Enthusiast GAMING

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THE BUSINESS OF GAMING

Enthusiast Gaming Holdings Inc.

Management's Discussion and Analysis
For the Three and Six Months Ended June 30, 2026

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following discussion and analysis is management's assessment of the results and financial condition of Enthusiast Gaming Holdings Inc. (the "Company" or "Enthusiast Gaming" or "we" or "our"). The following information should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements for the three and six months ended June 30, 2026, and accompanying notes, and the Company's audited annual consolidated financial statements for the year ended December 31, 2025, and accompanying notes, all of which are available on Enthusiast Gaming's issuer profile on SEDAR+ at www.sedarplus.ca.

The date of this management's discussion and analysis ("MD&A") is August 12, 2026. Unless otherwise indicated, all financial data in this MD&A has been prepared in accordance with International Accounting Standards ("IAS") 34, *Interim Financial Reporting*. Condensed consolidated interim financial statements do not include all of the information required for annual consolidated financial statements and should be read in conjunction with the audited annual consolidated financial statements of the Company for the year ended December 31, 2025 which have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). This MD&A has been prepared pursuant to the disclosure requirements under National Instrument 51-102 – *Continuous Disclosure Obligations* of the Canadian Securities Administrators. All dollar amounts are stated in Canadian Dollars unless otherwise indicated.

On August 30, 2025, the Company sold to Vertiqal Studios Corp. ("VSC") the direct sales business carried on by the Company, which is primarily comprised of (i) Omnia Media Inc. ("Omnia"), being the entity that held the Company's YouTube multi-channel network license, (ii) GameCo Esports Canada Inc., being the entity that held the Company's esports operations, including Luminosity Gaming Inc. ("Luminosity") and GameCo eSports USA Inc., and (iii) those assets and contracts of the Company specifically related to the direct sales business previously operated within Enthusiast Gaming, including certain systems, processes, and personnel (the "Direct Sales Business Line"). VSC acquired all the issued and outstanding shares of Omnia, GameCo Esports Canada Inc., Luminosity and GameCo eSports USA Inc. (the "Acquired Entities"). For accounting purposes, the Acquired Entities and Direct Sales Business Line are being reported as "discontinued operations". Unless otherwise noted in the MD&A, the financial and other disclosure reflect the continuing operations and exclude the Acquired Entities and Direct Sales Business Line.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities legislation ("forward-looking information"). Such forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth below and as detailed under "*risks and uncertainties*" in this MD&A.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking information contained herein is given as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking information, whether as a result of new information, future events or results, except as may be required by applicable securities laws. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information.

NON-GAAP MEASURES

There are measures included in this MD&A that do not have a standardized meaning under generally accepted accounting principles ("GAAP") and therefore may not be comparable to similarly titled measures and metrics presented by other issuers and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP. In particular, "working capital", "EBITDA", and "Adjusted EBITDA" are non-GAAP measures. Enthusiast Gaming includes these measures because it believes certain investors use these measures and metrics as a means of assessing financial performance and that such measures highlight trends in the Company's financial performance that may not otherwise be apparent when one relies solely on GAAP measures.

The non-GAAP measures presented in this MD&A are:

- "Working capital", which is defined as current assets minus current liabilities.
- "EBITDA", which is defined as earnings before interest, taxes, depreciation and amortization. Enthusiast Gaming calculates EBITDA using gross margin less total operating expenses plus share-based compensation and amortization and depreciation; and,
- "Adjusted EBITDA", which is defined as EBITDA adjusted for severance, annual directors and officers ("D&O") liability insurance associated with the Company's former listing on Nasdaq and other non-recurring company costs, such as litigation costs.

Non-GAAP measures should not be considered in isolation or as a substitute for revenue, net income, cash flows generated by operating, investing or financing activities, or other financial statement data presented in accordance with GAAP, and may not be comparable to similarly titled measures used by other companies.

DESCRIPTION OF ENTHUSIAST GAMING HOLDINGS INC.

Enthusiast Gaming is a leading digital publisher focused on building tools, platforms, and experiences for gamers. Through its portfolio of digital assets, including leading gaming properties such as U.GG, Icy-Veins, The Sims Resource, Addicting Games, Pocket Gamer, Fantasy Football Scout, LiveFPL, GameKnot, PoE-Vault, ProBuildStats, TrackLock.gg, EV.IO, Arcade Cloud, and The Countdown, amongst others, as well as the Company's global B2B event series, Pocket Gamer Connects, Enthusiast Gaming has built a vast network of engaged communities to deliver the ultimate gamer experience. Enthusiast Gaming's expansive portfolio of digital assets engages a diverse, youthful and affluent audience who are watching, reading and consuming gaming content.

Enthusiast Gaming was incorporated under the Business Corporation Act (British Columbia) on June 27, 2018. The Company is a publicly traded company listed on the Toronto Stock Exchange ("TSX") and previously traded on the Nasdaq Capital Market under the symbol "EGLX". On October 23, 2023, the Company announced that it has notified the Nasdaq Stock Market LLC ("Nasdaq") of its intention to voluntarily delist its common shares from the Nasdaq Capital Market. The Company's common shares were delisted from the Nasdaq Capital Market on November 9, 2023. On February 9, 2024, the Company filed a form with the Securities and Exchange Commission ("SEC") to deregister the Company's common shares and to suspend the Company's SEC reporting obligations. Enthusiast Gaming maintains its registered office at 701 West Georgia Street, Suite 1420, Vancouver, British Columbia and its executive office at 2 St. Clair Avenue West, 10th Floor, Toronto, Ontario.

DESCRIPTION OF ENTHUSIAST GAMING HOLDINGS INC. *(Continued)*

On July 10, 2025, the Company entered into a Forbearance and First Supplemental Credit Agreement with Beedie Investments Ltd., together with another lender, and a Forbearance Agreement with a bank designed to support the Company's recapitalization and long-term business objectives (see Note 10 of the condensed consolidated interim financial statements for the three and six months ended June 30, 2026). Pursuant to the terms of a Forbearance and First Supplemental Credit Agreement among the Company, as borrower, certain subsidiaries of the Company as guarantors, Beedie Investments Ltd., as administrative and collateral agent, and Lenders, led by Beedie Investments Ltd., the Company received a secured non-revolving term loan in the principal amount of $2,000,000 due and payable by July 12, 2028 (see *Financial Condition, Liquidity and Capital Resources*).

The forbearance period covering the Term Credit and Operating Credit has been extended on a day-to-day basis since December 31, 2025. The Term Credit and Operating Credit continue to be governed by the terms of the Waiver and Third Amendment to the Amended and Restated Commitment Letter (see Note 10 of the condensed consolidated interim financial statements for the three and six months ended June 30, 2026).

The forbearance period covering the Term Loan A and B ended on March 31, 2026. Term Loan A is governed by the terms of the Credit Agreement, as amended by the Forbearance and First Supplemental Credit Agreement, and Term Loan B is governed by the terms of the Forbearance and First Supplemental Credit Agreement subsequent to March 31, 2026 (see Note 10 of the condensed consolidated interim financial statements for the three and six months ended June 30, 2026).

On August 19, 2025, the Company announced that it entered into a binding letter of intent (the "Binding LOI") with VSC pursuant to an unsolicited offer from VSC to acquire the Direct Sales Business Line and the Acquired Entities. The entities and assets to be acquired in the transaction (the "Direct Sales Transaction") were the same as those set out in the Company's announcement in respect of the divestment of the Direct Sales Business Line on July 7, 2025. Prior to entering into the Binding LOI with VSC, the Company terminated its existing non-binding letter of intent with the Potential Purchaser in respect of the Direct Sales Business Line.

Under the terms of the Direct Sales Transaction, VSC acquired the Direct Sales Business Line, including the Acquired Entities, for cash consideration of $900,000, which had been paid to the Company as a non-refundable deposit to secure the Direct Sales Transaction, as well as the assumption of all existing and ongoing liabilities of the Direct Sales Business Line and Acquired Entities as of the closing of the Transaction. As of August 30, 2025, the net liability position of the Direct Sales Business Line and acquired entities assumed by VSC was approximately $5.0 million. The Direct Sales Transaction closed on August 30, 2025.

The Direct Sales Transaction is expected to result in approximately $10 million of cost savings on an annual basis, resulting in material improvements in Adjusted EBITDA, while providing over $4.6 million of balance sheet improvement and other significant working capital benefits to the Company.

BUSINESS PRODUCTS AND SERVICES

Enthusiast Gaming deploys its products and services as a single reportable segment in the digital media and event industry. Enthusiast Gaming's products and services fall into three principal pillars, which consist of Media and Content, Events, and Subscriptions.

MEDIA AND CONTENT

Enthusiast Gaming's media and content revenue stream is comprised of advertising revenue generated on the Company's digital properties which contain tools, news, reviews, videos, guides, and all types of video-gaming related content. Central to Enthusiast Gaming's ability to create valuable advertising space that can be sold on its digital properties (referred to as "Inventory") is the ability to both develop content rich digital media and foster the interaction with its highly engaged communities. This Inventory is available for sale programmatically and to a much lesser extent, following the sale of the Direct Sales Business Line, through direct sales.

