
- the Company no longer controls the asset (ie it has no practical ability to make unilateral decisions to sell the asset to a third party).

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of a debt instrument classified as fair value through other comprehensive income, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

On derecognition of an investment in equity that the Company elected to classify as at fair value through other comprehensive income, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

Impairment

The Company recognises a loss allowance for expected credit losses on:

- financial assets that are measured at amortised cost or fair value through other comprehensive income;
- lease receivables; and
- loan commitments that are not measured at fair value through profit or loss.

Loss allowance is not recognised for:

- financial assets measured at fair value through profit or loss; or
- equity instruments measured at fair value through other comprehensive income.

Expected credit losses are the probability-weighted estimate of credit losses over the expected life of a financial instrument. A credit loss is the difference between all contractual cash flows that are due and all cash flows expected to be received, all discounted at the original effective interest rate of the financial instrument.

The Company uses the following approaches to impairment, as applicable under AASB 9: *Financial Instruments*:

- the general approach;
- the simplified approach;
- the purchased or originated credit-impaired approach; and
- low credit risk operational simplification.

General approach

Under the general approach, at each reporting period, the Company assesses whether the financial instruments are credit-impaired, and:

- if the credit risk of the financial instrument has increased significantly since initial recognition, the Company measures the loss allowance of the financial instruments at an amount equal to the lifetime expected credit losses; and
- if there has been no significant increase in credit risk since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

Simplified approach

The simplified approach does not require tracking of changes in credit risk at every reporting period, but instead requires the recognition of lifetime expected credit loss at all times.

This approach is applicable to:

- trade receivables or contract assets that result from transactions that are within the scope of AASB 15: *Revenue from Contracts with Customers*, and which do not contain a significant financing component; and
- lease receivables.

In measuring the expected credit loss, a provision matrix for trade receivables is used, taking into consideration various data to get to an expected credit loss (ie diversity of its customer base, appropriate groupings of its historical loss experience, etc).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Purchased or originated credit-impaired approach

For a financial assets that are considered to be credit-impaired (not on acquisition or originations), the Company measures any change in its lifetime expected credit loss as the difference between the asset's gross carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. Any adjustment is recognised in profit or loss as an impairment gain or loss.

Evidence of credit impairment includes:

- significant financial difficulty of the issuer or borrower;
- a breach of contract (eg default or past due event);
- where a lender has granted to the borrower a concession, due to the borrower's financial difficulty, that the lender would not otherwise consider;
- the likelihood that the borrower will enter bankruptcy or other financial reorganisation; and
- the disappearance of an active market for the financial asset because of financial difficulties.

Low credit risk operational simplification approach

If a financial asset is determined to have low credit risk at the initial reporting date, the Company assumes that the credit risk has not increased significantly since initial recognition and, accordingly, it can continue to recognise a loss allowance of 12-month expected credit loss.

In order to make such a determination that the financial asset has low credit risk, the Company applies its internal credit risk ratings or other methodologies using a globally comparable definition of low credit risk.

A financial asset is considered to have low credit risk if:

- there is a low risk of default by the borrower;
- the borrower has strong capacity to meet its contractual cash flow obligations in the near term; and
- adverse changes in economic and business conditions in the longer term, may, but not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

A financial asset is not considered to carry low credit risk merely due to existence of collateral, or because a borrower has a lower risk of default than the risk inherent in the financial assets, or lower than the credit risk of the jurisdiction in which it operates.

Recognition of expected credit losses in financial statements

At each reporting date, the Company recognises the movement in the loss allowance as an impairment gain or loss in the statement of profit or loss and other comprehensive income.

The carrying amount of financial assets measured at amortised cost includes the loss allowance relating to that asset.

Assets measured at fair value through other comprehensive income are recognised at fair value with changes in fair value recognised in other comprehensive income. The amount in relation to change in credit risk is transferred from other comprehensive income to profit or loss at every reporting period.

For financial assets that are unrecognised (eg loan commitments yet to be drawn, financial guarantees), a provision for loss allowance is created in the statement of financial position to recognise the loss allowance.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

f. **Impairment of Assets**

At the end of each reporting period, the company assesses whether there is any indication that an asset may be impaired. The assessment will include considering external sources of information and internal sources of information, including dividends received from subsidiaries, associates or joint ventures deemed to be out of pre-acquisition profits. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs of disposal and value in use, to the asset's carrying amount. Any excess of the asset's carrying amount over its recoverable amount is recognised immediately in profit or loss, unless the asset is carried at a revalued amount in accordance with another Standard (eg in accordance with the revaluation model in AASB 116: *Property, Plant and Equipment*). Any impairment loss of a revalued asset is treated as a revaluation decrease in accordance with that other Standard.

Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Impairment testing is performed annually for goodwill, intangible assets with indefinite lives and intangible assets not yet available for use.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

g. **Intangible Assets Other than Goodwill**

Trademarks and Patents

Expenditure on trademarks and patents is capitalised only when the project will deliver future economic benefits and these benefits can be measured reliably.

Trademarks and patents are assessed for impairment based on note 1(f)

h. **Foreign Currency Transactions and Balances**

Functional and presentation currency

The functional currency of each of the Company's entities is measured using the currency of the primary economic environment in which that entity operates. The financial statements are presented in Australian dollars, which is the entity's functional currency.

Transactions and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in profit or loss, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognised directly in other comprehensive income to the extent that the underlying gain or loss is directly recognised in other comprehensive income; otherwise the exchange difference is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

i. **Employee Benefits**

Short-term employee benefits

Provision is made for the Company's obligation for short-term employee benefits. Short-term employee benefits are benefits (other than termination benefits) that are expected to be settled wholly before 12 months after the end of the annual reporting period in which the employees render the related service, including wages, salaries and sick leave. Short-term employee benefits are measured at the (undiscounted) amounts expected to be paid when the obligation is settled.

The Company's obligations for short-term employee benefits such as wages, salaries and sick leave are recognised as part of current trade and other payables in the statement of financial position.

Other long-term employee benefits

Provision is made for employees' long service leave and annual leave entitlements not expected to be settled wholly within 12 months after the end of the annual reporting period in which the employees render the related service. Other long-term employee benefits are measured at the present value of the expected future payments to be made to employees. Expected future payments incorporate anticipated future wage and salary levels, durations of service and employee departures and are discounted at rates determined by reference to market yields at the end of the reporting period on government bonds that have maturity dates that approximate the terms of the obligations. Upon the remeasurement of obligations for other long-term employee benefits, the net change in the obligation is recognised in profit or loss as part of employee benefits expense.

The Company's obligations for long-term employee benefits are presented as non-current provisions in its statement of financial position, except where the Company does not have an unconditional right to defer settlement for at least 12 months after the end of the reporting period, in which case the obligations are presented as current provisions.

j. **Cash and Cash Equivalents**

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the statement of financial position.

k. **Revenue Recognition**

The Company has applied AASB 15: *Revenue from Contracts with Customers* using the cumulative effective method and therefore the comparative information has not been and continues to be presented under AASB 118: *Revenue* and AASB 111: *Construction Contracts*.

Revenue is measured at the fair value of the consideration received or receivable after taking into account any trade discounts and volume rebates allowed. When the inflow of consideration is deferred, it is treated as the provision of financing and is discounted at a rate of interest that is generally accepted in the market for similar arrangements. The difference between the amount initially recognised and the amount ultimately received is interest revenue.

Revenue from sale of goods is recognised at the point of delivery, as this corresponds to the transfer of significant risks and rewards of ownership of goods and the cessation of all involvement in those goods.

Revenue from rendering of services is recognised in proportion to the stage of completion of the work performed at the reporting date.

Work in progress is measured at cost, plus profit recognised to date and less any provision for anticipated future losses. Cost includes both variable and fixed costs relating to specific contracts, and those costs that are attributable to the contract activity in general and that can be allocated on a reasonable basis.

Profits are recognised on the stage of completion basis and measured using the proportion of costs incurred to date compared to expected actual costs. Where losses are anticipated, they are provided for in full.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Revenue generated by the Company is categorised into the following income streams:

- Kash Carnival Income
- Marketing and Consulting Revenue
- Other Income

l. Trade and Other Payables

Trade and other payables represent the liabilities for goods and services received by the entity that remain unpaid at the end of the reporting period. The balance is recognised as a current liability with the amounts normally paid within 30 days of recognition of the liability.

Trade and other payables are initially measured their fair value and subsequently measured at amortised cost using the effective interest method.

m. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of assets that necessarily take a substantial period of time to prepare for their intended use or sale are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

n. Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO).

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the ATO is included with other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the ATO are presented as operating cash flows included in receipts from customers or payments to suppliers.

o. Comparative Figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

p. Leases

Based on the assessment by the Company, it was determined there was no impact on the Company. As such, the Company has not recognised a lease liability and right-of-use asset for all leases (with the exception of short-term and low-value leases) recognised as operating leases under AASB 117: Leases where the Company is the lessee. There has been no significant change from prior year treatment for leases where the Company is a lessor, as the Company's current leases are short term in nature.

Lease liabilities are measured at the present value of the remaining lease payments, where applicable. The Company's incremental borrowing rate as at 1 July 2019 was used to discount the lease payments.

The right-of-use assets, where applicable for the remaining leases have been measured and recognised in the statement of financial position as at 1 July 2019 by taking into consideration the lease liability and the prepaid and accrued lease payments previously recognised as at 1 July 2019 (that are related to the lease).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

- The following practical expedients have been used by the Company in applying AASB 16 for the first time: for a portfolio of leases that have reasonably similar characteristics, a single discount rate has been applied.
- leases that have remaining lease term of less than 12 months as at 1 July 2019 have been accounted for in the same was as short-term leases.
- the use of hindsight to determine lease terms on contracts that have options to extend or terminate.
- applying AASB 16 to leases previously identified as leases under AASB 117: Leases and Interpretation 4: Determining whether an arrangement contains a lease without reassessing whether they are, or contain, a lease at the date of initial application.

not applying AASB 16 to leases previously not identified as containing a lease under AASB 117 and Interpretation 4.

q. **Application of new and revised Accounting Standards**

New, revised or amending Accounting Standards and Interpretations adopted

The Company has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Company during the financial period.

Any new revised or amending Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

r. **Critical Accounting Estimates and Judgements**

The directors evaluate estimates and judgements incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the company.

Key estimates

(i) *Impairment*

The Company assesses impairment at the end of each reporting period by evaluating the conditions and events specific to the Company that may be indicative of impairment triggers. Recoverable amounts of relevant assets are reassessed using value-in-use calculations which incorporate various key assumptions.

Key judgement

(i) *Employee benefits*

For the purpose of measurement, AASB 119: *Employee Benefits* defines obligations for short-term employee benefits as obligations expected to be settled wholly before 12 months after the end of the annual reporting period in which the employees render the related service. As the Company expects that all of its employees would use all of their annual leave entitlements earned during a reporting period before 12 months after the end of the reporting period, the directors consider that obligations for annual leave entitlements satisfy the definition of short-term employee benefits and, therefore, can be measured at the (undiscounted) amounts expected to be paid to employees when the obligations are settled.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020

NOTE 2: REVENUE AND OTHER INCOME

	Note	2020 \$	2019 \$
a. Revenue			
Marketing and Consulting Revenue		224,025	3,182
Kash Karnival Revenue		20,000	279,838
		<u>244,025</u>	<u>283,020</u>
b. Other Income			
Car Parking Income		-	1,712
Other Income		61,497	10,000
		<u>61,497</u>	<u>11,712</u>

NOTE 3: TAX EXPENSE

	2020 \$	2019 \$
a. Income tax (benefit)/expense		
Current tax	-	-
Deferred tax	-	-
	<u>-</u>	<u>-</u>
b. Reconciliation of income tax expense to prima facie tax payable		
Profit/(Loss) from ordinary activities before income tax	(1,180,689)	(2,557,832)
The prima facie tax payable on profit/(loss) from ordinary activities before income tax is reconciled to the income tax expense as follows:		
Prima facie tax on operating profit at 27.5% (2019: 27.5%)	(324,689)	(703,404)
Increase/(decrease) in income tax due to the tax effect of:		
Non-deductible expenses	21,664	287,040
Non-assessable income	(9,487)	-
Deferred tax assets not recognised	(4,408)	97,363
Tax losses not recognised/(utilised)	316,920	319,001
	<u>316,920</u>	<u>319,001</u>
Income tax expense reported in the statement of comprehensive income	<u>-</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020

NOTE 2: REVENUE AND OTHER INCOME

	Note	2020 \$	2019 \$
c. Deferred tax assets			
Tax Losses		1,630,056	1,088,408
Capital Raising Costs		350,952	321,720
Provisions and accruals		43,906	29,864
Set-off deferred tax liabilities pursuant to set-off provisions		(2,475)	-
Total deferred tax assets		2,022,439	1,439,992
Less deferred tax assets not recognised		(2,022,439)	(1,439,992)
Net tax assets		-	-
d. Deferred tax liabilities			
The balance comprises temporary differences attributable to:			
Accrued income		2,475	-
Total deferred tax liabilities		2,475	-
Set-off deferred tax assets pursuant to set-off provisions		(2,475)	-
Net deferred assets		-	-
e. Tax Losses			
Unused tax losses for which no deferred tax asset has been recognised		5,927,476	3,957,846
Potential tax benefit @ 27.5% (2019: 27.5%)		1,630,056	1,088,408
The benefit for tax losses will only be obtained if:			
(a) The company and consolidated entity derive future assessable income of a nature and an amount sufficient to enable the benefit from the deductions for the losses to be realised;			
(b) The company and the consolidated entity continue to comply with the conditions for deductibility imposed by law; and			
(c) No changes in tax legislation adversely affect the ability of the Company and consolidated entity to realise these benefits.			

NOTE 4: KEY MANAGEMENT PERSONNEL COMPENSATION

No short-term benefits, long-term benefits, and salary & fees were paid to Key Management Personnel during the period. A share-based payment transaction occurred during the period for shares vested but not yet issued to Mr Peter Gan in accordance with his Long Term Incentive Plan, \$78,777 in share-based payments has been recognised during the period in Note 13. All other transactions occurred in the form of related party transactions as noted in Note 16.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020

NOTE 5: AUDITOR'S REMUNERATION

	2020	2019
	\$	\$
Remuneration of the auditor:		
– auditing or reviewing the financial statements	9,000	9,000
	<u>9,000</u>	<u>9,000</u>

NOTE 6: CASH AND CASH EQUIVALENTS

	2020	2019
	\$	\$
Reconciliation of cash		
Cash at the end of the financial year as shown in the statement of cash flows is reconciled to items in the statement of financial position as follows:		
Transaction Account	34,581	90,230
Surplus Account	1,400	3,200
CHF Account	321,389	-
Petty Cash	538	873
	<u>357,908</u>	<u>94,303</u>

NOTE 7: TRADE AND OTHER RECEIVABLES

	2020	2019
	\$	\$
Trade and other receivables:		
– Trade Receivables - ATO Jobkeeper	9,000	-
	<u>9,000</u>	<u>-</u>

NOTE 8: PROPERTY, PLANT AND EQUIPMENT

	2020	2019
	\$	\$
Plant and equipment		
Computer equipment:		
At cost	15,524	15,524
Accumulated depreciation	(9,155)	(8,278)
	<u>6,369</u>	<u>7,246</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020

NOTE 9: INTANGIBLE ASSETS

	2020	2019
	\$	\$
Patents and Trademarks		
Patents	43,226	43,226
Trademarks	9,536	9,536
Carrying amount	52,762	52,762

NOTE 10: TRADE AND OTHER PAYABLES

	Note	2020	2019
		\$	\$
CURRENT			
Trade Creditors		11,369	58,432
Accruals		18,000	9,000
Accrued Wages		57,031	-
BAS Clearing Account		72,997	66,076
Superannuation Payable		67,113	49,575
Annual Leave Provision		17,514	50,020
		244,024	233,103

Note 11: BORROWINGS

	2020	2019
	\$	\$
CURRENT		
Secured liabilities – amortised cost:		
- Non-interest bearing liability*	-	10,000
Total current borrowings	-	10,000

* Non-interest bearing loans are payable within 12 months and have no interest payable on draw down. Any unpaid balances after 12 months will be converted to ordinary shares.

Reconciliation of Liabilities from Financing Activities

	2019	Cash flows	Non-cash changes			2020
	\$	\$	Foreign Exchange	Other Changes	Changes due to AASB 16	\$
			\$	\$	\$	
Short-term borrowings	10,000	-	-	(10,000)	-	-
Total liabilities from financing activities	10,000	-	-	(10,000)	-	-

Non-Cash Other Changes relates to the conversion of non-interest bearing loans into shares during the period.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020

NOTE 12: ISSUED CAPITAL

	2020		2019	
	No.	Value (\$)	No.	Value (\$)
Ordinary Shares				
At the beginning of the reporting period	129,625,927	7,678,522	109,149,028	2,216,828
Movement during the year	7,254,491	1,372,719	20,476,899	5,461,694
At the end of the reporting period	136,880,418	9,051,241	129,625,927	7,678,522

Movement in shares during the year is due to the conversion of non-interest bearing loans of \$10,000 and proceeds from share issues of \$1,362,719.

NOTE 13: RESERVES

	2020	2019
	\$	\$
At the beginning of the reporting period	385,978	-
Movement during the year	78,777	385,978
At the end of the reporting period	464,755	385,978

Reserve balance relates to the vesting of a Share Based Payment for shares granted but not yet issued to Mr Peter Gan in accordance with his Long Term Incentive Plan.

NOTE 14: CASH FLOW INFORMATION

	2020	2019
	\$	\$
a. Reconciliation of Cash Flows from Operating Activities with Profit/(Loss) after Income Tax		
Profit/(Loss)	(1,180,689)	(2,557,832)
Adjustments for:		
Depreciation Expense	877	1,059
Share Based Payment Expense	78,777	1,043,781
Changes in assets and liabilities, net of the effects of purchase and disposal of subsidiaries:		
– (increase)/decrease in trade and other receivables	(9,000)	-
– increase/(decrease) in trade and other payables	10,921	19,531
Net cash used in operating activities	(1,099,114)	(1,493,461)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020

NOTE 15: FINANCIAL RISK MANAGEMENT

Financial Risk Management Policies

The Company's financial instruments consist mainly of deposits with banks, other receivables and accounts payable. The main purpose of non-derivative financial instruments is to raise finance for Company operations.

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. Management monitors and manages the financial risks relating to the operations of the Company through regular reviews of the risks.

The Company does not have any derivative instruments at 30 June 2020.