BUSINESS PRODUCTS AND SERVICES *(Continued)*

MEDIA AND CONTENT *(Continued)*

For any digital media publishing company, the key mission is to build highly engaged communities that are also the targeted demographic for brands and advertisers to run successful advertising campaigns. Enthusiast Gaming has amassed a platform of engaged lifestyle gamers that have become a leading platform for brands targeting the gamer demographic.

Programmatic Media Value Chain

The programmatic media value chain consists of various industry players seeking to facilitate optimal purchasing of advertising from targeted publishers. Importantly, both the supply side (websites or video properties with ad space) and the demand side (brands and/or advertisers seeking ad space) have their own respective options when it comes to platforms. Supply-side Platforms ("SSPs") and Demand Side Platforms ("DSPs") have been created in order to streamline publishing and ad-buying processes. Companies strategically use both SSPs and DSPs or a third-party provider to act as an intermediary in order to facilitate optimal purchasing of advertising from targeted publishers.

A common advertising spending metric utilized in the digital publishing industry, is known as "Cost Per Thousand" ("CPM") impressions. CPM and other relevant metrics such as views allow SSPs and DSPs to navigate on a common basis whereby a more targeted marketing campaign will typically demand a higher CPM given that each ad impression can justifiably be worth more to the advertiser.

Sale of Inventory

The digital media advertising revenue stream of Enthusiast Gaming's comes from its content-rich properties drawing billions of views. Enthusiast Gaming is able to sell valuable Inventory on its digital properties. However, digital advertising revenue is determined by a number of metrics that are not always directly correlated to the amount of revenue being generated. Advertising revenues may factor in the number of individuals who view particular web pages in Enthusiast Gaming's network of digital media properties, how often the web pages are viewed, and how much time a user spends on a website during each visit. Revenue can be accorded based on the number of advertising impressions, and the rate at which advertisements lead to sales. The functioning of the advertisements themselves can have a significant effect on achieving key advertising metrics.

Enthusiast Gaming's revenue is largely dependent on supply and demand such as, in preparation for retail-oriented holidays, retail sector advertisers may increase their advertising budgets, thus reducing the availability of ad inventory and increasing its value.

The Inventory or advertising space can be found in a variety of locations throughout the websites. New advertising impressions are generally created when a user opens a website or navigates to a different page, or when they watch a video. They can take on the form of pre-roll video advertisements, banner advertisements, ad-words, "skins" or background advertisements, in-application advertisements, or other forms of advertising units as may be applicable to the respective property.

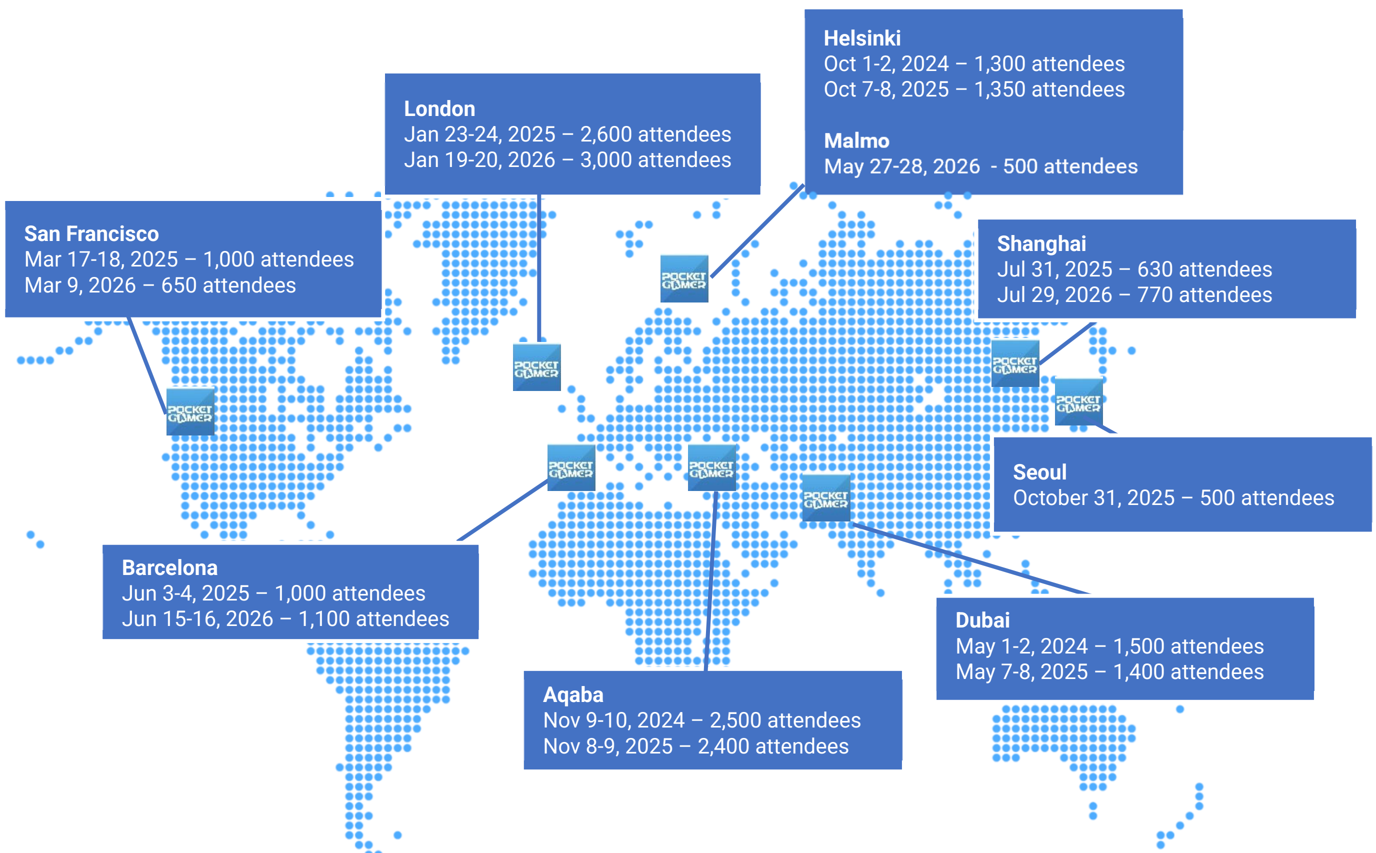
In addition, Enthusiast Gaming enters into agreements with online advertising exchanges or with a third-party intermediary to those exchanges, through which advertisers will bid on space and time in Enthusiast Gaming Inventory. Following the sale of Enthusiast Gaming's Direct Sales Business Line, Enthusiast Gaming expects to continue to derive advertising revenue from direct advertising campaigns through third parties.

The advertising technology space is ever evolving, but like most industries, the race tends to be toward greater efficiency and measurable return on advertising spend. Within this environment, Enthusiast Gaming believes that improved tools for games, curation, and publishing will continue to represent critical sources of differentiated value, particularly as advertisers seek trusted, high-quality environments in which to reach target audiences. As such, Enthusiast Gaming expects that well-positioned digital publishers with established distribution networks and loyal audiences, such as Enthusiast Gaming's own portfolio, will remain key partners for large brand advertisers seeking both scale and authenticity in their campaigns.

BUSINESS PRODUCTS AND SERVICES *(Continued)*

EVENTS

The Company's events division is the operator of video game networking events across various countries, including key markets such as the US and UK. The Company is an industry leader in B2B and consumer mobile gaming events. It owns and operates numerous successful networking events around the world with registered industry attendees and key sponsors and partners. As part of its B2B events, the Company hosts Pocket Gamer Party, Top 50 Developer Guide, Mobile Mixers, the Mobile Games Awards, and a feature event, Pocket Gamer Connects ("PGC"), the largest B2B mobile games conference series, with live events in locations such as London, San Francisco, Helsinki, Barcelona, Seoul and Shanghai. The following summarizes select Pocket Gamer events over 2024, 2025, and 2026 year to date:



BUSINESS PRODUCTS AND SERVICES *(Continued)*

SUBSCRIPTION

The Company offers membership subscriptions to the following owned and operated properties:

The Sims Resource ("TSR" or "The Sims") operates a subscription-based model and has a current subscriber base of approximately 197,000 monthly subscribers. TSR's subscribers pay on average approximately USD $2.65 per month to access its VIP features.

Offers monthly and yearly premium membership subscriptions to the GameKnot website.

Offers premium subscriptions to the Icy Veins website.

Offers membership subscriptions to the U.GG website.

Offers membership subscriptions to the FFS and Live FPL websites.

The Company plans to continue to expand its subscription offerings across its networks of web and video properties.

GROWTH STRATEGIES

Enthusiast Gaming has a complementary organic and inorganic growth strategy. Mergers and acquisitions have been an important growth lever for the Company historically, having helped the Company grow and serve its highly engaged communities. The Company believes it has a clear path to further monetize the communities through multiple organic growth initiatives including: audience growth on existing properties including growing the user base and deepening engagement, expanding existing properties, launching new properties, optimizing CPMs, and growing paid subscribers.

Audience Growth

The Company may seek to grow its audience through a combination of product enhancements, new product launches, content expansion, and distribution initiatives. Management expects that future growth could be supported by the development of improved tools and user experiences for gamers, the expansion of coverage to additional game titles and emerging genres, and continued optimization of site functionality and community engagement features. The Company may also pursue partnerships and distribution opportunities designed to extend its reach across platforms and improve long-term audience retention.

GROWTH STRATEGIES *(Continued)*

Optimize CPMs

Enthusiast Gaming is focused on targeting specific viewers and delivering high value advertising. Enthusiast Gaming continues to enter into new relationships that contribute to increased sell through rates and revenue performance. The Company partnered with Playwire LLC on March 11, 2024, to accelerate its ad tech tools and expects to be able to achieve further revenue optimization on the Company's web platforms. The partnership with Playwire resulted in improvements in revenue per thousand impressions ("RPM") and a reduction in operating costs.

Grow Subscribers

The Company has significantly increased the number of paid subscribers for its properties from approximately 61,000 in March 2019 to approximately 232,000 in June 2026. Enthusiast Gaming continues to look for opportunities to grow existing subscription offerings and to launch new subscription offerings.

MARKET

Gaming Market

Gaming is a massive industry that is expected to continue to grow. Global gaming market revenue reached approximately USD$197 billion in 2025 and is expected to grow to approximately USD$227 billion in 2028.[1] Gamers are a highly engaged customer base that average 8.5 hours played a week globally[2]. Advertisers are highly active in the space due to its attractive demographic reach, high engagement rates, and expanding cultural relevance. More and more, younger generations are delving into gaming ecosystems, opting for gaming as their main form of entertainment. Gaming continues to rival other media for engagement and younger audiences interact with games more frequently than with traditional media formats.[3] The global gaming population is estimated to have reached 3.6 billion users in 2025.

As the industry continues to evolve, developers and publishers continue to create new content, with better monetization and communication capabilities. Additionally, technological innovation, from more powerful consoles and mobile devices to the proliferation of cloud gaming, is enabling gamers to play anytime, anywhere, across platforms. With the industry's growth, devoted gamers stay immersed in gaming content well after turning off their devices. The growth of gaming has also accelerated the rise of streaming and gaming-focused digital media, such as dedicated news and fan sites, as well as celebrities all of which accelerate the global excitement around gaming. Approximately 80% of global consumers engage with some form of gaming content, with a positive skew in engagement towards younger generations such as Generation Alpha.[4]

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[1] Based on Newzoo's "Year in Review: 2025 to date", published on December 18, 2025.
[2] Based on data provided by BankmyCell's Worldwide Gamers Statistics in 2024.
[3] Based on Newzoo's "How Consumers Engage with Video Games Today – Newzoo's Global Gamer Study 2024" published on July 2, 2024
[4] Based on Newzoo's "Global Games Market Report 2025", published on September 9, 2025.

MARKET *(Continued)*

Digital Media

Digital media has become an integral component of the gaming ecosystem. Gamers increasingly spend time engaging with gaming-related content outside of gameplay, including watching gaming videos, reading news and guides, and participating in online forums and communities. Furthermore, younger generations are highly engaged in gaming economies: Gen Alpha and Gen Z show the highest engagement and spending in gaming ecosystems, with a large share making in-game purchases and interacting with branded content.[5] In 2025, USD$60.7 billion of consumer spending on video game products were recorded in the U.S, of which 86% sales were related to video game content.[6]

Viewers across Enthusiast Gaming's network of digital media properties include both men and women ages 13 to 65+, the majority of whom spend several hours gaming each week. This audience represents a high-value demographic for advertisers across a range of consumer categories, reflecting strong engagement and sustained interaction with gaming culture and digital media.

The broader macroeconomic environment, characterized by ongoing economic uncertainty and heightened focus on marketing efficiency, has resulted in a moderation of growth in global digital advertising budgets and increased scrutiny of advertising investments. Within the gaming sector, these pressures are compounded by a more competitive advertising ecosystem, where expanding ad supply, including AI-enabled creative optimization and automation, has increased competition for user attention and contributed to pricing pressure across digital inventory.

SUSTAINABILITY

Being Transparent and Accountable, Responsible for a Sustainable Business Environment

Corporate governance and sustainable development are key to bringing credibility to management's decision making and enhancing the communications process between the Company and all stakeholders.

Journey to Governance Best Practices and Supporting our Communities

The Board of Directors and management of Enthusiast Gaming believe that the Company's performance requires a sound and effective Environment, Social and Governance ("ESG") approach. The Board of Directors has adopted certain practices and procedures to ensure that effective corporate governance practices are followed, and the Board of Directors reviews the Company's corporate governance practices and procedures on a regular basis to ensure that they address significant issues around corporate governance.

At Enthusiast Gaming, management believes its employees are the biggest asset and it is committed to fostering, cultivating, and preserving a culture of diversity, inclusion, and equality. The collective sum of the individual differences, life experiences, knowledge, inventiveness, innovation, self-expression, unique capabilities, and talent that the Company's employees invest in their work represents a significant part of the Company's culture, reputation and achievements.

[5] Based on Newzoo's "How Consumers Engage with Video Games Today – Newzoo's Global Gamer Study 2024", published on July 2, 2024.
[6] Based on the Entertainment Software Association's "2026 Essential Facts about the U.S. Video Game Industry".

SIGNIFICANT ANNOUNCEMENTS YEAR TO DATE

DATE	DESCRIPTION
January 26, 2026	The Company announced that it hosted its largest ever edition of Pocket Gamer Connects London, the biggest B2B games event in the United Kingdom and the largest global mobile games conference series in the world, on January 19 and January 20. The two-day gathering welcomed over 3,000 games industry professionals from 60 countries and included a visit from the Government's Minister of State for Trade Policy, Sir Chris Bryant. Pocket Gamer Connects London 2026 also marked the 20th anniversary of Pocket Gamer's founding.
May 26, 2026	The Company provided an update on recent operational progress across its portfolio, including the launch of a new subscription offering, U.GG Plus, the inaugural Pocket Gamer Connects event in Malmö, Sweden, ongoing product modernization at Icy Veins, and updates on certain balance sheet initiatives.

OVERALL PERFORMANCE

Summary of Financial and Operating Results
For the Three Months Ended June 30, 2026 and 2025

Selected financial information for the Company for the indicated period is provided below:

	Three Months Ended June 30, 2026 $	Three Months Ended June 30, 2025 $
Total revenue	**6,942,495**	7,125,783
Cost of sales	**770,247**	839,379
Gross margin	**6,172,248**	6,286,404
Interest income	**(43)**	(43)
Operating expenses	**5,797,026**	7,018,499
Net loss from continued operations	**(238,209)**	(3,253,321)
Net gain (loss) from discontinued operations	**543,133**	(35,877,371)
Net income (loss) and comprehensive income (loss) for the period	**587,387**	(39,840,093)
Net earnings (loss) per share from continuing operations – basic and diluted	**0.00**	(0.02)
Net earnings (loss) per share from discontinued operations – basic and diluted	**0.00**	(0.23)
Net earnings (loss) per share – basic and diluted	**0.00**	(0.25)

OVERALL PERFORMANCE *(Continued)*

Summary of Financial and Operating Results *(Continued)*
For the Three Months Ended June 30, 2026 and 2025 *(Continued)*

Revenue for the three months ended June 30, 2026 and 2025, was $6,942,495 and $7,125,783 respectively. The table below provides a breakdown of the revenue for the indicated period:

	Three Months Ended June 30, 2026 $	Three Months Ended June 30, 2025 $
Media and content (a)	**3,470,544**	3,281,926
Events (b)	**977,646**	942,130
Subscriptions (c)	**2,494,305**	2,901,727
Total Revenue	**6,942,495**	7,125,783

Notes:

(a) Media and content revenue predominantly consists of advertising revenue on the Company's web and casual gaming platforms. Q2 2026 media and content revenue is $3.5 million, which increased $0.2 million compared to $3.3 million in Q2 2025 primarily due to an increase in sessions from 144 million in Q2 2025 to 151 million in Q2 2026 (See *Select Operating Metrics*).

(b) Events revenue mainly relates to PGC mobile gaming events which occur throughout each year. Events revenue remained relatively consistent in Q2 2026 compared to Q2 2025.

(c) Subscription revenue is generated from paid subscribers (see *Select Operating Metrics*) on the Company's web properties including TSR, Icy Veins, PoE-Vault, GameKnot, U.GG, and FFS. As of June 30, 2026, the Company has approximately 233,000 paid subscribers, compared to approximately 249,000 paid subscribers as of June 30, 2025. Subscription revenue decreased to $2.5 million in Q2 2026 compared to $2.9 million in Q2 2025, a decrease of $0.4 million. The decrease in subscription revenue is primarily attributable to a decrease in TSR subscribers and a decrease in the average monthly subscription pricing for TSR's VIP features which has decreased to USD$2.65 per month in Q2 2026 from USD$3.00 per month in Q2 2025, as a result of an increased percentage of subscribers purchasing the discounted annual plan. The cost of sales attributable to subscription revenue is nominal.