Specific Financial Risk Exposures and Management

(a) Market Risks

Interest rate risk

The Company's exposure to the risks of changes in market interest rates relates primarily to the short-term deposits with a floating interest rate. These financial assets with variable rates expose the Company to cash flow interest rate risk. All other financial assets and liabilities in the form of receivables and payables are

non-interest bearing. The Company does not engage in any hedging or derivative transactions to manage interest rate risk. Instead consideration is given to a mixture of fixed and variable interest rates.

The cash amounts and interest rates effective at the reporting date are:

Rate Type	Amount \$	Effective Rate %	Maturity Date
Variable	357,908	0.00% p.a.	At-call

Foreign currency risk

Foreign currency risk does not have a material impact on the Company.

Price risk

The Company is not exposed to any material commodity price risk.

(b) Liquidity risk

The Company manages liquidity risk by utilising a foreign currency cash account and monitoring forecasted cash flows and ensuring that adequate cash on hand is maintained.

(c) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally cash and cash equivalents. All cash balances are held with recognised institutions limiting the exposure to credit risk. There are no formal credit approval processes in place. However, the Company reviews management information for subsidiaries to ensure early detection of risks.

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets, is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the balance sheet and notes to the financial statements.

The Company does not have any material credit risk exposure to any single receivable or group of receivables under financial instruments entered into by the Company.

All cash holdings within the Company are currently held with AA rated financial institution.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020

(d) Accounting classifications and fair value values

The Company measures some of its assets and liabilities at fair value on either a recurring or non-recurring basis, depending on the requirements of the applicable Accounting Standard.

Fair value is the price the Company would receive to sell an asset or would have to pay to transfer a liability in an orderly (i.e. unforced) transaction between independent, knowledgeable and willing market participants at the measurement date.

As fair value is a market-based measure, the closest equivalent observable market pricing information is used to determine fair value. Adjustments to market values may be made having regard to the characteristics of the specific asset or liability. The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data.

To the extent possible, market information is extracted from either the principal market for the asset or liability (ie the market with the greatest volume and level of activity for the asset or liability) or, in the absence of such a market, the most advantageous market available to the entity at the end of the reporting period (ie the market that maximises the receipts from the sale of the asset or minimises the payments made to transfer the liability, after taking into account transaction costs and transport costs).

For non-financial assets, the fair value measurement also takes into account a market participant's ability to use the asset in its highest and best use or to sell it to another market participant that would use the asset in its highest and best use.

The fair value of liabilities and the entity's own equity instruments (excluding those related to share-based payment arrangements) may be valued, where there is no observable market price in relation to the transfer of such financial instruments, by reference to observable market information where such instruments are held as assets. Where this information is not available, other valuation techniques are adopted and, where significant, are detailed in the respective note to the financial statements.

(e) Valuation techniques

In the absence of an active market for an identical asset or liability, the Company selects and uses one or more valuation techniques to measure the fair value of the asset or liability. The Company selects a valuation technique that is appropriate in the circumstances and for which sufficient data is available to measure fair value. The availability of sufficient and relevant data primarily depends on the specific characteristics of the asset or liability being measured. The valuation techniques selected by the Company are consistent with one or more of the following valuation approaches:

Market approach: valuation techniques that use prices and other relevant information generated by market transactions for identical or similar assets or liabilities.

Income approach: valuation techniques that convert estimated future cash flows or income and expenses into a single discounted present value.

Cost approach: valuation techniques that reflect the current replacement cost of an asset at its current service capacity.

Each valuation technique requires inputs that reflect the assumptions that buyers and sellers would use when pricing the asset or liability, including assumptions about risks. When selecting a valuation technique, the Company gives priority to those techniques that maximise the use of observable inputs and minimise the use of unobservable inputs. Inputs that are developed using market data (such as publicly available information on actual transactions) and reflect the assumptions that buyers and sellers would generally use when pricing the asset or liability are considered observable, whereas inputs for which market data is not available and therefore are developed using the best information available about such assumptions are considered unobservable.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020

Aggregate net fair values and carrying amounts of financial assets and financial liabilities at balance date:

	2020		2019	
	Carrying Amount \$	Net Fair Value \$	Carrying Amount \$	Net Fair Value \$
Financial Assets				
Cash and cash equivalents	357,908	357,908	94,303	94,303
Trade and other receivables	9,000	9,000	-	-
Total Financial Assets	366,908	366,908	94,303	94,303
Financial Liabilities				
Trade and other liabilities	244,024	244,024	233,103	233,103
Borrowing	-	-	10,000	10,000
Total Financial Liabilities	244,024	244,024	243,103	243,103

(f) **Fair value hierarchy**

AASB 13 requires the disclosure of fair value information by level of the fair value hierarchy, which categorises fair value measurements into one of three possible levels based on the lowest level that an input that is significant to the measurement can be categorised into as follows:

Level 1

Measurements based on quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date. Measurements based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 2

Measurements based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3

Measurements based on unobservable inputs for the asset or liability.

The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data. If all significant inputs required to measure fair value are observable, the asset or liability is included in Level 2. If one or more significant inputs are not based on observable market data, the asset or liability is included in Level 3.

The Company would change the categorisation within the fair value hierarchy only in the following circumstances:

- (i) if a market that was previously considered active (Level 1) became inactive (Level 2 or Level 3) or vice versa; or
- (ii) if significant inputs that were previously unobservable (Level 3) became observable (Level 2) or vice versa.

When a change in the categorisation occurs, the Company recognises transfers between levels of the fair value hierarchy (i.e. transfers into and out of each level of the fair value hierarchy) on the date the event or change in circumstances occurred.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020

NOTE 16: RELATED PARTY TRANSACTIONS

a. Key management personnel

Disclosures relating to key management personnel are set out in Note 4.

b. Transactions with related parties

The following transactions occurred with related parties, excluding transactions with subsidiaries eliminated upon consolidation:

	2020 \$	2019 \$
<i>Receipts from Related Parties - Marketing & Consulting Activities</i>		
MORF Dynamics Pty Ltd	-	3,500
- Chin Meng (Robert) Fong (Director)		
- Jean-Claude Petter (Director)		
	-	3,500
	2020 \$	2019 \$
<i>Payments to Related Parties – Consulting Activities</i>		
MORF Dynamics Pty Ltd	59,323	135,134
- Chin Meng (Robert) Fong (Director)		
- Jean-Claude Petter (Director)		
New Leap Ventures Pty Ltd	112,881	118,548
- Chin Meng (Robert) Fong (Director)		
Liga Pty Ltd	35,213	74,179
- Lukie Ali (Director)		
HC Invest Group SA (Shareholder)	-	12,625
JTL Tech Consulting Pty Ltd	-	89,642
- Jean-Claude Petter (Director)		
Jean-Claude Petter (Chairman)	450,154	159,519
538 Consulting Pty Ltd	259,067	129,601
- Chin Meng (Robert) Fong (Director)		
	916,638	719,248

c. Loans to/(from) related parties

	2020 \$	2019 \$
Peter Gan (CEO)	-	(10,000)
	-	(10,000)

Loans from Related Parties have been converted to shares during the 2020 Financial Year. (Refer to Note 11)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020

d. Amounts Receivable/(Payables) to related Parties

	2020	2019
	\$	\$
MORF Dynamics Pty Ltd	-	(8,829)
- Chin Meng (Robert) Fong (Director)		
- Jean-Claude Petter (Director)		
Liga Pty Ltd	(116)	(3,000)
- Lukie Ali (Director)		
538 Consulting Pty Ltd	-	(15,237)
- Chin Meng (Robert) Fong (Director)		
	(116)	(27,066)

No provisions for doubtful debts have been raised in relation to any outstanding balances, and no expense has been recognised in respect of bad or doubtful debts due from related parties.

e. Terms and conditions

All other transactions were made on normal commercial terms and conditions and at market rates, except that there are no fixed terms for the repayment of loans between the parties.

Outstanding balances are unsecured and are repayable in cash.

NOTE 17: COMPANY DETAILS

The registered office of the Company is:

Royal Wins Pty Ltd
Suite 1.08, Level 1
20A Danks St.
Waterloo NSW 2017,
Australia

The principal place of business is:

Royal Wins Pty Ltd
Suite 1.08, Level 1
20A Danks St.
Waterloo NSW 2017,
Australia

DIRECTORS' DECLARATION

In accordance with a resolution of the directors of Royal Wins Pty Ltd, the directors declare that:

1. The financial statements and notes, as set out on pages 5 to 29, are in accordance with the *Corporations Act 2001* and:
 - a. comply with Australian Accounting Standards, which, as stated in accounting policy Note 1 to the financial statements, constitutes compliance with International Financial Reporting Standards; and
 - b. give a true and fair view of the financial position as at 30 June 2020 and of the performance for the year ended on that date of the Company.
2. In the directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Director "Chin Meng (Robert) Fong"
Chin Meng (Robert) Fong

Dated this 1st day of April 2021

Independent Auditor's Report

To the Members of Royal Wins Pty Ltd

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Royal Wins Pty Ltd ("the Company"), which comprises the statement of financial position as at 30 June 2020, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion:

- a. the accompanying financial report of the Company is in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the Company's financial position as at 30 June 2020 and of its financial performance for the year then ended; and
 - (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.
- b. the financial report also complies with International Financial Reporting Standards as disclosed in Note 1.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's *APES 110 Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1(a) in the financial report which indicates that the Company incurred a net loss of \$1,180,689 during the year ended 30 June 2020. As stated in Note 1(a), these events or conditions, along with other matters as set forth in Note 1(a), indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in this respect of this matter.



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Other Information

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report for the year ended 30 June 2020, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state in accordance with Australian Accounting Standard *AASB 101 Presentation of Financial Statements*, that the financial report complies with International Financial Reporting Standards.

In preparing the financial report, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



BENTLEYS
Chartered Accountants

Dated at Perth this 6th day of April 2021

APPENDIX B1-
COMPANY MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED JUNE 30, 2020

Royal Wins Pty Ltd.

Management Discussion and Analysis of the Financial Condition and Results of Operations

Year ended June 30, 2020 and 2019

Stated in \$AUD

The following management discussion and analysis ("MD&A") of Royal Wins Pty Ltd. (the "Company" or "RW") provides a review of corporate developments, results of operations and financial position for the year ended June 30, 2020 and 2019 ("Q1 to Q4"). This discussion is prepared as of March 30, 2021 and should be read in conjunction with the Company's audited annual financial statements for the years ended June 30, 2020 and 2019. The results reported in this MD&A have been prepared in accordance with International Financial Reporting Standards ("IFRS") and are presented in Australian dollars, which is the Company's functional currency. Additional information regarding Royal Wins is available on the Company's website www.royalwins.com.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors (the "Board"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Royal Wins Pty Ltd.
MANAGEMENT DISCUSSION AND ANALYSIS
Year ended June 30, 2020 and 2019

FORWARD-LOOKING STATEMENTS

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as “forward-looking statements”). These statements relate to future events or the Company’s future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “continues”, “forecasts”, “projects”, “predicts”, “intends”, “anticipates” or “believes”, or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

Royal Wins Pty Ltd.
MANAGEMENT DISCUSSION AND ANALYSIS
Year ended June 30, 2020 and 2019

COMPANY OVERVIEW

Royal Wins (“Company”) is an Australian company incorporated under the Australian Corporations Act in the of name “Royal Wins Pty Ltd” on 5th November 2013.

Royal Wins primary business is in mobile gaming & wagering technology. Royal Wins’ leading game, Kash Karnival is the world’s first pure skill gaming app that allows players to bet and win in casual mobile games of skill rather than chance or odds-based casino games. The Company designs, develops and operates wagering and betting real money pure skill games, to disrupt and dominate the online mobile gaming space targeting millennial markets.

Royal Wins has developed algorithms to adjust the difficulty of pure skill-based games in response to human-player input. The more skillful a player is at a game, the greater the difficulty of the games become, and vice versa. This technology enables the Company to run pure skill-based casino games by adjusting the Return-to-Player (RTP) and House Edge (HE) according to the skill of the player. The Company is currently applying and monetising these algorithms to its existing operating wagering portal, Kash Karnival. Royal Wins has an archive of 34 pure skill games and games of chance. Between 14 – 17 of these games will be on the Kash Karnival portal at any one time.

In December 2019, Royal Wins became the first company in the world to be granted an online gaming licence to operate pure skill games online for real money. The Kahnawake Gaming Commission in Quebec, Canada is the first gaming commission in the world to issue an online gaming licence to a pure skill game operator.

GOING CONCERN

The accompanying financial statements have been prepared using International Financial Reporting Standards applicable to a going concern. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern. It would, in this situation, be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying financial statements. Such adjustments could be material.

Royal Wins Pty Ltd.

MANAGEMENT DISCUSSION AND ANALYSIS

Year ended June 30, 2020 and 2019

CORPORATE

On February 4, 2019, Peter Gan was appointed as Chief Executive Officer of the Company. On December 5, 2019 The Company was granted an online gaming licence by the Kahnawake Gaming Commission to publish and operate online pure skills games for real money. On February 26, 2021 The Company received an offer by 10557510 Canada Corp to acquire 100% of Royal Wins.

Operations

Upon full certification and acquisition of the Company's iGaming license from the KGC in May 2019, the Company subsequently applied for the Kash Karnival app to be re-published on the Apple App Store and Android platforms. Much work was spent on ensuring all our games, platform, and servers were fully compliant to our gaming license as well as to the rules and regulations of native app stores, advertising/marketing platforms, search platforms, etc. No budget was assigned to sales and marketing functions at this time. Most of the work done in H2 2019 was spent on being fully compliant, product, code and platform tweaks to be fully updated and optimized for an upcoming relaunch in 2020.

By the end of 2019, the Company was beginning to lay down plans for 2020 marketing and development activities. However, the first half of 2020 was disruptive especially at the height of the Covid-19 pandemic. Due to the shutdowns, our marketing team was dismantled and all sales and marketing activities frozen. Development work was reduced to move sideways by maintaining and supporting the live products (now on the App Store and Android stores), and making minor improvements and tweaks to games and platforms to re-commence commercial activities at the end of the shut downs. We also continued to make refinements to our overall global sales and marketing strategy to be at a ready position once restrictions were lifted.

FINANCIAL

As at June 30, 2020, the Company incurred a loss for the year of \$1,180,689 (2019: \$2,557,832) and net cash outflows of \$1,099,114 (2019: \$1,493,461). As at June 30, 2020, the Company had a working capital surplus of \$122,884 (2019 Working Capital Deficit: \$148,800). These financial statements have been prepared on a going concern basis, which presumes realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. The ability of the Company to continue as a going concern is principally dependent upon the ability of the Company to secure funds by raising capital from equity markets and managing cashflow in line with available funds. The Company is preparing to execute a Takeover Implementation Deed offered by the Canada Corp to buy all the Royal Wins Shares by way of an off-market takeover bid.

Royal Wins Pty Ltd.

MANAGEMENT DISCUSSION AND ANALYSIS

Year ended June 30, 2020 and 2019

QUARTERLY PERFORMANCE

The following table highlights certain key quarterly financial highlights. Commentary on the selected highlights is included under "Results of Operations" and "Liquidity and Capital Resources".

Description	Q4 Jun-20	Q3 Mar-20	Q2 Dec-19	Q1 Sep-19	Q4 Jun-19	Q3 Mar-19	Q2 Dec-18	Q1 Sep-18
Balance Sheet								
Cash (overdraft)	357,908	19,752	50,280	24,863	94,303	198,118	543,079	437,578
Working Capital (deficiency)	122,884	- 571,407	- 543,261	- 410,754	- 148,800	- 4,546,071	-4,226,816	-3,815,238
Shareholder's deficiency	182,015	- 511,399	- 483,253	- 350,746	- 88,792	- 4,485,004	-4,165,749	-3,754,171
Income Statement								
Total operating expenses	1,043,370	48,381	132,507	261,953	1,556,014	379,729	481,609	435,212
Net Loss	737,847	48,381	132,507	261,953	1,609,675	314,254	344,762	289,141

Royal Wins Pty Ltd.
MANAGEMENT DISCUSSION AND ANALYSIS
Year ended June 30, 2020 and 2019

RESULTS OF OPERATIONS

Year ended June 30, 2020 and 2019

The Company recorded a net loss of \$1,180,689 during the year ended June 30, 2020 compared to a net loss of \$2,557,832 during the year ended June 30, 2019.

Expenses included advertising and promotion expense of \$477,708 (2019 - \$191,162), consultancy fees of \$414,839 (2019 - \$663,740), legal and professional fees of \$22,393 (2019 - \$24,500), rent \$45,902 (2019 - \$84,368), share based compensation \$78,777 (2019 - \$1,043,781), office, general expenses of \$26,557 (2019 - \$263,601). The Company recorded an income of \$305,522 (2019 - \$294,734) with regards to Kash Karnival income and marketing and consulting services.

LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2020, the Company had a cash balance of \$357,908 (June 30, 2019 - \$394,303) and had a working capital of \$122,884 (2019 – a deficiency of \$148,800). Proceeds of share capital of \$1,372,719 raised in 2020 and \$4,962,105 raised in 2019 are used to fund operating losses.

CAPITALIZATION

The Company has the following securities issued and outstanding at each reporting date as follows:

Description	March 30, 2021	June 30, 2020	June 30, 2019
Common shares issued and outstanding	151,034,890	136,880,418	129,625,927

Movement in shares during the year 2020 is due to the conversion of non-interest bearing loans of \$10,000 and proceeds from share issues of \$1,362,719.

Royal Wins Pty Ltd.
MANAGEMENT DISCUSSION AND ANALYSIS
Year ended June 30, 2020 and 2019

RELATED PARTY TRANSACTION

During the year ended June 30, 2020, the Company entered into various transactions with related parties. The related parties consist of officers, directors and shareholders or companies controlled directly or indirectly by them. Details of the transactions and balances owing, or receivables for the year ended June 30, 2020 are as follows:

- i) Included in Occupancy Costs is \$45,902 (2019 - \$84,368) in administrative and rent expenses charged by a company controlled by a director.
- ii) Included in consultancy fees and advertising and promotion expenses is \$358,723 (June 30, 2019: \$328,789) towards corporate secretarial, marketing and consulting services charged by a company controlled by an officer and director.
- iii) As at June 30, 2020, amounts totalling \$116 (June 30 2019: \$27,066) owing to related parties and companies controlled by related parties is included in accounts payable and accrued liabilities.
- iv) A share-based payment transaction occurred during the period for shares vested but not yet issued to Mr Peter Gan in accordance with his Long Term Incentive Plan, \$78,777 (June 30, 2019: \$1,043,781) in share-based payments has been recognised during the period in Note 6.

The above transactions were in the normal course of operations and were recorded at the exchange value which was the amount of consideration established and agreed to by the related parties.