OVERALL PERFORMANCE *(Continued)*

Summary of Financial and Operating Results *(Continued)*
For the Three Months Ended June 30, 2026 and 2025 *(Continued)*

Operating expenses for the three months ended June 30, 2026, and 2025, were $5,797,026 and $7,018,499 respectively. The table below provides a breakdown of operating expenses for the indicated period:

	Three Months Ended June 30, 2026 $	Three Months Ended June 30, 2025 $
Professional fees (a)	**256,867**	346,031
Consulting fees (b)	**295,881**	132,296
Advertising and promotion (c)	**76,983**	155,443
Office and general (d)	**275,526**	625,129
Salaries and wages (e)	**2,841,003**	3,308,144
Technology support, web development and content (f)	**1,786,893**	1,922,428
Foreign exchange loss (gain) (g)	**43,231**	(34,226)
Share-based compensation (h)	**4,929**	41,794
Amortization and depreciation (i)	**215,713**	521,460
Total Operating Expenses	**5,797,026**	7,018,499

OVERALL PERFORMANCE *(Continued)*

Summary of Financial and Operating Results *(Continued)*
For the Three Months Ended June 30, 2026 and 2025 *(Continued)*

Notes:

(a) Professional fees relate to corporate activities and are mainly comprised of legal, audit, tax and accounting fees. Professional fees remained relatively consistent in Q2 2026 as compared to Q2 2025.

(b) Consulting fees include management consultants and advisory services, investor relations services, and technology and data evaluation services. Consulting fees have increased by $0.2 million in Q2 2026 as compared to Q2 2025 mainly due to Board of Director and committee fees to certain directors which commenced in 2026 (see *Related Party Transactions)*.

(c) Advertising and promotion expense relates to corporate marketing and brand marketing. Advertising and promotion expenses remained relatively consistent in Q2 2026 as compared to Q2 2025.

(d) Office and general costs include such costs as insurance expense relating to the listing of the Company's common shares formerly on the Nasdaq, travel expenses, payment processing fees, listing fees relating to the TSX and other miscellaneous costs. Office and general costs decreased by $0.3 million in Q2 2026 as compared to Q2 2025 mainly due to a gain on settlement of accounts payable recognized in Q2 2026 as well as lower software expenses resulting from the Company's cost-saving initiatives.

(e) The Company had a staff of approximately 75 employees as of June 30, 2026, compared to a staff of approximately 90 employees as of June 30, 2025. Salaries and wages decreased by $0.5 million in Q2 2026 compared to Q2 2025 mainly due to decreased staff headcount.

(f) Technology support, web development and content costs relate to media and content, and events. Technology support, web development and content costs decreased by $0.1 million in Q2 2026 compared to Q2 2025 mainly due to cost optimization in SaaS and web hosting.

(g) The Company and its subsidiaries commonly transact and carry assets and liabilities in currencies other than their respective functional currencies. Foreign exchange gains or losses are caused by movements in exchange rates. The Company expects continued gains and losses due to fluctuating exchange rates.

(h) Share-based compensation is a non-cash expense which relates to options and restricted share units granted to directors, officers, employees, and consultants of the Company, which are expensed over their respective vesting periods. Share-based compensation expense is impacted by issuances, vesting periods, black-scholes option pricing model inputs, and forfeitures. Share-based compensation expense remained relatively consistent in Q2 2026 compared to Q2 2025.

(i) Amortization and depreciation are significantly comprised of amortization of intangible assets. Amortization and depreciation expense decreased by $0.3 million in Q2 2026 compared to Q2 2025. The decrease is mainly due to certain intangible assets becoming fully amortized in 2025 or impaired 2025 and therefore subsequent amortization did not take place in Q2 2026.

Summary of Financial and Operating Results
For the Six Months Ended June 30, 2026 and 2025

Selected financial information for the Company for the indicated period is provided below:

	Six Months Ended June 30, 2026 $	Six Months Ended June 30, 2025 $
Total revenue	**16,387,058**	16,108,002
Cost of sales	**2,185,866**	2,470,331
Gross margin	**14,201,192**	13,637,671
Interest income	**(463)**	(5,532)
Operating expenses	**13,016,726**	14,633,630
Net loss from continued operations	**(1,438,473)**	(4,466,496)
Net gain (loss) from discontinued operations	**200,005**	(40,707,960)
Net loss and comprehensive loss for the period	**(690,034)**	(45,969,170)
Net loss per share from continuing operations – basic and diluted	**(0.01)**	(0.03)
Net loss per share from discontinued operations – basic and diluted	**(0.00)**	(0.26)
Net loss per share – basic and diluted	**(0.01)**	(0.29)

Revenue for the six months ended June 30, 2026 and 2025, was $16,387,058 and $16,108,002 respectively. The table below provides a breakdown of the revenue for the indicated period:

	Six Months Ended June 30, 2026 $	Six Months Ended June 30, 2025 $
Media and content (a)	**6,913,349**	6,112,412
Events (b)	**4,383,194**	4,066,091
Subscriptions (c)	**5,090,515**	5,929,499
Total Revenue	**16,387,058**	16,108,002

OVERALL PERFORMANCE *(Continued)*

Summary of Financial and Operating Results *(Continued)*
For the Six Months Ended June 30, 2026 and 2025 *(Continued)*

Notes:

(a) Media and content revenue predominantly consists of advertising revenue on the Company's web and casual gaming platforms. Media and content revenue increased to $6.9 million in the six months ended June 30, 2026, compared to $6.1 million in the six months ended June 30, 2025, an increase of $0.8 million. The increase is primarily due to an increase in sessions from 309 million in six months ended June 30, 2025 to 337 million in six months ended June 30, 2026 (See *Select Operating Metrics*).

(b) Events revenue mainly relates to PGC mobile gaming events which occur throughout each year. Events revenue increased to $4.4 million in the six months ended June 30, 2026, compared to $4.1 million in the six months ended June 30, 2025, an increase of $0.3 million. The increase in events revenue is mainly attributable to the higher event sponsorships and ticket sales generated in six months ended June 30, 2026 compared to the six months ended June 30, 2025.

(c) Subscription revenue is generated from paid subscribers (see *Select Operating Metrics*) on the Company's web properties including TSR, Icy Veins, PoE-Vault, GameKnot, U.GG, and FFS. As of June 30, 2026, the Company has approximately 233,000 paid subscribers, compared to approximately 249,000 paid subscribers as of June 30, 2025. Subscription revenue decreased to $5.1 million in six months ended June 30, 2026, compared to $5.9 million in the six months ended June 30, 2025, a decrease of $0.8 million. The decrease in subscription revenue is primarily attributable to a decrease in TSR subscribers and a decrease in the average monthly subscription pricing for TSR's VIP features which has decreased to USD$2.65 per month in six months ended June 30, 2026 from USD$3.00 per month in six months ended June 30, 2025, as a result of an increased percentage of subscribers purchasing the discounted annual plan. The cost of sales attributable to subscription revenue is nominal.

Operating expenses for the six months ended June 30, 2026, and 2025, were $13,016,726 and $14,633,630 respectively. The table below provides a breakdown of operating expenses for the indicated period:

	Six Months Ended June 30, 2026 $	Six Months Ended June 30, 2025 $
Professional fees (a)	**645,464**	624,732
Consulting fees (b)	**552,980**	339,119
Advertising and promotion (c)	**157,124**	324,288
Office and general (d)	**1,239,658**	1,391,496
Salaries and wages (e)	**6,125,029**	7,009,932
Technology support, web development and content (f)	**3,669,845**	3,917,018
Foreign exchange loss (gain) (g)	**178,726**	(113,201)
Share-based compensation (h)	**15,676**	97,000
Amortization and depreciation (i)	**432,224**	1,043,246
Total Operating Expenses	**13,016,726**	14,633,630

OVERALL PERFORMANCE *(Continued)*

Summary of Financial and Operating Results *(Continued)*
For the Six Months Ended June 30, 2026 and 2025 *(Continued)*

Notes:

(a) Professional fees relate to corporate activities and are mainly comprised of legal, audit, tax and accounting fees. Professional fees remained relatively consistent in the six months June 30, 2026, as compared to the six months June 30, 2025.

(b) Consulting fees include management consultants and advisory services, investor relations services, and technology and data evaluation services. Consulting fees have increased by $0.2 million in the six months ended June 30, 2026, as compared to six months ended June 30, 2025, mainly due to Board of Director and committee fees to certain directors which commenced in 2026 (See *Related Party Transactions)*.

(c) Advertising and promotion expense relates to corporate marketing and brand marketing. Advertising and promotion expenses decreased by $0.2 million in the six months ended June 30, 2026, as compared to the six months ended June 30, 2025, mainly due to decreased product marketing initiatives.

(d) Office and general costs include such costs as insurance expense relating to the listing of the Company's common shares formerly on the Nasdaq, travel expenses, payment processing fees, listing fees relating to the TSX and other miscellaneous costs. Office and general costs decreased by $0.2 million in the six months ended June 30, 2026, as compared to the six months ended June 30, 2025, mainly due to gain on the settlement of accounts payables recognized in the six months ended June 30, 2026 as well as lower software expenses resulting from the Company's cost-saving initiatives.