No other compensation or remuneration was paid to key management personnel and non-executive directors during the year ended June 30, 2020 and 2019. The Company defines key management personnel as its CEO, President, CFO, Corporate Secretary and Board of Directors.

COMMITMENTS AND CONTRACTUAL OBLIGATIONS

On April 24, 2019, Royal Wins and Redding Winters llc (“Firework”) entered into an agreement (the “Growth Marketing Agreement”) to test the efficacy of marketing within the Kash Karnival app. Firework is a daily content creation and aggregating app offering a 15 second video and music infomercials. Redding approached Royal Wins with the aim of ascertaining the efficacy of advertising Firework to Royal Wins customer base.

Under the terms of the agreement, Firework shall pay Royal Wins \$0.90 for every “follow” generated in Firework by a Royal Wins Customer.

This agreement has been terminated.

On May 27, 2019, Royal Wins entered into a Joint Venture Agreement (JV Agreement) with Amerson Global Gaming Pty Ltd (“Amerson”) develop games for the Kash Karnival Platform. Amerson is a games development company specialising in design and development of custom content. Amerson’s services include; Creative Design, Animation, Games Design, Software and Audio Engineering

Under the terms of the agreement, Amerson will create games at their cost that would subject to agreement with Royal Wins, be launched on the Kash Karnival Platform and be entitled to 50% of the profits.

On June 18, 2020, Royal Wins entered a Memorandum of Understanding (MOU) with First Point e-sports Management to establish and promote Colleseum, the e-sports tournaments platform. This was further augmented by a tentative agreement with Amuka e-sports.

Royal Wins Pty Ltd.
MANAGEMENT DISCUSSION AND ANALYSIS
Year ended June 30, 2020 and 2019

First Point is Asia's leading e-sports agency, representing 6 major teams and 9 leading gamers with 9M followers/fans. First point has secured multiple significant sponsorship deals across betting and tournaments partners including partnerships with some of Asia's leading online esport event companies that have created bespoke online and offline tournaments for games such as Dota 2.

Amuka e-sports is Canada's e-sports leader in venues, tournaments, and content creation. Amuka built the first and largest esports venue in Canada and has over 100K monthly viewers watching their tournaments and content. Amuka is also Canada's largest e-sports incubator and only e-sports themed venue/pub in Windsor, Ontario.

Under the terms of the agreement, each Party (Royal Wins, First Point and Amuka) agreed to explore the potential for developing building and operating an esports tournament platform.

RECENTLY ADOPTED ACCOUNTING PRONOUNCEMENTS

The company has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

CAPITAL RISK MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and ensure sufficient liquidity in order to complete a Qualifying Transaction so that it can provide adequate returns for shareholders. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital as total shareholders' equity.

Royal Wins Pty Ltd.
MANAGEMENT DISCUSSION AND ANALYSIS
Year ended June 30, 2020 and 2019

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have an effect on the results of operations or financial condition of the Company.

RISKS AND UNCERTAINTIES

Proposed Business

The Company intends to continue its real money pure skill gaming operations with immediate plans to expand into non cash gaming and tournaments. Part to the Company's expansionary plans include the provision of a SDK to allow independent game developers to participate in the Royal Wins licensed platform on a profit sharing basis. Further in the medium term future plans include the launch of an esports tournament platform, blockchain gaming and terrestrial gaming.

Directors' and Officers' Involvement in Other Projects

The directors and officers of the Company will only devote a small portion of their time to the business and affairs of the Company and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time.

Requirement for Additional Financing

The Company is exploring new sources of funding as at 30 June 2020.

APPENDIX C-
COMPANY FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED DECEMBER 31, 2020



ROYAL WINS PTY LIMITED

ACN166 813 083

**INTERIM FINANCIAL REPORT
FOR THE THREE AND SIX MONTHS ENDED 31 DECEMBER 2020 AND
2019**

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DIRECTORS' REPORT

Your directors present their report on the company for the three and six months period ended 31 December 2020 and 2019.

Directors

The names of the directors in office at any time during, or since the end of, the period are:

Lukie Ali (appointed 18 Nov 2013)

Chin Meng (Robert) Fong (appointed 9 Apr 2019)

Directors have been in office since the start of the period to the date of this report unless otherwise stated.

Review of Operations

The loss of the Company for the six period ending December 2020 after providing for income tax amounted to \$505,328.

A review of the operations of the Company during the period indicated a marked increase in Kash Carnival revenue over the previous quarter. This possibly in large part due to the second wave of Covid-19 around the world enforcing lock downs and home confinement resulting in more subscribers playing and wagering more frequently. Royal Wins continued on our marketing and promotion strategy development and our efforts are focused on market data driven game development.

In regards to corporate activity, Royal Wins is rapidly progressing on submission of documents and regulatory filings necessary for our listing on the Canadian Securities Exchange.

Significant Changes in the State of Affairs

No significant changes in the Company's state of affairs occurred during the period.

Principal Activities

The principal activities of the Company during the period were the development of digital games.

No significant change in the nature of these activities occurred during the period.

Events Subsequent to the End of the Reporting Period

Subsequent to 31 December 2020, the Company has continued the process for listing on the Canadian Securities Exchange and expects to be listed in the first quarter of 2021.

Since 1 January 2021, an additional 11,004,084 shares have been issued.

No other events subsequent to the end of the reporting period has been noted.

Likely Developments and Expected Results of Operations

Likely developments in the operations of the Company and the expected results of those operations in future financial years have not been included in this report as the inclusion of such information is likely to result in unreasonable prejudice to the Company.

Environmental Regulation

The Company's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a state or territory.

Dividends

No dividends were paid or declared since the start of the period.

DIRECTORS' REPORT

Options

No shares were issued during or since end of the period as a result of the exercise of an option over unissued shares or interest.

Indemnification of Officers

No indemnities have been given or insurance premiums paid, during or since the end of the period, for any person who is or has been an officer or auditor of the company.

Proceedings on Behalf of the Company

No person has applied for leave of court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

The Company was not a party to any such proceedings during the period.

Auditor's Independence Declaration

A copy of the auditor's independence declaration as required under s 307C of the *Corporations Act 2001* is set out on page 4.

This directors' report is signed in accordance with a resolution of the Board of Directors:

Director "Chin Meng (Robert) Fong"

Chin Meng (Robert) Fong

Dated this 1st day of April 2021

Bentleys Audit & Corporate
(WA) Pty Ltd

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To The Board of Directors

Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

As lead audit partner for the review of the financial statements of Royal Wins Pty Ltd for the period ended 31 December 2020, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- any applicable code of professional conduct in relation to the review.

Yours faithfully



BENTLEYS
Chartered Accountants

Dated at Perth this 6th day of April 2021

Royal Wins Pty Ltd ABN 65 166 813 083

STATEMENT OF PROFIT OR LOSS FOR THE THREE AND SIX MONTHS ENDED 31 DECEMBER 2020 AND 2019

	Note	3 Month Ended 31 December 2020 \$	3 Month Ended 31 December 2019 \$	6 Month Ended 31 December 2020 \$	6 Month Ended 31 December 2019 \$
Revenue	2a	-	-	154,530	-
Other income	2b	237,008	-	301,861	-
Total Revenue		237,008	-	456,391	-
Advertising and Promotion Expenses		14,679	461	32,372	10,708
Computer and IT Expenses		14,032	12,887	31,519	25,717
Consultancy Fees		222,546	21,992	349,775	120,931
Depreciation & Amortisation Expense		1,266	-	25,628	-
Foreign Exchange Loss		4,817	-	23,434	-
Interest and Finance Costs		980	302	980	701
Legal and Professional Fees		14,367	1,828	24,361	7,946
Occupancy Costs		24,330	11,993	29,740	31,599
Other Expenses		3,416	1,649	26,620	6,069
Salaries and Employment Costs		89,490	81,395	140,920	131,771
Share Based Payments Expense		231,617	-	276,370	-
Profit/(Loss) before income tax		(384,532)	(132,507)	(505,328)	(335,442)
Tax expense		-	-	-	-
Profit/(Loss) for the period		(384,532)	(132,507)	(505,328)	(335,442)
Profit/(Loss) attributable to owners of the Company		(384,532)	(132,507)	(505,328)	(335,442)
Loss per share – basic and diluted		(\$0.27)	(\$0.10)	(\$0.36)	(\$0.26)
Weighted average number of common shares outstanding		140,030,806	129,625,927	138,464,220	129,625,927

The accompanying notes form part of these financial statements.

Royal Wins Pty Ltd ABN 65 166 813 083

STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2020

	Note	31 December 2020 \$	30 June 2020 \$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	3	567,410	357,908
Trade and other receivables		50,707	9,000
TOTAL CURRENT ASSETS		618,117	366,908
NON-CURRENT ASSETS			
Plant and equipment		6,009	6,369
Intangible assets		27,495	52,762
TOTAL NON-CURRENT ASSETS		33,504	59,131
TOTAL ASSETS		651,621	426,039
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables		285,007	244,024
Borrowings	4	282,634	-
TOTAL CURRENT LIABILITIES		567,641	244,024
TOTAL LIABILITIES		567,641	244,024
NET ASSETS / (NET LIABILITIES)		83,980	182,015
EQUITY			
Issued capital	5	9,393,994	9,051,241
Reserve	6	529,295	464,755
Retained earnings		(9,839,309)	(9,333,981)
TOTAL EQUITY		83,980	182,015
TOTAL LIABILITIES AND EQUITY		651,621	426,039

The accompanying notes form part of these financial statements.

Royal Wins Pty Ltd ABN 65 166 813 083

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 DECEMBER 2020

	Note	# of shares	Issued Capital Ordinary \$	Reserves \$	Retained Earnings \$	Total \$
Balance at 30 June 2019		129,625,927	7,678,522	385,978	(8,153,292)	(88,792)
Comprehensive income						
Loss for the period		-	-	-	(335,442)	(335,442)
Total comprehensive income for the period attributable to owners of the Company		-	-	-	(335,442)	(335,442)
Transactions with owners, in their capacity as owners, and other transfers						
Issued Capital		-	-	-	-	-
Share issue costs		-	-	-	-	-
Share Based Payments		-	-	-	-	-
Total transactions with owners, and other transfers		-	-	-	-	-
Balance at 31 December 2019		129,625,927	7,678,522	385,978	(8,488,734)	(424,234)
Balance at 31 December 2019		129,625,927	7,678,522	385,978	(8,488,734)	(424,234)
Comprehensive income		-	-	-	-	-
Loss for the period		-	-	-	(845,247)	(845,247)
Total comprehensive income for the period attributable to owners of the Company		-	-	-	(845,247)	(845,247)
Transactions with owners, in their capacity as owners, and other transfers						
Issued Capital	5	7,254,491	1,372,719	-	-	1,372,719
Share issue costs		-	-	-	-	-
Share Based Payments	6	-	-	78,777	-	78,777
Total transactions with owners and other transfers		7,254,491	1,372,719	78,777	-	1,451,496
Balance at 30 June 2020		136,880,418	9,051,241	464,755	(9,333,981)	182,015

Royal Wins Pty Ltd ABN 65 166 813 083

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 DECEMBER 2020

	Note	# of shares	Issued Capital Ordinary \$	Reserves \$	Retained Earnings \$	Total \$
Balance at 30 June 2020		136,880,418	9,051,241	464,755	(9,333,981)	182,015
Comprehensive income		-	-	-	-	-
Loss for the period		-	-	-	(505,328)	(505,328)
Total comprehensive income for the period attributable to owners of the Company		-	-	-	(505,328)	(505,328)
Transactions with owners, in their capacity as owners, and other transfers						
Issued Capital	5	2,091,237	130,923	-	-	130,923
Share issue costs		-	-	-	-	-
Share Based Payments	6	1,059,151	211,830	64,540	-	276,370
Total transactions with owners and other transfers		3,150,388	342,753	64,540	-	407,293
Balance at 31 December 2020		140,030,806	9,393,994	529,295	(9,839,309)	83,980

The accompanying notes form part of these financial statements.

STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 31 DECEMBER 2020

	Note	31 December 2020	31 December 2019
		\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		482,581	-
Payments to suppliers and employees		(567,364)	(264,500)
Interest paid		(980)	(701)
Net cash used in operating activities		(85,763)	(265,201)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment		-	-
Net cash used in investing activities		-	-
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from borrowings		164,342	221,178
Proceeds from share issues		130,923	-
Net cash provided by financing activities		295,265	221,178
Net increase in cash held		209,502	(44,023)
Cash and cash equivalents at beginning of financial period		357,908	94,303
Cash and cash equivalents at end of financial period	3	567,410	50,280

The accompanying notes form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED 31 DECEMBER 2020 AND 2019

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Statement of Compliance

The interim financial report are general purpose financial statements prepared in accordance with the requirements of the Corporations Act 2001, applicable accounting standards including AASB 134 'Interim Financial Reporting', Accounting Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board ('AASB'). Compliance with AASB 134 ensures compliance with IAS 34 'Interim Financial Reporting'.

The interim financial report was issued on 31 March 2021 by the directors of Royal Wins Pty Ltd ('the Company').

The interim financial report does not include full disclosures of the type normally included in an annual financial report. Therefore, it cannot be expected to provide as full an understanding of the financial performance, financial position and cash flows of the Company as in the full financial report.

It is recommended that this interim financial report be read in conjunction with the annual financial report for the period ended 30 June 2020 and any public announcements made by the Company during the period.

b) Basis of Preparation

These general purpose financial statements have been prepared in accordance with the *Corporations Act 2001*, Australian Accounting Standards and Interpretations of the Australian Accounting Standards Board and International Financial Reporting Standards as issued by the International Accounting Standards Board. The Company is a for-profit entity for financial reporting purposes under Australian Accounting Standards. Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless stated otherwise.

The financial statements, except for the cash flow information have been prepared on an accrual basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities. The amounts presented in the financial statements have been rounded to the nearest dollar.

Going Concern

The interim financial report has been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business.

The Company incurred a loss for the period of \$505,328 (December 2019: \$335,442 loss) and net cash outflows from operating activities of \$85,763. (December 2019: outflow of \$265,201) As at 31 December 2020, the Company had a working capital surplus of \$50,476 (June 2020: \$122,884).

The ability of the Company to continue as a going concern is principally dependent upon the ability of the Company to secure funds by raising capital from equity markets and managing cashflow in line with available funds. These conditions indicate a material uncertainty that may cast significant doubt about the ability of the Company to continue as a going concern. In the event the above matters are not achieved, the Company will be required to raise funds for working capital from debt or other sources.

The directors have prepared a cash flow forecast, which indicates that the Company will have sufficient cash flows to meet all commitments and working capital requirements for the 12 month period from the date of signing this financial report.

The Directors believe it is appropriate to prepare these accounts on a going concern basis as follows:

- the Company has a successful history of Capital Raisings with \$130,923 raised during the period and \$1,372,719 raised in FY2020. The directors are confident of the Company's ability to raise additional funds as and when they would be required;
- the Company is preparing to execute a Reverse Takeover and to list on the Canadian Stock Exchange in the next 12 months;
- the Company is expecting to release two new revenue generating gaming products in FY2021 (Booster Zone and Kash Royale) which are expected to generate additional revenue income; and
- management has the ability to manage cash flows in line with available funds

NOTES TO THE FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED 31 DECEMBER 2020 AND 2019

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Going Concern (continued)

Should the Company be unable to continue as a going concern it may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different to those stated in the financial statements. The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or to the amount and classification of liabilities that might result should the Company be unable to continue as a going concern and meet its debts as and when they fall due.

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates and adjusted on a prospective basis. The amortisation expense on intangible assets with finite lives is recognised in the statement of comprehensive income.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of comprehensive income when the asset is derecognised.

Patents

The Company made upfront payments to purchase patents. The patents have been granted for a period of 20 periods by the relevant government agency.

As a result, those patents are amortised on a straight-line basis over the period of the patent.

Amortisation of patents

Costs incurred in acquiring patents and licenses are capitalised and amortised on a straight line basis over the life of the patent. Costs include only those costs directly attributable to the acquisition of the patents and licences. The recoverability of the carrying amount of the capitalised patent costs is dependent on the ability of the Company to generate positive cash inflows from the future development and sale of its pharmaceutical products.

New or amended Accounting Standards and Interpretations adopted

Royal Wins Pty Ltd has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted

NOTES TO THE FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED 31 DECEMBER 2020 AND 2019

NOTE 2: REVENUE AND OTHER INCOME

	Note	31 December 2020	31 December 2019
		\$	\$
a. Revenue			
Kash Carnival Revenue		154,530	-
		154,530	-
b. Other Income			
Other Income		301,861	-
		301,861	-

Other Income relates to Government Assistance provided during COVID-19 and also income from corporate projects. These Government Assistance receipts include Cash Flow Boost and Jobkeeper support payments that were received during the period.

NOTE 3: CASH AND CASH EQUIVALENTS

	31 December 2020	30 June 2020
	\$	\$
Reconciliation of cash		
Cash at the end of the financial period as shown in the statement of cash flows is reconciled to items in the statement of financial position as follows:		
Transaction Account	80,567	34,581
Surplus Account	2,000	1,400
CHF Account	444,914	321,389
EUR Account	39,572	-
Petty Cash	357	538
	567,410	357,908

NOTE 4: BORROWINGS

Borrowings during the six month period to 31 December 2020 related to a loan from Grove Corp for \$282,634 (CAD \$275,000). These borrowing are non-interest bearing liabilities that are payable within 12 months.

NOTE 5: ISSUED CAPITAL

	31 December 2020		30 June 2020	
	No.	Value (\$)	No.	Value (\$)
Ordinary Shares				
At the beginning of the reporting period	136,880,418	9,051,241	129,625,927	7,678,522
Movement during the period ¹	3,150,388	342,753	7,254,491	1,372,719
At the end of the reporting period	140,030,806	9,393,994	136,880,418	9,051,241

¹Movement in shares during the period is due to the proceeds from share issue of \$130,923 for 2,091,237 shares. A further 1,059,151 shares was issued on 19 October 2020 relating to the Employee Share Plan with a fair value of \$211,830.

NOTES TO THE FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED 31 DECEMBER 2020 AND 2019

NOTE 6: RESERVES

	31 December 2020	30 June 2020
	\$	\$
At the beginning of the reporting period	464,755	385,978
Movement during the year	64,540	78,777
At the end of the reporting period	529,295	464,755

Reserve balance relates to the vesting of a Share Based Payment for shares granted but not yet issued to Mr Peter Gan in accordance with his Long Term Incentive Plan.

NOTE 7: CONTINGENT LIABILITIES

There are no contingent liabilities

NOTE 8: SUBSEQUENT EVENTS

Subsequent to 31 December 2020, the Company has continued the progress for listing on the Canadian Securities Exchange and expects to be listed in the first quarter of 2021.