(e) The Company had a staff of approximately 75 employees as of June 30, 2026, compared to a staff of approximately 90 employees as of June 30, 2025. Salaries and wages decreased by $0.9 million in the six months ended June 30, 2026, compared to the six months ended June 30, 2025, mainly due to decreased staff headcount.

(f) Technology support, web development and content costs relate to media and content, and events. Technology support, web development and content costs decreased $0.2 million in the six months ended June 30, 2026, compared to the six months ended June 30, 2025, mainly due to cost optimization in SAAS and web hosting.

(g) The Company and its subsidiaries commonly transact and carry assets and liabilities in currencies other than their respective functional currencies. Foreign exchange gains or losses are caused by movements in exchange rates. The Company expects continued gains and losses due to fluctuating exchange rates.

(h) Share-based compensation is a non-cash expense which relates to options and restricted share units granted to directors, officers, employees, and consultants of the Company, which are expensed over their respective vesting periods. Share-based compensation expense is impacted by issuances, vesting periods, black-scholes option pricing model inputs, and forfeitures. Share-based compensation expense remained relatively consistent in six months ended June 30, 2026, as compared to the six months ended June 30, 2025.

(i) Amortization and depreciation are significantly comprised of amortization of intangible assets. Amortization and depreciation expense decreased by $0.6 million in the six months ended June 30, 2026, compared to the six months ended June 30, 2025. The decrease is mainly due to certain intangible assets becoming fully amortized in 2025 or impaired 2025 and therefore subsequent amortization did not take place in the six months ended June 30, 2026.

SELECT OPERATING METRICS

Quarterly select operating metrics

(Unaudited)	Q3 2024	Q4 2024	Q1 2025	Q2 2025	Q3 2025	Q4 2025	Q1 2026	Q2 2026
Total Sessions (millions)	178	192	165	144	160	161	186	151
Gamers Served (millions)	100	104	91	80	90	91	106	89
Paid subscribers (thousands – as of end of period)	**234**	**238**	**251**	**249**	**247**	**241**	**240**	**233**

Changes in sessions by quarter are impacted, but not limited to, seasonality (see *Seasonality*), new game releases, new products and offerings, management decision, and global factors such as trends in gaming entertainment consumption. As the Company focuses on its' growth drivers, the Company is focused on highly engaged communities it can monetize.

A session represents a continuous period of user engagement with our platforms. It begins when a user actively opens an app or views a webpage and naturally concludes after the session becomes inactive or times out. As long as a user remains active a session has no maximum time limit.

Gamers served measures the number of unique visitors who actively engage with content across the Company's gaming properties during the reporting period. Each unique gamer can contribute to one or more sessions.

Total sessions remained relatively consistent from Q3 2024 to Q4 2024. Total sessions decreased by 14% from Q4 2024 to Q1 2025, primarily due to seasonal trends affecting League of Legends, Diablo IV, and The Sims. Total sessions decreased by 13% from Q1 2025 to Q2 2025 as engagement following the launch of Diablo IV Season 7 in Q1 2025 normalized. Total sessions increased by 11% from Q2 2025 to Q3 2025, mainly due to major patch releases for League of Legends and Diablo IV, along with the start of the Premier League season. Total sessions remained relatively consistent from Q3 2025 to Q4 2025. Total sessions increased by 16% from Q4 2025 to Q1 2026 due to major World of Warcraft expansion releases and the League of Legends ranked season reset, together with seasonal gameplay updates. Total sessions decreased by 15% from Q1 2026 to Q2 2026, primarily due to normal seasonal trends and the absence of major expansion releases.

Gamers served remained relatively consistent from Q3 2024 to Q4 2024. Gamers served decreased by 13% from Q4 2024 to Q1 2025, primarily due to seasonal trends affecting League of Legends, Diablo IV, and The Sims. Gamers served decreased by 11% from Q1 2025 to Q2 2025 as engagement following the launch of Diablo IV Season 7 in Q1 2025 normalized. Gamers served increased by 11% from Q2 2025 to Q3 2025 due to major patch releases for League of Legends and Diablo IV, along with the start of the Premier League season. Gamers served remained relatively consistent from Q3 2025 to Q4 2025. Gamers served increased by 16% from Q4 2025 to Q1 2026 due to major World of Warcraft expansion releases and the League of Legends ranked season reset, together with seasonal gameplay updates. Gamers served decreased by 16% from Q1 2026 to Q2 2026, primarily due to normal seasonal trends and the absence of major expansion releases.

Paid subscribers relate primarily to TSR. TSR was acquired by Enthusiast Properties in Q1 2019. Paid subscribers experienced growth from Q3 2024 through Q1 2025, primarily due to increased advertising and marketing efforts to attract subscribers for TSR. Paid subscribers remained relatively consistent between Q2 2025 to Q1 2026. In Q2 2026, TSR paid subscribers declined by 4% which coincided with lower traffic following The Sim's transition from expansion packs to the in-game marketplace.

QUARTERLY RESULTS OF OPERATIONS

	Q3 2024 $	Q4 2024 $	Q1 2025 $	Q2 2025 $	Q3 2025 $	Q4 2025 $	Q1 2026 $	Q2 2026 $
Total revenue	10,061,736	10,581,054	8,982,219	7,125,783	7,015,266	8,910,976	9,444,563	6,942,495
Interest income	257	3,077	5,489	43	108	350	420	43
Operating expenses	7,769,410	8,315,222	7,615,131	7,018,499	6,562,765	6,125,700	7,219,700	5,797,026
Net loss from continuing operations	(6,144,611)	(80,935,273)	(1,213,175)	(3,253,321)	(3,993,199)	(1,220,914)	(1,200,264)	(238,209)
Net gain (loss) from discontinued operations	(551,151)	(2,636,940)	(4,830,589)	(35,877,371)	10,998,896	(4,729,108)	(343,128)	543,133
Net income (loss) and comprehensive income (loss)	(7,335,373)	(80,058,081)	(6,129,077)	(39,840,093)	1,302,991	(6,217,491)	(1,277,421)	587,387
Earnings (loss) per share from continuing operations – basic and diluted	(0.04)	(0.52)	(0.01)	(0.02)	(0.02)	(0.01)	(0.01)	0.00
Earnings (loss) per share from discontinued operations – basic and diluted	(0.00)	(0.02)	(0.03)	(0.23)	0.07	(0.03)	(0.00)	0.00
Earnings (loss) per share – basic and diluted	(0.04)	(0.54)	(0.04)	(0.25)	0.05	(0.04)	(0.01)	0.00

Q3 2024 includes a full quarter of Playwire integration resulting in higher revenue in Q3 2024 relative to Q2 2024. Also, in Q3 2024, the Company entered into a credit agreement for a $20,000,000 four-year non-revolving loan (see Note 10 of the condensed consolidated interim financial statements for the three and six months ended June 30, 2026). The Company recognized transaction cost of $1,908,963 and a loss on revaluation of long-term debt of $3,385,798 relating to the credit agreement in Q3 2024.

In Q4 2024, the increase in revenue is mainly attributable to seasonality (see *Seasonality*). In Q4 2024, the Company recognized goodwill impairment charges on the Outplayed cash-generating unit (“CGU”) and the Enthusiast Properties CGU which caused a significant increase in net loss and comprehensive loss observed in Q4 2024 (see *Goodwill Impairment*).

In Q1 2025, the decrease in revenue is mainly attributable to seasonality (see *Seasonality*).

QUARTERLY RESULTS OF OPERATIONS *(Continued)*

In Q2 2025, the decrease in revenue is mainly attributable to a lack of a significant PGC event occurring as PGC London occurred in Q1 2025 and is the largest PGC event. Q2 2025 continues to show the benefit in cost savings from initiatives undertaken by the Company to improve operating results. In Q2 2025, the Company recognized intangible asset impairment charges on Enthusiast Properties' domain name, Luminosity's brand name and Omnia's multi-channel network license pursuant to the proposed consideration per the non-binding letter of intent entered into on July 7, 2025 (see *Description of Enthusiast Gaming Holdings Inc.*). The foregoing impairment charges are recognized in discontinued operations.

In Q3 2025, operating expenses decreased from continued cost savings initiatives undertaken by the Company to improve operating results. In Q3 2025, the Company sold the Direct Sales Business Line to VSC, the net gain from discontinued operations of $10,998,896 includes the gain on sale of the Direct Sales Business Line of $5,538,609 and includes the reclassification of accumulated other comprehensive income relating to the Direct Sales Business Line of $5,902,210 (see Note 5 of the consolidated financial statements for the years ended December 31, 2025 and 2024) resulting in net income and comprehensive income for Q3 2025.

In Q4 2025, the increase in revenue is mainly attributable to seasonality (see *Seasonality*). In Q4 2025, the Company recognized a loss on revaluation of long-term debt of $2,528,863 relating to the Forbearance and First Supplemental Credit Agreement (see Note 13 of the consolidated financial statements for the years ended December 31, 2025 and 2024). In Q4 2025, the loss from discontinued operations relates to the disposal of goodwill relating to the Direct Sales Business Line of $4,729,108 (see Note 10 of the consolidated financial statements for the years ended December 31, 2025 and 2024).