Since 1 January 2021, an additional 11,004,084 shares have been issued.

No other events subsequent to the end of the reporting period has been noted.

NOTE 9: RELATED PARTY TRANSACTIONS

During the three and six months ended December 31, 2020, the Company entered into various transactions with related parties. The related parties consist of officers, directors and shareholders or companies controlled directly or indirectly by them. Details of the transactions and balances owing, or receivables for the three and six months ended 31 December 2020 are as follows:

- i) Included in Occupancy Costs is \$29,740 (31 December 2019: \$31,758) in administrative and rent expenses charged by a company controlled by a director.
- ii) Included in consultancy fees and advertising and promotion expenses is \$232,321 (31 December 2019: \$108,427) towards corporate secretarial, marketing and consulting services charged by a company controlled by an officer and director.
- iii) As at 31 December 2020, amounts totalling \$16,737 (30 June 2020 : \$116) owing to related parties and companies controlled by related parties is included in accounts payable and accrued liabilities.
- iv) A share-based payment transaction occurred during the period for shares vested but not yet issued to Mr Peter Gan in accordance with his Long Term Incentive Plan, \$64,540 (30 June 2020 : \$78,777) in share-based payments has been recognised during the period in Note 6.

The above transactions were in the normal course of operations and were recorded at the exchange value which was the amount of consideration established and agreed to by the related parties.

No other compensation or remuneration was paid to key management personnel and non-executive directors during the three and six months ended 31 December 2020 and 2019. The Company defines key management personnel as its CEO, President, CFO, Corporate Secretary and Board of Directors.

NOTES TO THE FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTHS ENDED 31 DECEMBER 2020 AND 2019

NOTE 10: COMPANY DETAILS

The registered office of the Company is:

Royal Wins Pty Ltd
Suite 1.08, Level 1
20A Danks St.
Waterloo NSW 2017,
Australia

Principal place of business of the Company is:

Royal Wins Pty Ltd
Suite 1.08, Level 1
20A Danks St.
Waterloo NSW 2017,
Australia

DIRECTORS' DECLARATION

In accordance with a resolution of the directors of Royal Wins Pty Ltd, the directors declare that:

1. The financial statements and notes, as set out on pages 5 to 14, are in accordance with the *Corporations Act 2001* and:
 - a. comply with Australian Accounting Standards, which, as stated in accounting policy Note 1 to the financial statements, constitutes compliance with International Financial Reporting Standards; and
 - b. give a true and fair view of the financial position as at 31 December 2020 and of the performance for the period ended on that date of the Company.
2. In the directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Director "Chin Meng (Robert) Fong"

Chin Meng (Robert) Fong

Dated this 1st day of April 2021

Independent Auditor's Review Report

To the Members of Royal Wins Pty Ltd

Conclusion

We have reviewed the accompanying interim financial report of Royal Wins Pty Ltd ("the Company") which comprises the statement of financial position as at 31 December 2020, statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the period ended on that date, a statement of accounting policies, other selected explanatory notes and the directors' declaration of the Company.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the interim financial report of Royal Wins Pty Ltd is not in accordance with the Corporations Act 2001 including:

- a) Giving a true and fair view of the Company's financial position as at 31 December 2020 and of its performance for the period ended on that date; and
- b) Complying with Accounting Standard AASB 134: *Interim Financial Reporting* and Corporations Regulations 2001.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's Responsibilities for the Review of the Financial Report* section of our report. We are independent of the Company in accordance with the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (including Independence Standards) (the Code) that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Material Uncertainty Related to Going Concern

We draw attention to Note 1(b) in the interim financial report, which indicates that the Company has incurred a net loss of \$505,328 during the half year ended 31 December 2020. As stated in Note 1(b), these events or conditions, along with other matters as set forth in Note 1(b), indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our conclusion is not modified in respect of this matter.

Bentleys Audit & Corporate
(WA) Pty Ltd

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Directors Responsibility for the Interim Financial Report

The directors of the Company are responsible for the preparation of the interim financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and for such control as the directors determine is necessary to enable the preparation of the interim financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express a conclusion on the interim financial report based on our review. ASRE 2410 requires us to conclude whether anything has come to our attention that causes us to believe that the interim financial report does not present fairly, in all material respects, give a true and fair view of the Company's financial position as at 31 December 2020 and its performance for the period ended on that date in accordance with AASB 134 *Interim Financial Reporting* and the Corporations Regulations 2001.

A review of an interim financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



BENTLEYS
Chartered Accountants

Dated at Perth this 6th day of April 2021

APPENDIX C1-
COMPANY MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE SIX MONTHS ENDED DECEMBER 31, 2020

Royal Wins Pty Ltd.

Management Discussion and Analysis of the Financial Condition and Results of Operations

Six Months ended December 31, 2020 and 2019 Stated in \$AUD

The following management discussion and analysis ("MD&A") of Royal Wins Pty Ltd. (the "Company" or "RW") provides a review of corporate developments, results of operations and financial position for the six months ended December 31, 2020 and 2019 ("Q1 to Q2"). This discussion is prepared as of March 30, 2021 and should be read in conjunction with the Company's audited annual financial statements for the six months ended December 31, 2020 and 2019 and the Company's audited annual financial statements for the years ended December 31, 2020 and 2019. The results reported in this MD&A have been prepared in accordance with International Financial Reporting Standards ("IFRS") and are presented in Australian dollars, which is the Company's functional currency. Additional information regarding Royal Wins is available on the Company's website www.royalwins.com.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors (the "Board"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Royal Wins Pty Ltd.
MANAGEMENT DISCUSSION AND ANALYSIS
Six Months ended December 31, 2020 and 2019

FORWARD-LOOKING STATEMENTS

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as “forward-looking statements”). These statements relate to future events or the Company’s future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “continues”, “forecasts”, “projects”, “predicts”, “intends”, “anticipates” or “believes”, or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

Royal Wins Pty Ltd.
MANAGEMENT DISCUSSION AND ANALYSIS
Six Months ended December 31, 2020 and 2019

COMPANY OVERVIEW

Royal Wins (“Company”) is an Australian company incorporated under the Australian Corporations Act in the of name “Royal Wins Pty Ltd” on 5th November 2013.

Royal Wins primary business is in mobile gaming & wagering technology. Royal Wins’ leading game, Kash Karnival is the world’s first pure skill gaming app that allows players to bet and win in casual mobile games of skill rather than chance or odds-based casino games. The Company designs, develops and operates wagering and betting real money pure skill games, to disrupt and dominate the online mobile gaming space targeting millennial markets.

Royal Wins has developed algorithms to adjust the difficulty of pure skill-based games in response to human-player input. The more skillful a player is at a game, the greater the difficulty of the games become, and vice versa. This technology enables the Company to run pure skill-based casino games by adjusting the Return-to-Player (RTP) and House Edge (HE) according to the skill of the player. The Company is currently applying and monetising these algorithms to its existing operating wagering portal, Kash Karnival. Royal Wins has an archive of 34 pure skill games and games of chance. Between 14 – 17 of these games will be on the Kash Karnival portal at any one time.

In December 2019, Royal Wins became the first company in the world to be granted an online gaming licence to operate pure skill games online for real money. The Kahnawake Gaming Commission in Quebec, Canada is the first gaming commission in the world to issue an online gaming licence to a pure skill game operator.

GOING CONCERN

The accompanying financial statements have been prepared using International Financial Reporting Standards applicable to a going concern. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern. It would, in this situation, be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying financial statements. Such adjustments could be material.

Royal Wins Pty Ltd.

MANAGEMENT DISCUSSION AND ANALYSIS

Six Months ended December 31, 2020 and 2019

CORPORATE

On February 4, 2019, Peter Gan was appointed as Chief Executive Officer of the Company. On December 5, 2019, the Company was granted an online gaming licence by the Kahnawake Gaming Commission to publish and operate online pure skills games for real money. On February 26, 2021, the Company received an offer by 10557510 Canada Corp to acquire 100% of Royal Wins.

Operations

Upon full certification and acquisition of the Company's iGaming license from the KGC in May 2019, the Company subsequently applied for the Kash Karnival app to be re-published on the Apple App Store and Android platforms. Much work was spent on ensuring all our games, platform, and servers were fully compliant to our gaming license as well as to the rules and regulations of native app stores, advertising/marketing platforms, search platforms, etc. No budget was assigned to sales and marketing functions at this time. Most of the work done in H2 2019 was spent on being fully compliant, product, code and platform tweaks to be fully updated and optimized for an upcoming relaunch in 2020.

By the end of 2019, the Company was beginning to lay down plans for 2020 marketing and development activities. However, the first half of 2020 was disruptive especially at the height of the Covid-19 pandemic. Due to the shutdowns, our marketing team was dismantled and all sales and marketing activities frozen. Development work was reduced to move sideways by maintaining and supporting the live products (now on the App Store and Android stores), and making minor improvements and tweaks to games and platforms to re-commence commercial activities at the end of the shut downs. We also continued to make refinements to our overall global sales and marketing strategy to be at a ready position once restrictions were lifted.

By Q4 2020, we commenced re-hiring marketing, data analytics, software engineering, mathematics and art/design functions in the Company to now execute on our strategies for 2021.

FINANCIAL

As at December 31, 2020, the Company incurred a loss of \$505,328 (2019: \$335,442 loss) and net cash outflows of \$85,763 (2019: \$265,201)). As at December 31, 2020, the Company had a working capital surplus of \$50,476 (2019: Working Capital Deficit of \$543,261). These financial statements have been prepared on a going concern basis, which presumes realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. The ability of the Company to continue as a going concern is principally dependent upon the ability of the Company to secure funds by raising capital from equity markets and managing cashflow in line with available funds. The Company is preparing to execute a Takeover Implementation Deed offered by the Canada Corp to buy all the Royal Wins Shares by way of an off-market takeover bid.

LETTER OF INTENT

ROYAL WINS PTY LTD.

On July 6, 2020, the Company signed a letter of intent with 10557510 Canada Corp. ("Canada Corp"). The letter of intent ("RW LOI") sets the terms for a proposed acquisition by the Canada Corp of ROYAL WINS and subsequent listing on the Canadian Securities Exchange.

Royal Wins Pty Ltd.

MANAGEMENT DISCUSSION AND ANALYSIS

Six Months ended December 31, 2020 and 2019

10557510 Canada Corp. was incorporated on December 27, 2017 under the Canada Business Corporations Act with its head office located at 401 Bay Street, Suite #2100, Toronto, Ontario, Canada, M5H 2Y4. The Company, as a reporting issuer in the provinces of British Columbia, Alberta and Manitoba, is subject to the rules and regulations of the relative provincial securities commissions, but its shares do not trade on any stock exchange. The Company has no current active business operations and its principal business is the identification and evaluation of assets or businesses for the purpose of completing a Qualifying Transaction such that the Company's shares can be approved for listing and trading on a recognized Canadian stock exchange.

Pursuant to the terms of the RW LOI, the Canada Corp shall acquire one-hundred per cent (100%) of the outstanding Ordinary and Preference shares (including all Classes of such shares which may be validly issued and outstanding as at the date of this RW LOI) of ROYAL WINS through an all stock purchase transaction by the Canada Corp by which ROYAL WINS will become a fully-owned subsidiary of the Canada Corp. Further, the parties agree to proceed promptly and in good faith to prepare and execute a Definitive Agreement and to prepare, market and complete an initial round of Private Placement financing of not less than C\$1,000,000.

On 19 February 2021, the Canada Corp and Royal Wins entered into a Takeover Implementation Deed in support of the offer the Canada Corp has made to buy all of the Royal Wins Shares by way of an off-market takeover bid. The Offer consideration is 0.5 new Canada Corp Shares for every 1 Royal Wins Share held.

The acquisition of Royal Wins is expected to close on or around April 1, 2021. Under the terms of the Offer, Canada Corp will acquire up to 100% of the issued and outstanding shares of Royal Wins for consideration of 75,517,445 Common Shares of the Canada Corp (the "Share Consideration") valuing Royal Wins at \$22.6 million (AUD 23 million) on the basis of one one-half of one common share of Canada Corp for each ordinary share of Royal Wins outstanding. The minimum tender condition is 90% of the outstanding shares and if this is reached and the Offer is completed, applicable law in Australia allows the Company to acquire the remaining shares on the same terms.

QUARTERLY PERFORMANCE

The following table highlights certain key quarterly financial highlights. Commentary on the selected highlights is included under "Results of Operations" and "Liquidity and Capital Resources".

Description	Q2 Dec-20	Q1 Sep-20	Q4 Jun-20	Q3 Mar-20	Q2 Dec-19	Q1 Sep-19	Q4 Jun-19	Q3 Mar-19
Balance Sheet								
Cash (overdraft)	567,410	457,359	357,908	19,752	50,280	24,863	94,303	198,118
Working Capital (deficiency)	50,476	202,128	122,884	571,407	543,261	- 410,754	- 148,800	- 4,546,071
Shareholder's deficiency	83,982	237,081	182,015	511,399	483,253	- 350,746	- 88,792	- 4,485,004
Income Statement								
Total operating expenses	978,885	295,241	1,612,567	28,146	132,507	261,953	1,483,957	379,729
Net Loss	741,876	75,858	1,307,044	28,146	132,507	261,953	1,537,618	314,254

Royal Wins Pty Ltd.

MANAGEMENT DISCUSSION AND ANALYSIS

Six Months ended December 31, 2020 and 2019

RESULTS OF OPERATIONS

Six months ended December 31, 2020 and 2019

The Company incurred a loss for the period of \$505,328 (December 2019: \$335,442 loss) and net cash outflows from operating activities of \$85,763. (December 2019: outflow of \$265,201) As at 31 December 2020, the Company had a working capital surplus of \$50,476 (December 2019: \$543,261).

Expenses included advertising and promotion expense of \$32,372 (2019 - \$10,708), consultancy fees of \$349,775 (2019 - \$120,931), legal and professional fees of \$24,361 (2019 - \$7,946), rent \$29,740 (2019 - \$31,599), share based compensation \$276,370 (2019 - nil), office, general expenses of \$26,620 (2019 - \$6,069). The Company recorded an income of \$456,391 (2019 - nil) with regards to Kash Karnival income and marketing and consulting services.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2020, the Company had a cash balance of \$567,410 (Dec 31, 2019 - \$32,465) and had a working capital of \$50,476 (2019 – a deficiency of \$543,261).

CAPITALIZATION

The Company has the following securities issued and outstanding at each reporting date as follows:

Description	March 30, 2021	December 31, 2020	June 30, 2020
Common shares issued and outstanding	151,034,890	136,880,418	136,880,418

RELATED PARTY TRANSACTION

During the six months ended December 31, 2020, the Company entered into various transactions with related parties. The related parties consist of officers, directors and shareholders or companies controlled directly or indirectly by them. Details of the transactions and balances owing, or receivables for the six months ended 31 December 2020 are as follows:

- i) Included in Occupancy Costs is \$29,740 (31 December 2019: \$31,599) in administrative and rent expenses charged by a company controlled by a director.
- ii) Included in consultancy fees and advertising and promotion expenses is \$232,321 (31 December 2019: \$108,427) towards corporate secretarial, marketing and consulting services charged by a company controlled by an officer and director.
- iii) As at 31 December 2020, amounts totalling \$16,737 (30 June 2020: \$116) owing to related parties and companies controlled by related parties is included in accounts payable and accrued liabilities.
- iv) A share-based payment transaction occurred during the period for shares vested but not yet issued to Mr Peter Gan in accordance with his Long Term Incentive Plan, \$64,540 (30 June 2020: \$78,777) in share-based payments has been recognised during the period in Note 6.

The above transactions were in the normal course of operations and were recorded at the exchange value which was the amount of consideration established and agreed to by the related parties.

Royal Wins Pty Ltd.
MANAGEMENT DISCUSSION AND ANALYSIS
Six Months ended December 31, 2020 and 2019

No other compensation or remuneration was paid to key management personnel and non-executive directors during the six months ended 31 December 2020 and 2019. The Company defines key management personnel as its CEO, President, CFO, Corporate Secretary and Board of Directors.

COMMITMENTS AND CONTRACTUAL OBLIGATIONS

On April 24, 2019, Royal Wins and Redding Winters llc (“Firework”) entered into an agreement (the “Growth Marketing Agreement”) to test the efficacy of marketing within the Kash Karnival app. Firework is a daily content creation and aggregating app offering a 15 second video and music infomercials. Redding approached Royal Wins with the aim of ascertaining the efficacy of advertising Firework to Royal Wins customer base.

Under the terms of the agreement, Firework shall pay Royal Wins \$0.90 for every “follow” generated in Firework by a Royal Wins Customer.

This agreement has been terminated.

On May 27, 2019, Royal Wins entered into a Joint Venture Agreement (JV Agreement) with Amerson Global Gaming Pty Ltd (“Amerson”) develop games for the Kash Karnival Platform. Amerson is a games development company specialising in design and development of custom content. Amerson’s services include; Creative Design, Animation, Games Design, Software and Audio Engineering

Under the terms of the agreement, Amerson will create games at their cost that would subject to agreement with Royal Wins, be launched on the Kash Karnival Platform and be entitled to 50% of the profits.

On June 18, 2020, Royal Wins entered a Memorandum of Understanding (MOU) with First Point e-sports Management to establish and promote Colleseum, the e-sports tournaments platform. This was further augmented by a tentative agreement with Amuka e-sports.

First Point is Asia’s leading e-sports agency, representing 6 major teams and 9 leading gamers with 9M followers/fans. First point has secured multiple significant sponsorship deals across betting and tournaments partners including partnerships with some of Asia’s leading online esports event companies that have created bespoke online and offline tournaments for games such as Dota 2.

Amuka e-sports is Canada's e-sports leader in venues, tournaments, and content creation. Amuka built the first and largest esports venue in Canada and has over 100K monthly viewers watching their tournaments and content. Amuka is also Canada’s largest e-sports incubator and only e-sports themed venue/pub in Windsor, Ontario.

Under the terms of the agreement, each Party (Royal Wins, First Point and Amuka) agreed to explore the potential for developing building and operating an esports tournament platform.

On October 16, 2020, Royal Wins and Good Gamer plc (“Flutter”) entered into an agreement (the “Arrangement”) to launch Royal Wins games in India utilizing the Good Gamer app. Good gamer is a daily sports and esports fantasy & real-money gaming app offering a wide variety of skills-based games. The app is built for a wide cross section of Indian gaming lovers – from cricket fans, to hardcore esports gamers, to casual mobile gamers. Gamers can build their own cricket, football, and esports teams, play head to head mobile games against friends, enter tournaments, and experience gaming in ways never before seen in India. From Esports DFS to skills-based props contests, our app is introducing a host of new features and styles of entertainment to the market.