In Q1 2026, the increase in revenue is mainly attributable to 2026 PGC London, which was the largest PGC event to date. In Q1 2026, the net loss from discontinued operations was $343,128 compared to a net loss from discontinued operations of $4,729,108 in Q4 2025.

In Q2 2026, the decrease in revenue is mainly attributable to a lack of a significant PGC event occurring as PGC London occurred in Q1 2026 and is the largest PGC event. Q2 2026 continues to show the benefit in cost savings from initiatives undertaken by the Company to improve operating results. In Q2 2026, the net gain from discontinued operations was $543,133 compared to a net loss from discontinued operations of $343,128 in Q1 2026. The net gain recognized from discontinued operations is primarily due to a gain on settlement of accounts payable recognized relating to a Direct Sales Business Line vendor.

Period-to-period results are also impacted by certain operating metrics (see *Select Operating Metrics*) and seasonality (see *Seasonality*).

EBITDA AND ADJUSTED EBITDA

	Q3 2024 $	Q4 2024 $	Q1 2025 $	Q2 2025 $	Q3 2025 $	Q4 2025 $	Q1 2026 $	Q2 2026 $
Gross Margin	7,401,821	8,869,188	7,351,267	6,286,404	6,349,817	8,013,405	8,028,944	6,172,248
Operating expenses	(7,769,410)	(8,315,222)	(7,615,131)	(7,018,499)	(6,562,765)	(6,125,700)	(7,219,700)	(5,797,026)
Share-based compensation	80,084	392,699	55,206	41,794	35,789	45,075	10,747	4,929
Amortization & depreciation	538,871	520,413	521,786	521,460	252,761	253,166	216,511	215,713
EBITDA from continuing operations	**251,366**	**1,467,078**	**313,128**	**(168,841)**	**75,602**	**2,185,946**	**1,036,502**	**595,864**
EBITDA from discontinued operations	**(399,699)**	**(2,504,985)**	**(4,696,658)**	**(1,759,801)**	**(358,110)**	**-**	**(343,128)**	**809,586**
EBITDA	**(148,333)**	**(1,037,907)**	**(4,383,530)**	**(1,928,642)**	**(282,508)**	**2,185,946**	**693,374**	**1,405,450**
Severance	18,527	273,799	110,679	227,112	41,626	9,647	126,533	7,673
D&O insurance specific to the Company's former Nasdaq listing	201,478	201,478	201,478	111,386	79,841	82,380	82,380	18,307
Other non-recurring items	51,488	382,668	30,980	117,172	101,942	130,407	455,034	117,808
Adjusted EBITDA from continuing operations	**522,859**	**2,235,023**	**656,265**	**286,829**	**299,011**	**2,408,380**	**1,700,449**	**739,652**
Adjusted EBITDA from discontinued operations	**(377,298)**	**(2,494,754)**	**(4,527,955)**	**(1,450,794)**	**(304,289)**	**-**	**(343,128)**	**795,610**
Adjusted EBITDA	**145,561**	**(169,731)**	**(3,871,690)**	**(1,163,965)**	**(5,278)**	**2,408,380**	**1,357,321**	**1,535,262**

Severance, annual D&O insurance relating to the Company's former Nasdaq listing and other non-recurring public costs such as litigation matters are added back to determine adjusted EBITDA as these are non-recurring expenses. On October 23, 2023, the Company announced that it has notified the Nasdaq of its intention to voluntarily delist its common shares from the Nasdaq Capital Market. On February 9, 2024, the Company filed a form with the SEC to deregister the Company's common shares and to suspend the Company's reporting obligations.

EBITDA AND ADJUSTED EBITDA *(Continued)*

The EBITDA loss from continuing operations decreased to $1.3 million in Q1 2024 mainly due to decreased operating expenses due to cost saving initiatives undertaken by the Company to improve operating results including a cost restructure implemented in March 2024. The EBITDA loss from continuing operations decreased to $0.7 million in Q2 2024 due to the aforementioned cost saving initiatives. The EBITDA from continuing operations decreased to $0.3 million in Q3 2024 from the continued cost saving measures, and pursuit of profitability by optimizing revenue and operating margin. The EBITDA from continuing operations increased to $1.4 million in Q4 2024 primarily due to the aforementioned optimizations on gross margin and seasonality. The EBITDA from continuing operations decreased to $0.3 million in Q1 2025 primarily due to decreases in subscribers' average pricing and seasonality. The EBITDA loss from continuing operations decreased to $0.2 million in Q2 2025 primarily due to no significant PGC event occurring as PGC London occurred in Q1 2025 and is the largest PGC event and decreases in subscribers' average pricing. The EBITDA from continued operations increased to $0.1 million in Q3 2025 due to cost saving initiatives undertaken by the Company. The EBITDA from continued operations increased to $2.2 million in Q4 2025 due to optimizing revenue and operating margin, seasonality and cost saving initiatives undertaken by the Company. The EBITDA from continued operations decreased to $1.0 million in Q1 2026 primarily due to increases in operating expenses such as consulting fees, office and general and salaries and wages. The EBITDA from continued operations decreased to $0.6 million in Q2 2026 primarily due to a decrease in events revenue (see *Quarterly Results of Operations*).

The EBITDA loss from discontinued operations was $0.4 million in Q3 2025 primarily due to cost saving measures implemented by the Company. The EBITDA from discontinued operations was $0.8 million in Q2 2026 primarily due to a gain on settlement of accounts payable recognized relating to a Direct Sales Business Line vendor.

The adjusted EBITDA loss from continuing operations decreased to $0.3 million in Q2 2024 primarily due to a decrease in the EBITDA loss. The adjusted EBITDA from continuing operations increased to $0.5 million in Q3 2024 primarily due to an increase in EBITDA. The adjusted EBITDA from continuing operations increased to $2.2 million in Q4 2024 primarily due to an increase in gross margin. The adjusted EBITDA from continuing operations decreased to $0.7 million in Q1 2025 primarily due to a decrease in gross margin. The adjusted EBITDA from continuing operations decreased to $0.3 million in Q2 2025 primarily due to an increase in the EBITDA loss. The adjusted EBITDA from continued operations remained relatively consistent in Q3 2025 compared to Q2 2025. The adjusted EBITDA from continued operations increased to $2.4 million in Q4 2025 compared to Q3 2025 primarily due to an increase in EBITDA. The adjusted EBITDA from continued operations decreased to $1.7 million in Q1 2026 compared to Q4 2025 primarily due to a decrease in EBITDA. The adjusted EBITDA from continued operations decreased to $0.7 million in Q2 2026 compared to Q1 2026 primarily due to a decrease in EBITDA.

Adjusted EBITDA loss from discontinued operations was $0.3 million in Q3 2025 primarily due to a decrease in the EBITDA loss. Adjusted EBITDA from discontinued operations was $0.8 million in Q3 2026 primarily due to an increase in EBITDA.

Period-to-period results are also impacted by certain operating metrics (see *Select Operating Metrics*) and seasonality (see *Seasonality*).

SEASONALITY

The Company's media and content division is impacted by seasonality which is linked to advertiser spend and consumer events that tend to be the highest around the holidays. Advertising seasonality is driven by two main factors, RPM and traffic, which are interlinked factors that are tied to seasonal periods of time throughout the year. These seasonal periods of time are linked to cultural holidays, commercial holidays, or ad hoc events (e.g., election years).

SEASONALITY *(Continued)*

Advertiser spending is impacted by their annual budgets, financial year-end date, cultural holidays, commercial holidays, ad hoc events, new brands, new campaigns and new products. Advertisers spend normally increases significantly for consumer spending events such as Black Friday, Christmas, Back to School, Valentine's Day, and Easter which result in a corresponding increase in RPM. Advertisers spend typically increases substantially in Q4 as Black Friday and the December holiday season approaches. Advertiser spend can differ from consumer spend as consumers have different spending patterns and important events.

Q1 is typically the slowest part of the year historically, as most media spending occurs in Q4. As a result, Q1 normally reports the lowest media and content revenue and Q4 the highest media and content revenue. Q2 and Q3 media and content revenue varies depending on an advertiser's financial year end, remaining advertising budgets and new brands, campaigns, and products being promoted.

Further, the Company's events business is subject to seasonal fluctuations due to the PGC events schedule. Events are held at various times throughout the year, and certain large-scale events, such as the London and Barcelona events, generate significant revenue and cash inflows during the months in which they occur. Conversely, during periods when no major events are scheduled, the events segment typically incurs operating costs without corresponding event revenue, resulting in lower profitability or temporary losses for that portion of the business during the relevant periods.

Due to seasonality, the results of operations for any quarter are not necessarily indicative of the results of operations for the fiscal year.

GOODWILL IMPAIRMENT

The Company performs its annual impairment tests at December 31 or at an interim date when events or changes in the business environment (triggering events) would more likely than not reduce the fair value of a CGU below its carrying value.

Based on impairment testing performed as of December 31, 2025, the Company determined that no impairment charges were necessary. Based on the impairment testing performed as of December 31, 2024, the Company determined that impairment charges were necessary for the Enthusiast Properties CGU of $50,864,250 and the Outplayed CGU of $31,024,339 due to the overall macroeconomic conditions, including but not limited to, changes in interest rates, high inflation, the softening of digital advertisements and spending due to uncertain market economic outlook, and a change in corporate strategy. The Enthusiast Properties impairment charge was allocated to goodwill in the amount of $50,864,250. The Outplayed impairment charge was allocated to goodwill in the amount of $21,179,898 and intangible assets (brand names) in the amount of $9,844,441 (see Note 10 of the consolidated financial statements for the years ended December 31, 2025 and 2024).

As of December 31, 2025, the Company's analysis showed the value in use of the Enthusiast Properties, TSR, Steel Media and Outplayed CGUs exceeded their carrying amount, ranging between 1% to 159% of the recoverable amount compared to the carrying amount of the net assets.

As of June 30, 2026, the Company concluded that there were no triggering events requiring an impairment assessment.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

Cash flows for the Six Months Ended June 30, 2026

In respect of continued operations, net cash used in operating activities for the six months ended June 30, 2026 was $1,650,109 (June 30, 2025 – $1,618,582). This was due to the net loss of $1,438,473 and was decreased by items not affecting cash such as amortization and depreciation of $432,224, provisions of $336,920, and deferred tax expense of $288,364, and increased by a foreign exchange gain of $224,977, a gain on settlement of accounts payable of $194,869 and a gain on revaluation of long-term debt of $173,477. These non-cash items for the six months ended June 30, 2026, were offset by changes in working capital such as a decrease in trade and other receivables of $119,441, a decrease in prepaid expenses of $194,375, a decrease in accounts payable and accrued liabilities of $151,407, a decrease in contract liabilities of $1,145,379 and an increase in income tax receivable and payable of $316,389.

In respect of continued operations, net cash used in operating activities for the six months ended June 30, 2025 was $1,618,582. This was due to the net loss of $4,466,496 and was decreased by items not affecting cash such as amortization and depreciation of $1,043,246, and deferred tax expense of $169,919, foreign exchange loss of $106,030 and a loss on revaluation of long-term debt of $899,816 and increased by items not affecting cash such as a gain on revaluation of deferred payment liability of $238,756. These non-cash items for the six months ended June 30, 2025, were offset by changes in working capital including a decrease in trade and other receivables of $1,707,142, a decrease in prepaid expenses of $141,981, an increase in accounts payable and accrued liabilities of $314,981 and a decrease in contract liabilities of $1,173,746.

In respect of discontinued operations, net cash from operating activities for the six months ended June 30, 2026 was $733,315 (June 30, 2025 - (cash used in) $129,235). Total net cash used from operating activities for six months ended June 30, 2026 was $916,794 (June 30, 2025 - $1,747,817).

In respect of continued operations, net cash from investing activities for the six months ended June 30, 2026 was $24,916 (June 30, 2025 – (cash used in) $840). This was due to proceeds from sale of assets of $24,916. In respect of continued operations, net cash used in investing activities for the six months ended June 30, 2025 was $840.

In respect of discontinued operations, net cash from investing activities for the six months ended June 30, 2026 was $Nil (June 30, 2025 - $41,948). Total net cash from investing activities for the six months ended June 30, 2026 was $24,916 (June 30, 2025 - $41,108).

In respect of continued operations, net cash used in financing activities for the six months ended June 30, 2026 was $362,745 (June 30, 2025 – $2,435,230), which is predominately due to the repayment of long-term debt of $416,436.

In respect of continued operations, net cash used in financing activities for the six months ended June 30, 2025 was $2,435,230, which is predominately attributable to the repayment of long-term debt of $2,408,043.

In respect of discontinued operations, net cash used in financing activities for the six months ended June 30, 2026 was $Nil (June 30, 2025 - $182,543). Total net cash used in financing activities for the six months ended was $362,745 (June 30, 2025 - $2,617,773).

For the six months ended June 30, 2026, the Company had a net decrease in cash of $1,222,081 and for the six months ended June 30, 2025, the Company had a net decrease in cash of $4,403,506. As a result, the Company had a cash balance as of June 30, 2026 and 2025 of $2,040,447 and $361,867 respectively.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES *(Continued)*

Liquidity

Selected financial information about the Company's financial position as of the indicated dates is provided below:

	June 30, 2026 $	December 31, 2025 $
Cash	**2,040,447**	3,262,528
Total assets	**61,483,832**	64,941,468
Total liabilities	**59,431,477**	63,159,844
Share capital, warrants reserve, contributed surplus and accumulated other comprehensive income	**488,229,171**	486,719,972
Retained earnings (deficit)	**(486,176,816)**	(484,938,348)
Working capital (deficiency)	**(51,894,316)**	(52,341,131)

Total liabilities at each reporting date are broken down as follows:

	June 30, 2026 $	December 31, 2025 $
Accounts payable and accrued liabilities	**6,692,255**	8,776,572
Contract liabilities	**5,089,924**	6,235,303
Income tax payable	**241,055**	-
Current portion of long-term debt	**45,047,572**	45,583,794
Current portion of deferred payment liability	**-**	525,083
Current portion of lease liabilities	**122,420**	118,078
Deferred tax liability	**2,238,251**	1,921,014
Total liabilities	**59,431,477**	63,159,844

During the six months ended June 30, 2026, the Company incurred a net loss and comprehensive loss of $690,034 (June 30, 2025 – $45,969,170) and, as of that date, the Company had accumulated a deficit of $486,176,816 (December 31, 2025 – $484,938,348) and negative cash flows from operations of $916,794 (June 30, 2025 – $1,747,817). Whether and when the Company can attain profitability and positive cash flows from operations is uncertain.

As of June 30, 2026, the Company has current assets of $5,298,910 (December 31, 2025 - $8,897,699) and current liabilities of $57,193,226 (December 31, 2025 - $61,238,830) resulting in a working capital deficiency of $51,894,316 (December 31, 2025 – $52,341,131).

The Company has not yet realized profitable operations and has mainly relied on non-operational sources of financing to fund operations. Management has been able to raise sufficient funds to finance the Company's operations, growth, and mergers and acquisitions in the past and will need to continue to do so to fund these activities in the future if the Company is unable to generate positive cash flows from operations.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES *(Continued)*

Liquidity *(continued)*

As of June 30, 2026, the Company's working capital deficiency of $51,894,316 (December 31, 2025 - $52,341,131) includes contract liabilities of $5,089,924 (December 31, 2025 - $6,235,303) and current portion of long-term debt of $45,047,572 (December 31, 2025 - $45,583,794). Working capital will be used to finance operations and growth over the next 12 months. The Company also has other cash commitments of $120,000 (see *Commitments*) over the next 12 months.

On July 12, 2024, the Company entered into a credit agreement (the "Credit Agreement") with Beedie Investments Ltd., together with an affiliate of Jordan Gnat, who is a director of the Company, (collectively the "Lenders") for a four-year non-revolving loan of $20,000,000 ("Term Loan A"), due July 12, 2028. The Credit Agreement will be used for working capital purposes. For further information on the Credit Agreement see Note 10 of the condensed consolidated interim financial statements for the three and six months ended June 30, 2026.

On July 10, 2025 the Company entered into a Forbearance and First Supplemental Credit Agreement with Beedie Investments Ltd., together with another lender, and a Forbearance Agreement with a bank designed to support the Company's recapitalization and long-term business objectives. Pursuant to the terms of a Forbearance and First Supplemental Credit Agreement among the Company, as borrower, certain subsidiaries of the Company as guarantors, Beedie Investments Ltd. (the "Agent"), as administrative and collateral agent, and Lenders, led by Beedie Investments Ltd., the Company received a secured non-revolving term loan in the principal amount of $2,000,000 ("Term Loan B") due and payable by July 12, 2028. For further information on the Forbearance and First Supplemental Credit Agreement and Forbearance Agreement see Note 10 of the condensed consolidated interim financial statements for the three and six months ended June 30, 2026.

The Company's cash resources as of June 30, 2026, are not sufficient to fund the planned business operations over the next 12 months (see Note 2 of the condensed consolidated interim financial statements for the three and six months ended June 30, 2026). Additional financing may be required if the Company is unable to generate positive cash flows from operations in order to settle current liabilities as well as continue to fund a seasonal business. The Company has an Operating Credit facility consisting of an authorized amount of up to $7.5 million available to draw upon which was drawn down to $7.3 million as of June 30, 2026. For details on the Term Credit and Operating Credit see Note 10 of the condensed consolidated interim financial statements for the three and six months ended June 30, 2026 and 2025.

Capital Management

The Company considers its capital structure to consist of shareholders' equity, long-term debt, and deferred payment liability. The Company manages its capital structure and makes adjustments to it in order to have the funds available to support the acquisition and development of its business. 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 has largely been dependent on external financing to fund its activities and is presently seeking additional sources of financing. In order to carry out the planned operations and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed if the Company is unable to generate positive cash flows from operations. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the six months ended June 30, 2026. Neither the Company nor its subsidiaries are subject to externally imposed capital requirements aside from the covenants described in Note 10 of the condensed consolidated interim financial statements for the three and six months ended June 30, 2026.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES *(Continued)*

Capital Management *(continued)*

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern. The Company's ability to raise future capital is subject to material uncertainty and the inability to raise such capital will have an adverse impact over the Company's ability to continue as a going concern (see Note 2 of the condensed consolidated interim financial statements for the three and six months ended June 30, 2026).