Under the terms of the agreement, Good Gamer shall pay Royal Wins forty percent (40%) of Gross Revenue (defined below) as a monthly revenue share (the “Revenue Share”), where “Gross Revenue” means all related platform

Royal Wins Pty Ltd.
MANAGEMENT DISCUSSION AND ANALYSIS
Six Months ended December 31, 2020 and 2019

competition fees (the User entry fee less the prize pool contribution, resulting in the “Rake” amount) actually received by Good Gamer from Users participating in Competitions, less 18% deduction for Indian GST.

For Revenue Share that exceeds one thousand dollars (\$1000) CAD in any given calendar month, Good Gamer shall pay Royal Wins the Revenue Share within forty-five (45) days following the end of the calendar month in which the applicable Net Revenue was received. For Revenue Share that does not exceed one thousand dollars (\$1000) CAD in any given calendar month, Good Gamer will accrue and hold such Revenue Share until the aggregate Revenue Share held exceeds one thousand dollars (\$1000) CAD, at which time Good Gamer will pay Royal Wins such Revenue Share in the next-occurring calendar month.

On November 26, 2020, Royal Wins and Yieldy Pty Ltd (“Yieldy”) entered into an agreement (the “Yieldy MOU”) to explore the creation and management of a fungible digital currency to be used within the Royal Wins games eco system. Yieldy is a blockchain and crypto currency developer based in Australia.

On February 24, 2021, the Company entered into the Agreement with 10557510 Canada Corp in support of the Acquisition of the Company Shares by the Issuer.

RECENTLY ADOPTED ACCOUNTING PRONOUNCEMENTS

The company has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

CAPITAL RISK MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and ensure sufficient liquidity in order to complete a Qualifying Transaction so that it can provide adequate returns for shareholders. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital as total shareholders' equity.

Royal Wins Pty Ltd.
MANAGEMENT DISCUSSION AND ANALYSIS
Six Months ended December 31, 2020 and 2019

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have an effect on the results of operations or financial condition of the Company.

RISKS AND UNCERTAINTIES

Proposed Business

The Company intends to continue its real money pure skill gaming operations with immediate plans to expand into non cash gaming and tournaments. Part to the Company's expansionary plans include the provision of a SDK to allow independent game developers to participate in the Royal Wins licensed platform on a profit sharing basis. Further in the medium term future plans include the launch of an esports tournament platform, blockchain gaming and terrestrial gaming.

Royal Wins is currently anticipating inaugural membership in the Skills Integrity Council. The Skill Integrity Council is primarily focused on the North American market (predominantly the US and Canada) members of the Council also enjoy access to a wide network of international partners and resources. The access to this global network will favourably position Royal Wins and enable further contribution to promoting governance and oversight of skill gaming and expansion to new and emerging geographic markets

Directors' and Officers' Involvement in Other Projects

The directors and officers of the Company will only devote a small portion of their time to the business and affairs of the Company and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time.

Requirement for Additional Financing

The Company is relying on the proceeds from the acquisition by Canada Corp to execute on its growth plans.

APPENDIX D-
RESULTING ISSUER PRO FORMA FINANCIAL STATEMENTS
AS AT DECEMBER 31, 2020

Pro forma financial statements of Royal Wins Corporation

Unaudited pro forma consolidated statements of financial position

As at December 31, 2020

(Expressed in Canadian dollars)

	Royal Wins Pty Ltd. AUD \$	Royal Wins Pty Ltd. CAD \$	Royal Wins Corporation \$	Pro forma adjustments \$	Notes	Pro forma consolidated \$
FX		1.0168				
ASSETS						
<i>Current</i>						
Cash and cash equivalents	567,410	558,035	592,267	4,282,795	6(a)	5,433,097
Accounts receivable	50,707	49,869	75,068	-		124,937
Loan to Royal Wins	-	-	275,000	(275,000)		-
	618,117	607,904	942,335	4,007,795	-	5,558,034
<i>Non current</i>						
Plant and equipment assets	6,009	5,910	-	-		5,910
Intangible assets	27,495	27,041	1	(1)	6(a), 6(d)	27,041
	33,504	32,950	1	(1)	-	32,950
	651,621	640,855	942,336	4,007,794	-	5,590,985
LIABILITIES						
<i>Current</i>						
Accounts payable and accrued liabilities	285,007	280,298	27,432	-	6(a)	307,730
Due to 105	282,634	277,964	-	(277,964)	6(a)	-
	567,641	558,262	27,432	(277,964)		307,730
<i>Non current</i>						
Government loan	-	-	30,000	-	6(a)	30,000
	567,641	558,262	57,432	(277,964)		337,730
SHAREHOLDERS' EQUITY						
Share capital	9,923,289	9,759,332	945,818	2,945,682	6(c)	23,437,048
	-	-	-	9,786,216	6(c)	-
Warrants	-	-	118,931	(118,931)	6(c)	-
Contributed surplus	-	-	208,023	(208,023)		-
Deficit	(9,839,309)	(9,676,740)	(387,868)	(8,235,480)	6(a), 6(c)	(18,183,794)
				116,294	6(a)	
	83,980	82,592	884,904	4,285,758		5,253,255
	651,621	640,855	942,336	4,007,794		5,590,985

The accompanying notes are an integral part of these pro forma financial statements.

Pro forma financial statements of Royal Wins Corporation

Unaudited pro forma consolidated statements of loss and comprehensive loss

Year ended December 31, 2020

(Expressed in Canadian dollars)

	Royal Wins Pty Ltd.	Royal Wins Pty Ltd.	Royal Wins Corporation	Pro forma adjustments	Notes	Pro forma consolidated
	AUD \$	CAD \$	\$	\$		\$
FX		1.0499				
REVENUE	761,913	725,721	10,000			735,721
EXPENSES						
Advertising and promotion	499,372	475,651	-	-	6(a)	475,651
Computer and IT expenses fees	58,100	55,340	-	-		55,340
Consultancy fees	643,683	613,107	20,000	-		633,107
Depreciation	26,505	25,246	-	-		25,246
Foreign exchange	37,191	35,424	-	-	6(a)	35,424
Professional fees	38,808	36,965	60,569	-		97,534
Share-based payments	355,147	338,277	208,023	-		546,300
Rent	44,043	41,951	2,000	-		43,951
Salaries and management fees	354,446	337,609	-	-		337,609
Regulatory expenses	-	-	16,763	-		16,763
Other expenses	47,108	44,870	675	-		45,545
Interest, financing cost and bank charges	8,085	7,701	-	-		7,701
	2,112,488	2,012,142	308,030	-		2,320,172
Loss from operations	(1,350,575)	(1,286,421)	(298,030)	-		(1,584,451)
Listing costs	-	-		8,623,348	6(a)	8,623,348
Net loss and comprehensive loss	(1,350,575)	(1,286,421)	(298,030)	-		(10,207,799)
Loss per share						
Basic and diluted loss per share	(0.010)	(0.009)	(0.036)	-	6(b)	(0.072)

The accompanying notes are an integral part of these pro forma financial statements.

Pro forma financial statements of Royal Wins Corporation

Unaudited notes to the pro forma consolidated financial statements

Year ended December 31, 2020

(Expressed in Canadian dollars)

1. General information

Royal Wins Corporation (formerly “10557510 Canada Corp”). (“the “Company”) seeks to complete a transaction such that the Company’s shares can be approved for listing and trading on a recognized stock exchange. The Company was incorporated under the Business Corporations Act of Canada on December 27, 2017. The Company’s registered head office is located at 401 Bay Street, Suite 2704, Toronto, Ontario, M5H 2Y4. The Company is a reporting issuer in the provinces of British Columbia, Alberta, and Manitoba.

2. Basis of preparation

Basis of presentation

These unaudited pro forma consolidated financial statements have been prepared by management of Royal Wins Pty Limited (“RW” or “Royal Wins”) to reflect the anticipated completion of the proposed acquisition of 100% interest in RW (the “Acquiree”) by the Company (the “Acquiror”) and the proposed stock-split and equity exchange (together, the “Transaction”) (see **Note 5**)

These unaudited pro forma consolidated financial statements give effect to the Transaction as if it occurred on December 31, 2020, using information derived from the audited annual financial statements of the Company as at and for the years ended 2020 and 2019, and the audited interim financial statements for the three and six months ended December 31, 2020 and 2019 of RW. The accounting policies of the Acquiree under IFRS are consistent with those of the Company.

The unaudited pro forma consolidated financial statements are not necessarily indicative of the results that would have occurred had the Transaction been consummated at the dates indicated, nor are they necessarily indicative of the future operating results or financial position of the Company.

Functional and presentation currency

These unaudited pro forma consolidated financial statements are presented in Canadian dollars, which is the Company’s functional and presentation currency.

3. Significant accounting policies

The accounting policies used in the preparation of the these unaudited pro forma consolidated financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”), along with the adjustments described in **Note 6**.

Pro forma financial statements of Royal Wins Corporation

Unaudited notes to the pro forma consolidated financial statements

Year ended December 31, 2020

(Expressed in Canadian dollars)

4. Description of the transaction

On July 2, 2020, the Company signed a letter of intent with RW. The letter of intent ("RW LOI") sets the terms for a proposed acquisition by the Company of Royal Wins and subsequent listing on the Canadian Securities Exchange. On February 24, 2021, the Company and Royal Wins entered into a Takeover Implementation Deed in support of the offer the Company has made to buy all of the Royal Wins Shares by way of an off-market takeover bid. The Offer consideration is one half ($\frac{1}{2}$) post-split share of the Company, for every 1 Royal Wins Share held.

On March 1, 2021, the Company") announced that it has executed a takeover implementation deed and formally lodged an offer (the "Offer") to acquire all issued and outstanding shares of Royal Wins. The Company filed its Bidder's Statement detailing the terms of the offer with the Australian Securities and Investments Commission ("ASIC") and subsequently mailed the required documentation to all shareholders of Royal Wins on February 26, 2021.

The acquisition of Royal Wins is expected to close on or around April 1, 2021. Under the terms of the Offer, the Company will acquire up to 100% of the issued and outstanding shares of Royal Wins for consideration of 75,517,445 Common Shares of the Company (the "Share Consideration") in addition to 3,775,872 Finder's Fee shares valuing Royal Wins at \$22.2 million (AUD 22.6 million) on the basis of one one-half of one common share of the Company for each ordinary share of Royal Wins outstanding. The minimum tender condition is 90% of the outstanding shares and if this is reached and the Offer is completed, applicable law in Australia allows the Company to acquire the remaining shares on the same terms.

On February 26, 2021, the Company completed a split of the common shares of the Company on a basis of 2 new common shares for each issued and outstanding old common share based on a record date of February 24, 2021. Existing stock options and warrants will also be split on the same basis with terms of exercise adjusted proportionally.

On February 26, 2021, the Company closed a private placement for proceeds of \$663,700 consisting of 2,212,332 Units at a purchase price of \$0.30 per unit. Each unit consists of one (1) common share ("Common Share") and one half ($\frac{1}{2}$) common share purchase warrant ("Warrant"). Each full Warrant entitles the holder to purchase 1 Common Share at a price of \$0.40 up to twenty-four (24) months from the closing date.

On March 5, 2021, the Company closed a private placement of subscription receipts (the "Receipts") into Escrow, subject to completion of the Acquisition and the issuance of a bulletin from the CSE announcing the listing of the Company's Common Shares. The placement total issuance of 12,971,665 Receipts at a purchase price of \$0.30 per Receipt for gross proceeds of \$3,891,499.50. Upon release from escrow, each Receipt will be converted into one (1) Common Share and one half ($\frac{1}{2}$) Warrant. Each full Warrant will entitle the holder to purchase 1 Common Share at a price of \$0.40 up to twenty-four (24) months from the closing date.

The Company will pay finders' fees consisting of 7% cash and 7% non-transferable broker warrants in connection with the financings. The use of proceeds will be used for funding of game development, consumer acquisition, and general working capital purposes.

As at December 31, 2020, RW has 140,030,806 common shares outstanding. The Company has 22,641,432 common shares, 6,833,334 common share purchase warrants and 11,500,000 options.

As of the date of issuance of these financial statements, the Company has further issued 2,216,332 common shares and 1,106,166 common share purchase warrants, and RW issued a further 11,004,084 common shares.

Pro forma financial statements of Royal Wins Corporation

Unaudited notes to the pro forma consolidated financial statements

Year ended December 31, 2020

(Expressed in Canadian dollars)

4. Description of the transaction (Cont'd)

In connection with the closing of the Proposed Transaction, it is expected, among other things:

- RW and the Company's subsidiary will be amalgamated under the *Business Corporations Act (Ontario)* (the "Amalgamation" and the resulting amalgamated entity ("Amalco") will become a wholly-owned subsidiary of the Company;
- each RW Common Share will be cancelled, and the former holders of RW Common Shares will receive one half (½) of one Resulting Issuer Common Share for each RW Common Share held by them.
- other securities of RW will be cancelled, and the former holders of such securities will receive economically equivalent securities of the Resulting Issuer; and
- the Resulting Issuer will be renamed "Royal Wins Corporation", or such other name as determined by RW (the "Name Change").
- the Company have agreed to pay a fee equal to 5% of the value attributed to RW of \$23,000,000 payable in 3,775,872 Issuer Shares issued on the completion of the Acquisition.

The Transaction is subject to a number of conditions including, but not limited to the following:

- (i) the Resulting Issuer will have obtained conditional approval of the Canadian Securities Exchange ("CSE") for the listing on the CSE of the Resulting Issuer Common Shares, as required by CSE policies;
- (ii) the issuance of a receipt from the Ontario Securities Commission ("OSC") for the final Prospectus;
- (iii) the Company shall hold an annual general and special meeting of its shareholders (the "the Company Shareholder Meeting"), and shall prepare a circular in connection therewith ("the Company's Circular") to approve certain matters relating to the Transaction, including the directors to be appointed to the board of the Resulting Issuer upon closing, the Share Split and Name Change; and
- (iv) Certain other customary closing conditions.

The Resulting Issuer will seek to become a leading digital games studio that develops real money skill and chance social games on the web, desktop and mobile devices. The company was founded in 2014 as an advanced deep-technology research and development company (3D technologies, artificial intelligence, NLP and smart data). The company is active in Sydney, Australia and focuses on online and mobile wagering markets.

5. Reverse takeover

The Transaction has been accounted for in accordance with *IFRS 2, Share-based payments*. The Transaction is considered to be a reverse takeover of the Company by the Acquiree.

A reverse takeover is a transaction involving a non-public company operating entity and a non-operating public company in substance a share-based transaction rather than a business combination. The Transaction is equivalent to the issuance of common shares by the non-public operating entity, RW, for the net assets and the listing status of the non-operating public company, the Company.

The fair value of the equity issued was determined based on the fair value of the equity by the Company. For financial reporting purposes, the Company is considered a continuation of the Acquiree, the legal subsidiary, except with regards to the authorized and issued share capital, which is that of the Company, the legal parent.

The fair value of the net assets of the Company are deemed to be acquired and will ultimately be determined at the date of the closing of the Transaction, and the actual costs of the acquisition may vary from those estimates. Therefore, the allocation of consideration among the assets and liabilities of the Company may vary from those shown, and such differences may be material.

Pro forma financial statements of Royal Wins Corporation

Unaudited notes to the pro forma consolidated financial statements

Year ended December 31, 2020

(Expressed in Canadian dollars)

6. Pro forma adjustments

The adjustments to the unaudited pro forma consolidated financial statements have been prepared to reflect the Transaction, as described below:

(a) Listing adjustments

Immediately prior to the Transaction, the Company will transfer its assets and liabilities to RW, recognizing a listing expense of \$8,623,348 on the transfer of net equity of the Company.

	Note	Value
		\$
Fair value of 24,853,764 shares and warrants of the issuer	(i)	7,456,129
Fair value of 154,863 Brokers Warrants	(ii)	27,287
Fair value of 11,500,000 options of the issuer	(iii)	2,302,800
Total value to the issuer shareholders		9,786,216
Less: recognized assets acquired		(1,220,300)
Add: identifiable liabilities assumed		57,432
Listing costs	(iv)	8,623,348

(i) The price per share is based on the recent private placement on February 26, 2021 by the Company at \$0.30 per unit

(ii) Represents the 154,863 Brokers Warrants issued with the 2021 financing of the Company to purchase one additional share of the Company at \$0.40 per share

(vii) Represents the 11,500,000 options of the issuer

(iv) The amount is considered the cost of listing and is recognized as an expense in the unaudited pro forma consolidated financial statements.

Pro forma financial statements of Royal Wins Corporation

Unaudited notes to the pro forma consolidated financial statements

Year ended December 31, 2020

(Expressed in Canadian dollars)

6. Pro forma adjustments (Cont'd)

(b) Earnings per share

Prior to the transaction, the Company has 24,853,764 shares outstanding. The Company is expected to issue total shares of 75,517,445 upon closing of the Transaction plus 3,775,872 in issuer shares. This resulted in a weighted average basic share outstanding for the year ended December 31, 2020 of 77,414,268. For the year ended December 31, 2020, the impact of the Transaction resulted in a basic and diluted loss per share of \$0.245.

The adjustments to the unaudited pro forma consolidated financial statements have been prepared to reflect the Transaction, as described below:

(c) Consideration transferred for RW shares

To give effect for the increase in share capital of RW to \$13,650,832 due the aggregate pro forma adjustments as follows:

- an increase of \$3,891,500 for the value of the subscription receipts; and

To give effect for the increase in share capital of the Company to \$9,459,262 due the aggregate pro forma adjustments as follows:

- an increase in the fair value of outstanding shares, warrants and options of the Company of \$8,186,490.

(d) Elimination of letter of intent asset

To give effect for the decrease in intangible assets relating to the assigned value of \$1 relating to the letter of intent with RW.

**APPENDIX E-
AUDIT COMMITTEE CHARTER**

ROYAL WINS CORPORATION

CHARTER OF THE AUDIT COMMITTEE

(as approved April 1, 2021)

1. DEFINITIONS

1.1 In this Charter:

- (a) **“Board”** means the board of directors of the Company;
- (b) **“CEO”** means the Chief Executive Officer;
- (c) **“Company”** Royal Wins Corporation;
- (d) **“Company Management”** means Company Officers and senior management, collectively;
- (e) **“Company Officers”** means the CEO and non-CEO Officers, collectively; and
- (f) **“Directors”** means directors of the Company;
- (g) **“non-CEO Officer”** means (i) a chair or vice-chair of the Board, a chief operating officer, chief financial officer, chief technology officer, president, vice president, secretary, assistant secretary, treasurer, assistant treasurer and general manager; (ii) an individual who is designated as an officer under a bylaw or similar authority of the Company; and (iii) an individual who performs functions similar to those normally performed by an individual referred to in (i) or (ii) above;
- (h) **“senior management”** means members of management who are not Company Officers.

2. PURPOSE AND PRIMARY RESPONSIBILITY

1.1 This charter (the “Charter”) sets out the Audit Committee’s purpose, composition, member qualification, member appointment and removal, responsibilities, operations, manner of reporting to the Board of Directors (the “Board”) of Royal Wins Corporation (the “Company”), annual evaluation and compliance with this charter.

1.2 The primary responsibility of the Audit Committee is that of oversight of the financial reporting process on behalf of the Board. This includes oversight responsibility for financial reporting and continuous disclosure, oversight of external audit activities, oversight of financial risk and financial management control, and oversight responsibility for compliance with tax and securities laws and regulations as well as whistle blowing procedures. The Audit Committee is also responsible for the other matters as set out in this charter and/or such other matters as may be directed by the Board from time to time. The Audit Committee should exercise continuous oversight of developments in these areas.

3. COMPOSITION AND OPERATIONS

3.1 Each member of the Audit Committee must be an independent director of the Company as defined in sections 1.4 and 1.5 of National Instrument 52-110 – Audit Committees (“NI 52-110”) and must also satisfy the independence requirements of each exchange on which the Company’s shares are listed.

3.2 The Audit Committee will consist of at least three members, all of whom shall be financially literate, provided that an Audit Committee member who is not financially literate may be appointed to the Audit Committee if such member becomes financially literate within a reasonable period of time following his or her appointment. Upon graduating to a more senior stock exchange, if required under the rules or policies of such exchange, the Audit Committee will consist of at least three members, all of whom shall meet the experience and financial literacy requirements of such exchange and of NI 52-110.

3.3 The Committee shall operate under the guidelines applicable to all Board committees.

3.4 The members of the Audit Committee will be appointed annually (and from time to time thereafter to fill vacancies on the Audit Committee) by the Board. An Audit Committee member may be removed or replaced at any time at the discretion of the Board and will cease to be a member of the Audit Committee on ceasing to be an independent director.

3.4 The Chair of the Audit Committee will be appointed by the Board.

4. DUTIES AND RESPONSIBILITIES

4.1 The duties and responsibilities of the Audit Committee include:

4.2 recommending to the Board the external auditor to be nominated by the Board;

4.3 recommending to the Board the compensation of the external auditor to be paid by the Company in connection with (i) preparing and issuing the audit report on the Company's financial statements, and (ii) performing other audit, review or attestation services;

4.4 reviewing the external auditor's annual audit plan, fee schedule and any related services proposals (including meeting with the external auditor to discuss any deviations from or changes to the original audit plan, as well as to ensure that no management restrictions have been placed on the scope and extent of the audit examinations by the external auditor or the reporting of their findings to the Audit Committee);

4.5 overseeing the work of the external auditor;

4.6 ensuring that the external auditor is independent by:

(i) receiving a report annually from the external auditors with respect to their independence, such report to include disclosure of all engagements (and fees related thereto) for non-audit services provided to Company; and

(ii) requiring the independent auditor to provide to the Company annually formal written statements delineating all relationships between the auditor and the Company, consistent with applicable CPAB and PCAOB requirements, and actively engage with the independent auditor regarding ensuring independence of auditor

4.7 ensuring that the external auditor is in good standing with the Canadian Public Accountability Board;

4.8 ensuring that the external auditor meets the rotation requirements for partners and staff assigned to the Company's annual audit by receiving a report annually from the external auditors setting out the

status of each professional with respect to the appropriate regulatory rotation requirements and plans to transition new partners and staff onto the audit engagement as various audit team members' rotation periods expire;

4.9 reviewing and discussing with management and the external auditor the annual audited and quarterly unaudited financial statements and related Management Discussion and Analysis ("MD&A"), including the appropriateness of the Company's accounting policies, disclosures (including material transactions with related parties), reserves, key estimates and judgements (including changes or variations thereto) and obtaining reasonable assurance that the financial statements are presented fairly in accordance with IFRS and the MD&A is in compliance with appropriate regulatory requirements;

4.10 reviewing and discussing with management and the external auditor major issues regarding accounting principles and financial statement presentation including any significant changes in the selection or application of accounting principles to be observed in the preparation of the financial statements of the Company and its subsidiaries;

4.11 reviewing and discussing with management and the external auditor the external auditor's written communications to the Audit Committee in accordance with generally accepted auditing standards and other applicable regulatory requirements arising from the annual audit and quarterly review engagements;

4.12 reviewing and discussing with management and the external auditor all earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies prior to such information being disclosed;

4.13 reviewing the external auditor's report to the shareholders on the Company's annual financial statements;

4.14 reporting on and recommending to the Board the approval of the annual financial statements and the external auditor's report on those financial statements, the quarterly unaudited financial statements, and the related MD&A and press releases for such financial statements, prior to the dissemination of these documents to shareholders, regulators, analysts and the public;

4.15 satisfying itself on a regular basis through reports from management and related reports, if any, from the external auditors, that adequate procedures are in place for the review of the Company's disclosure of financial information extracted or derived from the Company's financial statements that such information is fairly presented;

4.16 overseeing the adequacy of the Company's system of internal accounting controls and obtaining from management and the external auditor summaries and recommendations for improvement of such internal controls and processes, together with reviewing management's remediation of identified weaknesses;

4.17 reviewing with management and the external auditors the integrity of disclosure controls and internal controls over financial reporting;

4.18 reviewing and monitoring the processes in place to identify and manage the principal risks that could impact the financial reporting of the Company and assessing, as part of its internal controls responsibility, the effectiveness of the over-all process for identifying principal business risks and report thereon to the Board;

- 4.19 satisfying itself that management has developed and implemented a system to ensure that the Company meets its continuous disclosure obligations through the receipt of regular reports from management and the Company's legal advisors on the functioning of the disclosure compliance system, (including any significant instances of non-compliance with such system) in order to satisfy itself that such system may be reasonably relied upon;
- 4.20 resolving disputes between management and the external auditor regarding financial reporting;
- 4.21 establishing procedures for:
- (i) the receipt, retention and treatment of complaints received by the Company from employees and others regarding accounting, internal accounting controls or auditing matters and questionable practises relating thereto; and
 - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- 4.23 reviewing and approving the Company's hiring policies with respect to partners or employees (or former partners or employees) of either a former or the present external auditor;
- 4.24 pre-approving all non-audit services to be provided to the Company or any subsidiaries by the Company's external auditor (the Chair of the Audit Committee has the authority to pre-approve in between regularly scheduled Audit Committee meetings any non-audit service of less than \$50,000, however such approval will be presented to the Audit Committee at the next scheduled meeting for formal approval);
- 4.25 overseeing compliance with regulatory authority requirements for disclosure of external auditor services and Audit Committee activities;
- 4.26 establishing procedures for:
- (i) reviewing the adequacy of the Company's insurance coverage, including the Directors' and Officers' insurance coverage;
 - (ii) reviewing activities, organizational structure, and qualifications of the Chief Financial Officer ("CFO") and the staff in the financial reporting area and ensuring that matters related to succession planning within the Company are raised for consideration at the Board;
 - (iii) obtaining reasonable assurance as to the integrity of the Chief Executive Officer ("CEO") and other senior management and that the CEO and other senior management strive to create a culture of integrity throughout the Company;
 - (iv) reviewing fraud prevention policies and programs, and monitoring their implementation;
 - (v) reviewing regular reports from management and others (e.g., external auditors, legal counsel) with respect to the Company's compliance with laws /regulations and treaty or contractual obligations having a material impact on the financial statements including, without limiting the foregoing:
 - (A) Tax and financial reporting laws and regulations;

- (B) Legal withholding and reporting requirements;
- (C) Environmental protection laws and regulations;
- (D) Treaty, contractual or consultation obligations with First Nation, Inuit or Metis communities
- (E) Other laws and regulations, both domestic and foreign where applicable, which may expose directors to liability; and

4.27 A regular part of Audit Committee meetings involves the appropriate orientation of new members as well as the continuous education of all members. Items to be discussed include specific business issues as well as new accounting and securities legislation that may impact the organization. The Chair of the Audit Committee will regularly canvass the Audit Committee members for continuous education needs and in conjunction with the Board education program, arrange for such education to be provided to the Audit Committee on a timely basis.

4.28 On an annual basis the Audit Committee shall review and assess the adequacy of this charter taking into account all applicable legislative and regulatory requirements as well as any best practice guidelines recommended by regulators or stock exchanges with whom the Company has a reporting relationship and, if appropriate, recommend changes to the Audit Committee charter to the Board for its approval.

5. AUTHORITY AND RESOURCES

5.1 The Audit Committee has the authority, without further approval of the Board of Directors to:

- (a) engage independent legal counsel, consultants and other advisors (each, an “**Independent Advisor**”) as it determines necessary to carry out its duties;
- (b) set and pay the compensation for any such advisors employed by the Committee, funded by the Company;
- (c) communicate directly with external advisors and any other personnel of the Company; and
- (d) have unrestricted access to any personnel and documents of the Company relevant to performance of the Committee's duties.

5.2 The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Independent Advisor retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Independent Advisor retained by the Committee.

5.3 Notwithstanding its authority to engage Independent Advisors, the Committee may select an Independent Advisor to the Committee only after taking into consideration, all factors relevant to that person's independence from management, including the following:

- (a) the provision of other services to the Company by the person that employs the Independent Advisor;
- (b) the amount of fees received from the Company by the person that employs the Independent Advisor, as a percentage of the total revenue of the person that employs the Independent Advisor;

- (c) the policies and procedures of the person that employs the Independent Advisor that are designed to prevent conflicts of interest;
- (d) any business or personal relationship of the Independent Advisor with a member of the Committee;
- (e) any stock of the Company owned by the Independent Advisor; and
- (f) any business or personal relationship of the Independent Advisor or the person employing the Independent Advisor with an executive officer of the Company.

5.4 Notwithstanding the engagement of an Independent Advisor or the receipt of advice or recommendations from such an Independent Advisor, the Committee:

- (a) will in no way be obligated to implement or act consistently with the advice or recommendations of the Independent Advisor; and
- (b) will at all times exercise its own judgment in the fulfillment of the duties of the Committee.

6. MEETINGS

6.1 The quorum for a meeting of the Audit Committee is a majority of the members of the Audit Committee.

6.2 The Chair of the Audit Committee shall be responsible for leadership of the Audit Committee, including scheduling and presiding over meetings, preparing agendas, overseeing the preparation of briefing documents to circulate during the meetings as well as pre-meeting materials, and making regular reports to the Board. The Chair of the Audit Committee will also maintain regular liaison with the CEO, CFO, and the lead external audit partner.

6.3 The Audit Committee will meet as often as required to discharge its duties and responsibilities under this Charter, which meetings will be held at least quarterly.

6.4 The Audit Committee will meet in camera separately with each of the CEO and the CFO of the Company at least annually to review the financial affairs of the Company.

6.5 The Audit Committee will meet with the external auditor of the Company in camera at least once each year, at such time(s) as it deems appropriate, to review the external auditor's examination and report.

6.6 The external auditor must be given reasonable notice of, and has the right to appear before and to be heard at, each meeting of the Audit Committee.

6.7 Each of the Chair of the Audit Committee, members of the Audit Committee, Chair of the Board, external auditor, CEO, CFO or secretary shall be entitled to request that the Chair of the Audit Committee call a meeting which shall be held within 48 hours of receipt of such request to consider any matter that such individual believes should be brought to the attention of the Board or the shareholders.

7. ACCOUNTABILITY

7.1 The Audit Committee will report, at least annually, to the Board regarding the Audit Committee's examinations and recommendations.

7.2 The Audit Committee will report its activities to the Board to be incorporated as a part of the minutes of the Board meeting at which those activities are reported.

8. MINUTES

8.1 The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

APPENDIX F-
STOCK OPTION PLAN

10557510 CANADA CORP. 2020 INCENTIVE STOCK OPTION PLAN

1. PURPOSE: The purpose of this Stock Option Plan (the “Plan”) is to encourage common stock ownership in 10557510 Canada Corp. (the “Company”) by directors, executive officers, employees (including part time employees employed by the Company for less than twenty (20) hours per weeks) and consultants (including individuals whose services are contracted through a personal holding company that is wholly-owned by such individual) of the Company or any Affiliate, as that term is defined in the Securities Act (Ontario), of the Company or by a personal holding company of any such officer, director or employee that is wholly-owned by such individual or by registered retirement savings plans established by any such officers, directors or employees (hereinafter referred to as “Optionees”) who are primarily responsible for the management and profitable growth of its business and to advance the interests of the Company by providing additional incentive for superior performance by such persons and to enable the Company to attract and retain valued directors, officers and employees by granting options (the “Options” or “Option”) to purchase common shares of the Company on the terms and conditions set forth in this Plan and any Stock Option Agreements entered into between the Company and the Optionees in accordance with the Plan. Any Options granted to a personal holding company shall be cancelled immediately upon any change in control of such personal holding company, save and except in the event of the death of the principal of such personal holding company, in which case, subject to the terms of the Stock Option Agreement, the provisions of subparagraph 5(f)(iii) shall apply.

2. ADMINISTRATION: The Plan shall be administered by the Board of Directors from time to time of the Company (the “Administrator”). No member of the Board of Directors shall by virtue of such appointment be disentitled or ineligible to receive Options. The Administrator shall have full authority to interpret the Plan and to make such rules and regulations and establish such procedures as it deems appropriate for the administration of the Plan, taking into consideration the recommendations of management, and the decision of the Administrator shall be binding and conclusive. The decision of the Administrator shall be binding, provided that notwithstanding anything herein contained, the Administrator may from time to time delegate the authority vested in it under this clause to the President who shall thereupon exercise all of the powers herein given to the Administrator, subject to any express direction by resolution of the Board of Directors of the Company from time to time and further provided that a decision of the majority of persons comprising the Board of Directors in respect of any matter hereunder shall be binding and conclusive for all purposes and upon all persons. The senior officers of the Company are authorized and directed to do all things and execute and deliver all instruments, undertakings and applications as they in their absolute discretion consider necessary for the implementation of the Plan.

3. NUMBER OF SHARES SUBJECT TO OPTIONS: The Board of Directors of the Company will make available that number of common shares for the purpose of the Plan that it considers appropriate except that the number of common shares that may be issued pursuant to the exercise of Options under the Plan and under any other stock options of the Company shall not exceed 10% of the common shares issued and outstanding (on a non-diluted basis) at any time and from time to time. In the event that Options granted under the Plan, and under any other stock options of the Company which may be in effect at a particular time, are surrendered, terminate or expire without being exercised in whole or in part, new Options may be granted covering the common shares not purchased under such lapsed Options.

4. PARTICIPATION: Options shall be granted under the Plan only to Optionees as shall be designated from time to time by the Administrator and shall be subject to the approval of such regulatory authorities as the Administrator shall designate, which shall also determine the number of shares subject to such Option. Optionees who are consultants of the Company or an Affiliate of the Company must either perform services for the Company on an ongoing basis or provide, or be expected to provide, a service of value to the Company or to an Affiliate of the Company. The Company represents that no option shall be granted to any Employee or Consultant who is not a bona fide Employee or Consultant.

5. TERMS AND CONDITIONS OF OPTIONS: The terms and conditions of each Option granted under the Plan shall be set forth in written Stock Option Agreements between the Company and the Optionee. Such terms and conditions shall include the following as well as such other provisions, not inconsistent with the Plan, as may be deemed advisable by the Administrator:

- (a) Number of Shares subject to Option to any one Optionee: The number of shares subject to an Option shall be determined from time to time by the Administrator; but no one Optionee shall be granted an Option

which when aggregated with any other options or common shares allotted to such Optionee under the Plan exceeds 5% of the issued and outstanding common shares of the Company (on a non-diluted basis), the total number of Options granted to any one Optionee in any 12-month period shall not exceed 5% of the issued and outstanding common shares of the Company (on a non-diluted basis), the total number of Options granted to all Insiders in any 12-month period shall not exceed 10% of the issued and outstanding common shares of the Company (on a non-diluted basis). The total number of options granted to any one consultant in any 12-month period shall not exceed 2% of the issued and outstanding common shares of the Company (on a non-diluted basis). The total number of options granted to all persons, including employees, providing investor relations activities to the Company in any 12-month period shall not exceed 2% of the issued and outstanding common shares of the Company (on a non-diluted basis) and the Option Price per common share shall be determined in accordance with subparagraph (b) below. Options granted to persons providing investor relations activities must vest over a 12-month period with no more than 25% of the options vesting in any quarter.

- (b) Option Price: The Option Price of any shares in respect of which an Option may be granted under the Plan shall be not less than the closing price of the Company's common shares on the date prior to the date of grant of the stock options on the principal exchange on which it trades or in accordance with the pricing rules of any other stock exchange on which the common shares of the Company may trade in the future.

In the resolution allocating any Option, the Administrator may determine that the date of grant aforesaid shall be a future date determined in the manner specified by such resolution. The Administrator may also determine that the Option Price per share may escalate at a specified rate dependent upon the year in which any Option to purchase common shares may be exercised by the Optionee. No options granted to Insiders may be repriced without the approval of a majority of disinterested shareholders of the Company exclusive of any Insiders.

- (c) Payment: The full purchase price of shares purchased under the Option shall be paid in cash upon the exercise thereof. A holder of an Option shall have none of the rights of a stockholder until the shares are issued to him. All common shares issued pursuant to the exercise of Options granted or deemed to be granted under the Plan, will be so issued as fully paid and non-assessable common shares. No Optionee or his legal representatives, legatees or distributees will be, or will be deemed to be, a holder of any common shares subject to an Option under this Plan, unless and until certificates for such common shares are issued to him or them under the terms of the Plan.

- (d) Term of Options: Options may be granted under this Plan exercisable over a period not exceeding five (5) years. Each Option shall be subject to earlier termination as provided in subparagraph (f) below and paragraphs 7 and 8.

- (e) Exercise of Options: The exercise of any Option will be contingent upon receipt by the Company at its head office of a written notice of exercise, specifying the number of common shares with respect to which the Option is being exercised, accompanied by cash payment, certified cheque or bank draft for the full purchase price of such common shares with respect to which the Option is exercised. An Option may be exercised in full or in part during any year of the term of the Option as provided in the written Stock Option Agreement; provided however that except as expressly otherwise provided herein or as provided in any valid Stock Option Agreement approved by the Administrator, no Option may be exercised unless that Optionee is then a director and/or in the employ of the Company. This Plan shall not confer upon the Optionee any right with respect to continuance as a director, officer, employee or consultant of the Company or of any affiliate of the Company.

- (f) Termination of Options: Any Option granted pursuant hereto, to the extent not validly exercised, and save as expressly otherwise provided herein, will terminate on the earlier of the following dates:

- i. the date of expiration specified in the Stock Option Agreement, being not more than five (5) years after the date the Option was granted;
- ii. the date of termination of the Optionee's employment or upon ceasing to be a director and/or officer of the Company or up to a period not exceeding six (6) months thereafter for any cause other than by retirement, permanent disability or death unless the Optionee was retained to provide Investor Relations Activities in which case up to a period not exceeding thirty (30) days thereafter;
- iii. one (1) year after the date of the Optionee's death during which period the Option may be exercised only by the Optionee's legal representative or the person or persons to whom the deceased Optionee's rights

under the Option shall pass by will or the applicable laws of descent and distribution, and only to the extent the Optionee would have been entitled to exercise it at the time of his death if the employment of the Optionee had been terminated by the Company on such date;

- iv. up to six (6) months after termination of the Optionee's employment by permanent disability or retirement under any Retirement Plan of the Company during which six (6) month period the Optionee may exercise the Option to the extent he was entitled to exercise it at the time of such termination provided that if the Optionee shall die within such six (6) month period, then such right shall be extended to six (6) months following the death of the Optionee and shall be exercisable only by the persons described in subparagraph (f)(iii) hereof and only to the extent therein set forth.

(g) Non-transferability of Options: No Option shall be transferable or assignable by the Optionee other than by will or the laws of descent and distribution and shall be exercisable during his lifetime only by him.

(h) Applicable Laws or Regulations: The Company's obligation to sell and deliver stock under each Option is subject to such compliance by the Company and any Optionee as the Company deems necessary or advisable with all laws, rules and regulations of Canada and the United States of America and any Provinces and/or States thereof applying to the authorization, issuance, listing or sale of securities and is also subject to the acceptance for listing of the common shares which may be issued in exercise thereof by each stock exchange upon which shares of the Company are listed for trading.

6. ADJUSTMENT IN EVENT OF CHANGE IN STOCK: Each Option shall contain uniform provisions in such form as may be approved by the Administrator to appropriately adjust the number and kind of shares covered by the Option and the exercise price of shares subject to the Option in the event of a declaration of stock dividends, or stock subdivisions or consolidations or reconstruction or reorganization or recapitalization of the Company or other relevant changes in the Company's capitalization (other than issuance of additional shares) to prevent substantial dilution or enlargement of the rights granted to the Optionee by such Option. The number of common shares available for Options, the common shares subject to any Option, and the Option Price thereof shall be adjusted appropriately by the Administrator and such adjustment shall be effective and binding for all purposes of the Plan.

7. ACCELERATION OF EXPIRY DATES. Upon the announcement or contemplation of any event, including a reorganization, acquisition, amalgamation or merger (or a plan of arrangement in connection with any of the foregoing), other than solely involving the Company and one or more of its affiliates (as such term is defined in the Securities Act (Ontario)), with respect to which all or substantially all of the persons who were the beneficial owners of the common shares, immediately prior to such reorganization, amalgamation, merger or plan of arrangement do not, following such reorganization, amalgamation, merger or plan of arrangement, beneficially own, directly or indirectly more than 50% of the resulting voting shares on a fully-diluted basis (for greater certainty, this shall not include a public offering or private placement out of treasury) or the sale to a person other than an affiliate of the Company of all or substantially all of the Company's assets (collectively, a "Change of Control"), the Company shall have the discretion, without the need for the agreement of any Optionee, to accelerate the Expiry Dates and/or any applicable vesting provisions of all Options, as it shall see fit. The Company may accelerate one or more Optionee's Expiry Dates and/or vesting requirements without accelerating the Expiry Dates and/or vesting requirements of all Options and may accelerate the Expiry Date and/or vesting requirements of only a portion of an Optionee's Options.

8. AMALGAMATION, CONSOLIDATION OR MERGER: If the event that the Company is a consenting party to a Change of Control, outstanding Options shall be subject to the agreement effecting such Change of Control and Optionees shall be bound by such Change of Control agreement. Such agreement, without the Optionees' consent, may provide for:

- (a) the continuation of such outstanding Options by the Company (if the Company is the surviving or acquiring corporation);
- (b) the assumption of the Plan and such outstanding Options by the surviving entity; or
- (c) the substitution or replacement by the surviving or acquiring corporation or its parent

of options with substantially the same terms for such outstanding Options.

The Company may provide in any agreement with respect to any such Change of Control that the surviving, new or acquiring corporation shall grant options to the Optionees to acquire shares in such corporation or its parent with respect to which the excess of the fair market value of the shares of such corporation immediately after the consummation of such Change of Control over the exercise price therefore shall not be less than the excess of

the value of the common shares over the Exercise Price of the Options immediately prior to the consummation of such Change of Control.

9. APPROVALS: The obligation of the Company to issue and deliver the common shares in accordance with the Plan is subject to any approvals, which may be required from any regulatory authority or stock exchange having jurisdiction over the securities of the Company. If any common shares cannot be issued to any Optionee for whatever reason, the obligation of the Company to issue such common shares shall terminate and any Option exercise price paid to the Company will be returned to the Optionee.

10. STOCK EXCHANGE RULES: The rules of any stock exchange upon which the Company common shares are listed shall be applicable relative to Options granted to Optionees.

11. AMENDMENT AND DISCONTINUANCE OF PLAN: Subject to regulatory approval, the Board of Directors may from time to time amend or revise the terms of the Plan or may discontinue the Plan at any time provided however that no such right may, without the consent of the Optionee, in any manner adversely affect his rights under any Option theretofore granted under the Plan.

12. EFFECTIVE DATE AND DURATION OF PLAN: The Plan shall remain in full force and effect from the date of shareholder approval hereof and from year to year thereafter until amended or terminated in accordance with Paragraph 10 hereof and for so long thereafter as Options remain outstanding in favour of any Optionee.

CERTIFICATE OF THE ISSUER

Dated April 8, 2021

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Issuer as required by the securities legislation of Alberta, British Columbia and Ontario.

“Peter Gan”

Peter Gan
Chief Executive Officer

“Geoff Kritzing”

Geoff Kritzing
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS OF THE ISSUER

“Stephen Coates”

Stephen Coates
Director

“Daniel Fuoco”

Daniel Fuoco
Director

CERTIFICATE OF THE PROMOTER

Dated April 8, 2021

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Company as required by the securities legislation of Alberta, British Columbia and Ontario.

“Robert Fong”

Robert Fong

“Lukie Ali”

Lukie Ali

“Peter Gan”

Peter Gan

De : JOYCE TREMBLAY <JOYCE.TREMBLAY@racj.gouv.qc.ca>

Envoyé : 8 juin 2021 06:59

À : ANDREE-ANNE GARCEAU <andree-anne.garceau@racj.gouv.qc.ca>; DENIS DOLBEC <denis.dolbec@racj.gouv.qc.ca>;
MARIE-CHRISTINE BERGERON <MARIE-CHRISTINE.BERGERON@racj.gouv.qc.ca>

Objet : Fwd: Réponse média (suite)_casino en ligne_ [REDACTED]

Bon matin,

Le journaliste a reçu cette réponse assez inusité du SPVM

Quant au MSP c'est le silence

On en discute de vive voix.

Aucune assise juridique ne nous confère la juridiction des casinos...

À+

Joyce

De : [REDACTED]

Envoyé : lundi, juin 7, 2021 7:06 p.m.

À : JOYCE TREMBLAY

Cc : Relations Medias

Objet : Re: Réponse média (suite)_casino en ligne_ [REDACTED]

Bonjour Mme Tremblay,

Ci-bas, vous trouverez une réponse du SPVM qui dit l'inverse de ce que vous m'avez dit. Selon eux, la Régie a juridiction sur les casinos en ligne.

J'essaie de voir qui se trompe... Si je comprends bien, c'est le SPVM (les casinos en ligne sont toujours illégaux au Québec à moins d'être directement sous l'autorité de Loto-Québec, donc la Régie n'a aucune prise sur un casino en ligne, puisqu'il ne peut pas avoir de permis.

Est-ce qu'il y a quelque chose qui m'échappe?

Merci d'éclairer ma lanterne. Au SPVM (en cc), vous seriez-vous mal exprimés? Pour l'instant, je n'ai que des

déclarations contradictoires à mettre dans mon article, entre la SQ, le SPVM, la Régie, la ministre Guilbault qui refuse de me parler et le MSP qui tarde à clarifier tout ça...

--

De : Relations Medias <Relations.Medias@SPVM.QC.CA>

Date : vendredi, 4 juin 2021 à 15:24

À :

Objet : Réponse média (suite)_casino en ligne_

Bonjour

En réponse:

Je travaille sur un dossier concernant les sites de casinos en ligne qui ciblent des clients québécois à l'extérieur de toute entente avec EspaceJeux et Loto-Québec. Aucune enquête ne semble se faire au Québec et au Canada à ce sujet; pourtant ces activités sont bel et bien inscrites au Code criminel. Selon [ce rapport de 2014](#) (p. 46), aucune action policière visant les sites de casinos en ligne illégaux n'avait été déployée à l'époque depuis 2011, nulle part au Québec. Selon ce rapport, l'une des raisons expliquant que la police ne soit pas plus active est le fait que les exploitants de jeux en ligne sont à l'étranger ou sur des territoires autochtones. C'est effectivement le cas de la plupart sites sur lesquels j'ai enquêté, MAIS PAS TOUS. Je me suis penché sur les compagnies détenant des permis de la Kahnawake Gaming Commission pour les entreprises que [Mohawk Internet Technologies héberge](#).

La liste contient non seulement les Abénaquis de Wolinak, les Mohawks de Kahnawake et les Six Nations de l'Ontario, MAIS AUSSI des sites dont les actionnaires ultimes sont au Québec et en Ontario et ne sont pas des communautés autochtones. Parmi eux, une compagnie détenue par un certain Douglas Honegger, QUI HABITE VOTRE TERRITOIRE : [BQC Consulting GmbH](#). Cette entreprise est enregistrée en Suisse, mais selon le registre même du pays, elle appartient à [Douglas Honegger](#), de Montréal. M. Honegger a bel et bien une adresse à Montréal selon nos vérifications (voir fiche du registre des entreprises jointe - 3112-1751 rue Richardson, Montréal, Québec, H3K1G6, Canada. Par ailleurs, le site de BQC, Bet99, vise clairement une clientèle canadienne et québécoise, puisque le site multiplie les publicités sur les chaînes de sport que sont RDS et TVA Sports et a des contrats de commandite avec le [CF Montréal](#) et [les Alouettes](#). BQC a aussi conclu un partenariat avec Georges St-Pierre comme porte-parole.

Q1. J'ai besoin de savoir si le SPVM a déjà mené une quelconque enquête sur un quelconque site de casino en ligne depuis l'apparition du phénomène au Québec.

Q2. Combien de fois est-ce arrivé?

Q3. Combien d'arrestations ça a permis?

Q4. Combien de condamnations? (lesquelles? Détaillez les condamnations svp)

Q5. Selon [ce rapport de 2014](#) (p. 46), aucune action policière visant les sites de casinos en ligne illégaux n'avait été déployée à l'époque depuis 2011, nulle part au Québec. En ce qui concerne le SPVM, est-ce que la situation a changé depuis, soit dans les sept dernières années?

Q6. Comment se fait-il que cette entreprise puisse faire de la publicité pour une activité criminelle et viser une clientèle québécoise pour une activité inscrite au Code criminel sans être inquiétée?

Q7. Est-ce que le SPVM a enquêté sur BQC? La SQ m'explique qu'en tant que corps de police de niveau 5, le SPVM est habilité à mener ce genre d'enquêtes, quitte à demander son assistance.

Q8. Pourquoi le SPVM n'est-il pas plus actif en la matière?

Q9. Pourquoi le SPVM n'enquête pas sur ces sites de casinos en ligne illégaux qui sont contrôlés par des résidents de son territoire?

Q10. Est-ce que la police considère qu'elle pourrait éventuellement le faire et obtenir des condamnations, ou à tout le moins faire fermer ces sites?

Q11. Ou au contraire, est-ce que le SPVM considère que ce n'est pas une priorité, ou qu'il en est incapable, même si la preuve est facilement accessible dans le registre des entreprises de Suisse?

Q12. Est-ce que la police considère qu'elle pourrait éventuellement enquêter sur lui et obtenir des condamnations, ou à tout le moins faire fermer ces sites? Ou sur toute autre personne se trouvant sur son territoire et posant des gestes

de la même nature?

Q13. Quelles autres options pourraient être sur la table, selon vous?

Comme cela vous a été mentionné hier, les sites de casinos en ligne relèvent du provincial via la Régie des alcools, des courses et des jeux, qui sont responsable de l'octroi des permis. En parallèle, le SPVM peut être appelé à intervenir dans un contexte de loterie opérée sans permis, donc dans l'illégalité et souvent reliées au crime organisé.

Le SPVM est toujours en train de revoir ses façons de faire dans une optique d'amélioration continue et s'adapte, selon les priorités. Or, soulignons que dans les 3 dernières années, nous n'avons enregistré aucune plainte concernant *un quelconque site de casino en ligne*, pour reprendre votre prémisse. À ce titre au niveau des enquêtes en matière de jeu, de gage sportif et de prêt usuraire, le SPVM concentre donc ses opérations à la criminalité violente et organisée, en périphérie.

Pour vous donner quelques exemples, la Section du crime organisé a procédé en 2020 au démantèlement d'un réseau impliqué au niveau des [prêts usuraires et d'extorsion](#). Cette intervention visait à mettre fin aux activités illicites d'un groupe d'individus associés au crime organisé italien qui utilisaient un local loué dans Montréal-Nord

En 2017, nous avons arrêté un [prêteur usuraire de Brossard](#) qui venait de kidnapper un homme endetté. Les enquêteurs ont aussi saisi le carnet de comptabilité de Nguyen, qui fait mention de plusieurs autres prêts.

En 2012, nous avons également procédé à l'arrestation de [trois suspects liés au monde du prêt usuraire](#) et de l'extorsion qui opéreraient à partir du Bar Haraiki situé au 1492, boulevard Schevchenko dans l'arrondissement de LaSalle.

Le SPVM tient à rappeler que toute personne qui détiendrait de l'information pour communiquer de façon anonyme et en tout temps avec Info Crime. Il est également possible de contacter le 911 ou son poste de quartier.

Cordialement,



Relations médias
Division des communications
Service de police de la Ville de Montréal
1441, rue Saint-Urbain, 5^e étage
Montréal (Québec) H2X 2M6
spvm.qc.ca

Montreal_couleur

De : [REDACTED]

Envoyé : 3 juin 2021 13:30

À : Relations Medias <Relations.Medias@SPVM.QC.CA>; ann.mathieu@surete.qc.ca

Objet : Re: Réponse média_casino en ligne [REDACTED]

ATTENTION : Ce courriel provient de l'extérieur de l'organisation. Ne cliquez pas sur des liens ou n'ouvrez pas de pièces jointes à moins de connaître l'expéditeur ou de vous assurer que le contenu est légitime.

L'application du Code criminel relève de la police en fait. Opérer un site de casino en ligne est illégal sans un permis provincial selon le Code criminel. J'ai déjà contacté la SQ, qui m'assure que s'il y a une enquête à faire sur un site qui serait contrôlé par un individu qui se trouve à Montréal (tel que dans la situation que je décris dans le courriel que je vous ai envoyé sur BQC Consulting GmbH et Bet99, détenus par Douglas Honegger, un Montréalais), ce serait au SPVM de l'initier.

Donc la SQ me renvoie au SPVM, qui me renvoie à la SQ? Frustrant pour moi, mais intéressant quand même...

--

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

De : Relations Medias <Relations.Medias@SPVM.QC.CA>

Date : jeudi, 3 juin 2021 à 13:26

À : [REDACTED]

Objet : Réponse média_casino en ligne_ [REDACTED]

Bonjour [REDACTED]

Les sites de casinos en ligne relèvent du provincial via la Régie des alcools, des courses et des jeux.

En lien avec votre demande, nous vous invitons à communiquer avec la Sureté du Québec.

Cordialement,



Relations médias
Division des communications
Service de police de la Ville de Montréal
1441, rue Saint-Urbain, 5^e étage
Montréal (Québec) H2X 2M6
spvm.qc.ca

Montreal_couleur

De : [REDACTED]

Envoyé : 2 juin 2021 23:50

À : Relations Medias <Relations.Medias@SPVM.QC.CA>

Objet : Questions pour SPVM, casino en ligne contrôlé de votre territoire

ATTENTION : Ce courriel provient de l'extérieur de l'organisation. Ne cliquez pas sur des liens ou n'ouvrez pas de pièces jointes à moins de connaître l'expéditeur ou de vous assurer que le contenu est légitime.

Bonjour,

Je travaille sur un dossier concernant les sites de casinos en ligne qui ciblent des clients québécois à l'extérieur de toute entente avec EspaceJeux et Loto-Québec. Aucune enquête ne semble se faire au Québec et au Canada à ce sujet; pourtant ces activités sont bel et bien inscrites au Code criminel.

J'ai besoin de savoir si le SPVM a déjà mené une quelconque enquête sur un quelconque site de casino en ligne depuis l'apparition du phénomène au Québec. Combien de fois est-ce arrivé? Combien d'arrestations ça a permis? Combien de condamnations? (lesquelles? Détaillez les condamnations svp)

Selon ce rapport de 2014, (p. 46, <https://www.groupe.finances.gouv.qc.ca/jeu/>), aucune action policière visant les sites de casinos en ligne illégaux n'avait été déployée à l'époque depuis 2011, nulle part au Québec. En ce qui concerne le SPVM, est-ce que la situation a changé depuis, soit dans les sept dernières années?

Selon ce rapport, l'une des raisons expliquant que la police ne soit pas plus active est le fait que les exploitants de jeux en ligne sont à l'étranger ou sur des territoires autochtones.

C'est effectivement le cas de la plupart des sites sur lesquels j'ai enquêté, MAIS PAS TOUS. Je me suis penché sur les compagnies détenant des permis de la Kahnawake Gaming Commission pour les entreprises que Mohawk Internet Technologies héberge : <https://www.gamingcommission.ca/interactiveOp.htm>

La liste contient non seulement les Abénaquis de Wolinak, les Mohawks de Kahnawake et les Six Nations de l'Ontario, MAIS AUSSI des sites dont les actionnaires ultimes sont au Québec et en Ontario et ne sont pas des communautés autochtones. Parmi eux, une compagnie détenue par un certain Douglas Honegger, QUI HABITE VOTRE TERRITOIRE :

BQC Consulting GmbH (www.bet99.com)

- Cette entreprise est enregistrée en Suisse, mais selon le registre même du pays, elle appartient à Douglas Honegger, de Montréal :
 - <https://www.zefix.ch/fr/search/entity/list/firm/1414319>
- M. Honegger a bel et bien une adresse à Montréal selon nos vérifications (voir fiche du registre des entreprises jointe) :
 - 3112-1751 rue Richardson
 - Montréal (Québec) H3K1G6
 - Canada.

Par ailleurs, le site de BQC, Bet99, vise clairement une clientèle canadienne et québécoise, puisque le site multiplie les publicités sur les chaînes de sport que sont RDS et TVA Sports et a des contrats de commandite avec le CF Montréal (<https://www.cfmontreal.com/fr/post/2021/03/01/un-nouveau-partenariat-entre-le-cf-montr%C3%A9al-et-bet99net>) et les Alouettes (<https://www.montrealalouettes.com/2021/02/04/alouettes-de-montreal-sassocient-a-bet99/>). BQC a aussi conclu un partenariat avec Georges St-Pierre comme porte-parole (<https://bet99.com/en/landing/welcome-ufc256>).

Comment se fait-il que cette entreprise puisse faire de la publicité pour une activité criminelle et viser une clientèle québécoise pour une activité inscrite au Code criminel sans être inquiétée?

Est-ce que le SPVM a enquêté sur BQC? La SQ m'explique qu'en tant que corps de police de niveau 5, le SPVM est habilité à mener ce genre d'enquêtes, quitte à demander son assistance.

Pourquoi le SPVM n'est-il pas plus actif en la matière? Pourquoi le SPVM n'enquête pas sur ces sites de casinos en ligne illégaux qui sont contrôlés par des résidents de son territoire? Est-ce que la police considère qu'elle pourrait éventuellement le faire et obtenir des condamnations, ou à tout le moins faire fermer ces sites? Ou au contraire, est-ce que le SPVM considère que ce n'est pas une priorité, ou qu'il en est incapable, même si la preuve est facilement accessible dans le registre des entreprises de Suisse?

Est-ce que la police considère qu'elle pourrait éventuellement enquêter sur lui et obtenir des condamnations, ou à tout le moins faire fermer ces sites? Ou sur toute autre personne se trouvant sur son territoire et posant des gestes de la même nature?

Quelles autres options pourraient être sur la table, selon vous?

J'ai besoin des réponses dès que possible ce jeudi avant 17h.

Merci!

--

[REDACTED]
[REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]

Avant d'imprimer, pensez à l'environnement.

Avant d'imprimer, pensez à l'environnement.

Avertissement

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www.securitepublique.gouv.qc.ca

De : JOYCE TREMBLAY <JOYCE.TREMBLAY@racj.gouv.qc.ca>

Envoyé : 8 juin 2021 13:58

À : [REDACTED]

[REDACTED] ligne [REDACTED]

Au plaisir,

Téléchargez [Outlook pour iOS](#)

De : [REDACTED]

Envoyé : Tuesday, June 8, 2021 1:49:47 PM

À : JOYCE TREMBLAY <JOYCE.TREMBLAY@racj.gouv.qc.ca>

Objet : Re: Réponse média (suite)_casino en ligne [REDACTED]

Oui c'est bien ce que je comprenais, merci!

De : JOYCE TREMBLAY <JOYCE.TREMBLAY@racj.gouv.qc.ca>

Date : mardi, 8 juin 2021 à 13:48

À : [REDACTED]

Objet : RE: Réponse média (suite)_casino en ligne [REDACTED]

Bonjour [REDACTED]

J'ai communiqué avec une relationniste du SPVM afin de comprendre leur ligne de presse, il ressort de cette conversation qu'il y a eu une confusion entre la mission RACJ et celle Loto Québec. Je lui ai mentionné que la RACJ ne délivre pas de licence pour des casinos d'état et que seule Loto-Québec a juridiction pour les casinos au Québec.

J'espère le tout à votre convenance, mais la ligne de presse de la Régie demeure la même nous délivrons des licences pour certains secteurs bingo, tirage. En l'occurrence nous n'avons aucune juridiction sur les casinos.

Au plaisir,

Joyce Tremblay, Avocate
Porte-parole de la Régie des alcools des courses et des jeux.
560, boul Charest Est
Québec Québec G1K 3J3
Téléphone : 418 646-4151
Cellulaire : 418 952-2092
Joyce.tremblay@racj.gouv.qc.ca

De : [REDACTED]
Envoyé : 7 juin 2021 19:07
À : JOYCE TREMBLAY <JOYCE.TREMBLAY@racj.gouv.qc.ca>
Cc : Relations Medias <Relations.Medias@SPVM.QC.CA>
Objet : Re: Réponse média (suite)_casino en ligne [REDACTED]

Bonjour Mme Tremblay,

Ci-bas, vous trouverez une réponse du SPVM qui dit l'inverse de ce que vous m'avez dit. Selon eux, la Régie a juridiction sur les casinos en ligne.

J'essaie de voir qui se trompe... Si je comprends bien, c'est le SPVM (les casinos en ligne sont toujours illégaux au Québec à moins d'être directement sous l'autorité de Loto-Québec, donc la Régie n'a aucune prise sur un casino en ligne, puisqu'il ne peut pas avoir de permis.

Est-ce qu'il y a quelque chose qui m'échappe?

Merci d'éclairer ma lanterne. Au SPVM (en cc), vous seriez-vous mal exprimés? Pour l'instant, je n'ai que des déclarations contradictoires à mettre dans mon article, entre la SQ, le SPVM, la Régie, la ministre Guilbault qui refuse de me parler et le MSP qui tarde à clarifier tout ça...

--

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

De : Relations Medias <Relations.Medias@SPVM.QC.CA>
Date : vendredi, 4 juin 2021 à 15:24
À : [REDACTED]
Objet : Réponse média (suite)_casino en ligne [REDACTED]

Bonjour [REDACTED]

En réponse:

Je travaille sur un dossier concernant les sites de casinos en ligne qui ciblent des clients québécois à l'extérieur de toute entente avec EspaceJeux et Loto-Québec. Aucune enquête ne semble se faire au Québec et au Canada à ce sujet; pourtant ces activités sont bel et bien inscrites au Code criminel. Selon [ce rapport de 2014](#) (p. 46), aucune action policière visant les sites de casinos en ligne illégaux n'avait été déployée à l'époque depuis 2011, nulle part au Québec. Selon ce rapport, l'une des raisons expliquant que la police ne soit pas plus active est le fait que les

exploitants de jeux en ligne sont à l'étranger ou sur des territoires autochtones. C'est effectivement le cas de la plupart des sites sur lesquels j'ai enquêté, MAIS PAS TOUS. Je me suis penché sur les compagnies détenant des permis de la Kahnawake Gaming Commission pour les entreprises que [Mohawk Internet Technologies héberge](#).

La liste contient non seulement les Abénaquis de Wolinak, les Mohawks de Kahnawake et les Six Nations de l'Ontario, MAIS AUSSI des sites dont les actionnaires ultimes sont au Québec et en Ontario et ne sont pas des communautés autochtones. Parmi eux, une compagnie détenue par un certain Douglas Honegger, QUI HABITE VOTRE TERRITOIRE : [BQC Consulting GmbH](#). Cette entreprise est enregistrée en Suisse, mais selon le registre même du pays, elle appartient à [Douglas Honegger](#), de Montréal. M. Honegger a bel et bien une adresse à Montréal selon nos vérifications (voir fiche du registre des entreprises jointe - 3112-1751 rue Richardson, Montréal, Québec, H3K1G6, Canada. Par ailleurs, le site de BQC, Bet99, vise clairement une clientèle canadienne et québécoise, puisque le site multiplie les publicités sur les chaînes de sport que sont RDS et TVA Sports et a des contrats de commandite avec le [CF Montréal](#) et [les Alouettes](#). BQC a aussi conclu un partenariat avec Georges St-Pierre comme porte-parole.

- Q1. J'ai besoin de savoir si le SPVM a déjà mené une quelconque enquête sur un quelconque site de casino en ligne depuis l'apparition du phénomène au Québec.
- Q2. Combien de fois est-ce arrivé?
- Q3. Combien d'arrestations ça a permis?
- Q4. Combien de condamnations? (lesquelles? Détaillez les condamnations svp)
- Q5. Selon [ce rapport de 2014](#) (p. 46), aucune action policière visant les sites de casinos en ligne illégaux n'avait été déployée à l'époque depuis 2011, nulle part au Québec. En ce qui concerne le SPVM, est-ce que la situation a changé depuis, soit dans les sept dernières années?
- Q6. Comment se fait-il que cette entreprise puisse faire de la publicité pour une activité criminelle et viser une clientèle québécoise pour une activité inscrite au Code criminel sans être inquiétée?
- Q7. Est-ce que le SPVM a enquêté sur BQC? La SQ m'explique qu'en tant que corps de police de niveau 5, le SPVM est habilité à mener ce genre d'enquêtes, quitte à demander son assistance.
- Q8. Pourquoi le SPVM n'est-il pas plus actif en la matière?
- Q9. Pourquoi le SPVM n'enquête pas sur ces sites de casinos en ligne illégaux qui sont contrôlés par des résidents de son territoire?
- Q10. Est-ce que la police considère qu'elle pourrait éventuellement le faire et obtenir des condamnations, ou à tout le moins faire fermer ces sites?
- Q11. Ou au contraire, est-ce que le SPVM considère que ce n'est pas une priorité, ou qu'il en est incapable, même si la preuve est facilement accessible dans le registre des entreprises de Suisse?
- Q12. Est-ce que la police considère qu'elle pourrait éventuellement enquêter sur lui et obtenir des condamnations, ou à tout le moins faire fermer ces sites? Ou sur toute autre personne se trouvant sur son territoire et posant des gestes de la même nature?
- Q13. Quelles autres options pourraient être sur la table, selon vous?

Comme cela vous a été mentionné hier, les sites de casinos en ligne relèvent du provincial via la Régie des alcools, des courses et des jeux, qui sont responsable de l'octroi des permis. En parallèle, le SPVM peut être appelé à intervenir dans un contexte de loterie opérée sans permis, donc dans l'illégalité et souvent reliées au crime organisé.

Le SPVM est toujours en train de revoir ses façons de faire dans une optique d'amélioration continue et s'adapte, selon les priorités. Or, soulignons que dans les 3 dernières années, nous n'avons enregistré aucune plainte concernant *un quelconque site de casino en ligne*, pour reprendre votre prémisse. À ce titre au niveau des enquêtes en matière de jeu, de gage sportif et de prêt usuraire, le SPVM concentre donc ses opérations à la criminalité violente et organisée, en périphérie.

Pour vous donner quelques exemples, la Section du crime organisé a procédé en 2020 au démantèlement d'un réseau impliqué au niveau des [prêts usuraires et d'extorsion](#). Cette intervention visait à mettre fin aux activités illicites d'un groupe d'individus associés au crime organisé italien qui utilisaient un local loué dans Montréal-Nord.

En 2017, nous avons arrêté un [prêteur usuraire de Brossard](#) qui venait de kidnapper un homme endetté. Les enquêteurs ont aussi saisi le carnet de comptabilité de Nguyen, qui fait mention de plusieurs autres prêts.

En 2012, nous avons également procédé à l'arrestation de [trois suspects liés au monde du prêt usuraire](#) et de l'extorsion qui opérait à partir du Bar Haraiki situé au 1492, boulevard Schevchenko dans l'arrondissement de LaSalle.

Le SPVM tient à rappeler que toute personne qui détiendrait de l'information pour communiquer de façon anonyme et en tout temps avec Info Crime. Il est également possible de contacter le 911 ou son poste de quartier.

Cordialement,

Relations médias

Division des communications
Service de police de la Ville de Montréal



1441, rue Saint-Urbain, 5^e étage
Montréal (Québec) H2X 2M6
spvm.qc.ca



Montreal_couleur

De : [REDACTED]
Envoyé : 3 juin 2021 13:30
À : Relations Medias <Relations.Medias@SPVM.QC.CA>; ann.mathieu@surete.qc.ca
Objet : Re: Réponse média_casino en ligne_ [REDACTED]

ATTENTION : Ce courriel provient de l'extérieur de l'organisation. Ne cliquez pas sur des liens ou n'ouvrez pas de pièces jointes à moins de connaître l'expéditeur ou de vous assurer que le contenu est légitime.

L'application du Code criminel relève de la police en fait. Opérer un site de casino en ligne est illégal sans un permis provincial selon le Code criminel. J'ai déjà contacté la SQ, qui m'assure que s'il y a une enquête à faire sur un site qui serait contrôlé par un individu qui se trouve à Montréal (tel que dans la situation que je décris dans le courriel que je vous ai envoyé sur BQC Consulting GmbH et Bet99, détenus par Douglas Honegger, un Montréalais), ce serait au SPVM de l'initier.

Donc la SQ me renvoie au SPVM, qui me renvoie à la SQ? Frustrant pour moi, mais intéressant quand même...

--

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

De : Relations Medias <Relations.Medias@SPVM.QC.CA>
Date : jeudi, 3 juin 2021 à 13:26
À : [REDACTED]
Objet : Réponse média_casino en ligne_ [REDACTED]

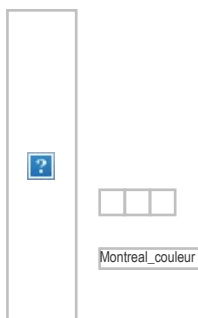
Bonjour [REDACTED]

Les sites de casinos en ligne relèvent du provincial via la Régie des alcools, des courses et des jeux.

En lien avec votre demande, nous vous invitons à communiquer avec la Sureté du Québec.

Cordialement,

Relations médias
Division des communications
Service de police de la Ville de Montréal
1441, rue Saint-Urbain, 5^e étage
Montréal (Québec) H2X 2M6
spvm.qc.ca



De :

Envoyé : 2 juin 2021 23:50

À : Relations Medias <Relations.Medias@SPVM.QC.CA>

Objet : Questions pour SPVM, casino en ligne contrôlé de votre territoire

ATTENTION : Ce courriel provient de l'extérieur de l'organisation. Ne cliquez pas sur des liens ou n'ouvrez pas de pièces jointes à moins de connaître l'expéditeur ou de vous assurer que le contenu est légitime.

Bonjour,

Je travaille sur un dossier concernant les sites de casinos en ligne qui ciblent des clients québécois à l'extérieur de toute entente avec EspaceJeux et Loto-Québec. Aucune enquête ne semble se faire au Québec et au Canada à ce sujet; pourtant ces activités sont bel et bien inscrites au Code criminel.

J'ai besoin de savoir si le SPVM a déjà mené une quelconque enquête sur un quelconque site de casino en ligne depuis l'apparition du phénomène au Québec. Combien de fois est-ce arrivé? Combien d'arrestations ça a permis? Combien de condamnations? (lesquelles? Détaillez les condamnations svp)

Selon ce rapport de 2014, (p. 46, <https://www.groupe.finances.gouv.qc.ca/jeu/>), aucune action policière visant les sites de casinos en ligne illégaux n'avait été déployée à l'époque depuis 2011, nulle part au Québec. En ce qui concerne le SPVM, est-ce que la situation a changé depuis, soit dans les sept dernières années?

Selon ce rapport, l'une des raisons expliquant que la police ne soit pas plus active est le fait que les exploitants de jeux en ligne sont à l'étranger ou sur des territoires autochtones.

C'est effectivement le cas de la plupart des sites sur lesquels j'ai enquêté, MAIS PAS TOUS. Je me suis penché sur les compagnies détenant des permis de la Kahnawake Gaming Commission pour les entreprises que Mohawk Internet Technologies héberge : <https://www.gamingcommission.ca/interactiveOp.htm>

La liste contient non seulement les Abénaquis de Wolinak, les Mohawks de Kahnawake et les Six Nations de l'Ontario, MAIS AUSSI des sites dont les actionnaires ultimes sont au Québec et en Ontario et ne sont pas des communautés autochtones. Parmi eux, une compagnie détenue par un certain Douglas Honegger, QUI HABITE VOTRE TERRITOIRE :

BQC Consulting GmbH (www.bet99.com)

- Cette entreprise est enregistrée en Suisse, mais selon le registre même du pays, elle appartient à Douglas Honegger, de Montréal :
 - <https://www.zefix.ch/fr/search/entity/list/firm/1414319>
- M. Honegger a bel et bien une adresse à Montréal selon nos vérifications (voir fiche du registre des entreprises jointe) :
 - 3112-1751 rue Richardson
 - Montréal (Québec) H3K1G6
 - Canada.

Par ailleurs, le site de BQC, Bet99, vise clairement une clientèle canadienne et québécoise, puisque le site multiplie les publicités sur les chaînes de sport que sont RDS et TVA Sports et a des contrats de commandite avec le CF Montréal (<https://www.cfmontreal.com/fr/post/2021/03/01/un-nouveau-partenariat-entre-le-cf-montr%C3%A9al-et-bet99net>) et les Alouettes (<https://www.montrealalouettes.com/2021/02/04/alouettes-de-montreal-sassocient-a-bet99/>). BQC a aussi conclu un partenariat avec Georges St-Pierre comme porte-parole (<https://bet99.com/en/landing/welcome-ufc256>).

Comment se fait-il que cette entreprise puisse faire de la publicité pour une activité criminelle et viser une clientèle québécoise pour une activité inscrite au Code criminel sans être inquiétée?

Est-ce que le SPVM a enquêté sur BQC? La SQ m'explique qu'en tant que corps de police de niveau 5, le SPVM est habilité à mener ce genre d'enquêtes, quitte à demander son assistance.

Pourquoi le SPVM n'est-il pas plus actif en la matière? Pourquoi le SPVM n'enquête pas sur ces sites de casinos en ligne illégaux qui sont contrôlés par des résidents de son territoire? Est-ce que la police considère qu'elle pourrait éventuellement le faire et obtenir des condamnations, ou à tout le moins faire fermer ces sites? Ou au contraire, est-ce que le SPVM considère que ce n'est pas une priorité, ou qu'il en est incapable, même si la preuve est facilement accessible dans le registre des entreprises de Suisse?

Est-ce que la police considère qu'elle pourrait éventuellement enquêter sur lui et obtenir des condamnations, ou à tout le moins faire fermer ces sites? Ou sur toute autre personne se trouvant sur son territoire et posant des gestes de la même nature?

Quelles autres options pourraient être sur la table, selon vous?

J'ai besoin des réponses dès que possible ce jeudi avant 17h.

Merci!

--

[REDACTED]

Avant d'imprimer, pensez à l'environnement.

Avant d'imprimer, pensez à l'environnement.

Avertissement

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