SHARE CAPITAL

Authorized:
Unlimited number of common shares
Unlimited number of preferred shares

During the six months ended June 30, 2026:

(i) On May 25, 2026, the Company issued 22,379,563 common shares to settle the Vedatis Earn-Out Payment (see Note 11 of the condensed consolidated interim financial statements for the three and six months ended June 30, 2026).

During the six months ended June 30, 2025, the Company had no share activity.

DISCLOSURE OF OUTSTANDING SHARE DATA

The Company had the following shares and securities convertible into shares outstanding as of the following dates:

	August 12, 2026	June 30, 2026	December 31, 2025
Common shares	**181,548,566**	181,548,566	159,169,003
Options, convertible into common shares	**1,670,993**	1,747,409	2,016,772
Warrants, convertible into common shares	**43,042,215**	43,042,215	43,042,215
Restricted share units	**4,305,806**	4,305,806	4,390,728
Total	**230,567,580**	**230,643,996**	**208,618,718**

RELATED PARTY TRANSACTIONS

The Company's key management personnel have authority and responsibility for overseeing, planning, directing and controlling the activities of the Company. Key management personnel include members of the Board of Directors, Chief Executive Officer, Chief Financial Officer and President & Chief Operating Officer. Compensation of key management personnel may include short-term and long-term benefits. Short-term benefits include salaries and bonuses. Share-based compensation includes the fair value of stock options and restricted share units recognized during the period.

RELATED PARTY TRANSACTIONS *(Continued)*

Compensation provided to key management during the three and six months ended June 30, 2026 and 2025 is as follows:

	For the three months ended		For the six months ended	
	June 30, 2026 $	June 30, 2025 $	**June 30, 2026 $**	June 30, 2025 $
Short-term benefits	**620,270**	477,484	**860,323**	815,577
Share-based compensation	**8,864**	37,211	**21,967**	76,323
Total	**629,134**	514,695	**882,290**	891,900

A summary of other related party transactions during the three and six months ended June 30, 2026 and 2025 is as follows:

	For the three months ended		For the six months ended	
	June 30, 2026 $	June 30, 2025 $	**June 30, 2026 $**	June 30, 2025 $
Total transactions during the period:				
Expenses				
Consulting fees	**104,630**	-	**234,634**	-
Interest expense	**5,402**	16,394	**11,953**	25,692

A summary of related party balances as of June 30, 2026 and December 31, 2025, is as follows:

	June 30, 2026 $	December 31, 2025 $
Balances receivable (payable):		
Accounts payable and accrued liabilities	**(411,420)**	(279,270)
Long-term debt	**-**	(328,711)

As of June 30, 2026, a balance of $279,270 (December 31, 2025 - $279,270) is included in accounts payable and accrued liabilities for severance payable to the former Chief Financial Officer who was reappointed as the Chief Financial Officer of the Company effective December 31, 2024, then appointed as Chief Executive Officer on July 6, 2025.

RELATED PARTY TRANSACTIONS *(Continued)*

On July 12, 2024, the Company entered into a $250,000 Credit Agreement (see Note 10 of the condensed consolidated interim financial statements for the three and six months ended June 30, 2026) with an affiliate of Jordan Gnat (the "Gnat Affiliate"), who was a director of the Company, and on July 10, 2025, the Company entered into a $25,000 Beedie Forbearance Agreement (see Note 10 of the condensed consolidated interim financial statements for the three and six months ended June 30, 2026) with the Gnat Affiliate. The Company also issued 462,963 common share purchase warrants to the Gnat Affiliate pursuant to the Credit Agreement and 75,065 common share purchase warrants to the Gnat Affiliate pursuant to the Beedie Forbearance Agreement. Jordan Gnat resigned as a director of the Company on May 13, 2026. During the six months ended June 30, 2026, the Company incurred interest expense of $11,953 (June 30, 2025 - $25,692) to the Gnat Affiliate. As of December 31, 2025, a balance of $328,711 was payable to the Gnat Affiliate relating to the Credit Agreement and Beedie Forbearance Agreement. See Note 10 of the condensed consolidated interim financial statements for the three and six months ended June 30, 2026 for information relating to warrants issued to the Gnat Affiliate.

During the six months ended June 30, 2026, the Company recognized $234,634 (June 30, 2025 - $Nil) in consulting fees relating to Board of Director and committee fees payable to certain directors. As of June 30, 2026, a balance of $132,150 (December 31, 2025 - $Nil) is included in account payable and accrued liabilities.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company.

SEGMENTED INFORMATION

The Company operates in one industry segment of digital media products and events. The majority of the Company's assets are located in Canada and the United States of America ("USA"). The Company sells into four major geographic centers: USA, Canada, England and Wales, and other foreign countries. The Company has determined that it has a single reportable segment as the Company's decision makers review information on a consolidated basis.

Revenues by pillar for the three and six months ended June 30, 2026 and 2025 is as follows:

	For the three months ended		For the six months ended	
	June 30, 2026 **$**	June 30, 2025 $	**June 30, 2026** **$**	June 30, 2025 $
Media and content	**3,470,544**	3,281,926	**6,913,349**	6,112,412
Events	**977,646**	942,130	**4,383,194**	4,066,091
Subscriptions	**2,494,305**	2,901,727	**5,090,515**	5,929,499
TOTAL	**6,942,495**	7,125,783	**16,387,058**	16,108,002

Revenue, in Canadian dollars, in each of the four major geographic locations for the three and six months ended June 30, 2026 and 2025 is as follows:

	For the three months ended		For the six months ended	
	June 30, 2026 **$**	June 30, 2025 $	**June 30, 2026** **$**	June 30, 2025 $
Canada	**268,661**	292,248	**535,665**	540,935
USA	**4,033,264**	3,883,112	**8,192,926**	7,926,286
England and Wales	**2,001,337**	1,943,677	**6,282,563**	5,865,096
All other countries	**639,233**	1,006,746	**1,375,904**	1,775,685
TOTAL	**6,942,495**	7,125,783	**16,387,058**	16,108,002

Non-current assets, in Canadian dollars, in each of the Company's geographic locations as of June 30, 2026 and December 31, 2025 is as follows:

	June 30, 2026 **$**	December 31, 2025 $
Canada	**34,098,735**	34,437,105
USA	**13,131,967**	12,666,203
France	**3,335,000**	3,335,000
England and Wales	**5,619,220**	5,605,461
TOTAL	**56,184,922**	56,043,769

ADOPTION OF NEW OR AMENDED IFRS ACCOUNTING STANDARDS

The following new standards, interpretation or amendment were adopted for the first time on January 1, 2026:

(a) IFRS 9 - *Financial Instruments* ("IFRS 9") and IFRS 7 – *Financial Instrument: Disclosures* ("IFRS 7")

In May 2024, the IASB issued amendments to IFRS 9 and IFRS 7 which clarify the date of recognition and derecognition of some financial assets and liabilities with a new exception for some financial liabilities settled through an electronic cash transfer system, clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest criterion, add new disclosures for certain instruments with contractual terms that can change cash flows such as instruments with features linked to the achievement of environment, social and governance targets and update the disclosures for equity instruments designated at fair value through other comprehensive income. Amendments to IFRS 9 and IFRS 7 are effective for periods beginning on or after January 1, 2026, with early adoption permitted. There was no material impact from the adoption of the amendments on the Company's condensed consolidated interim financial statements.

ACCOUNTING STANDARDS AND AMENDMENTS ISSUED BUT NOT YET APPLIED

The following new standards, interpretations or amendments are issued but not yet effective:

(a) IFRS 18 – *Presentation and Disclosure in Financial Statements* ("IFRS 18")

In April 2024, the IASB issued IFRS 18, which sets out requirements and guidance on presentation and disclosure in financial statements, including:

- presentation in income statement of income and expenses within five defined categories: operating, investing, financing, income taxes, and discontinued operations;
- presentation in the income statements of new defined subtotals for operating profit and profit before financing and income taxes;
- enhanced guidance on aggregation and disaggregation of information and whether to provide information in the financial statements or in the notes;
- disclosure of specified expenses by nature; and
- disclosure of explanations of management-defined performance measures.

IFRS 18 will replace IAS 1 *Presentation of Financial Statements* ("IAS 1") but carries forward many requirements from IAS 1 without any change. The standard is effective for the annual reporting periods beginning on or after January 1, 2027, with early application permitted. The Company is currently assessing the impact of the new standard on its consolidated financial statements.

MATERIAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and notes to the consolidated financial statements. These estimates are based on management's best knowledge of current events and actions the Company may undertake in the future. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognized in the period in which the estimates are revised. Significant areas requiring the Company to make estimates are as follows:

(a) *Goodwill impairment testing and recoverability of assets*

In evaluating impairment, the Company determines the recoverable amount based on an assessment of value-in-use using a discounted cash flow approach. In determining the estimated recoverable amount, the Company's significant assumptions include expected future cash flows, terminal growth rates and discount rates. The approach uses cash flow projections based upon a financial forecast approved by management, covering a five-year period. Cash flows for the years thereafter are extrapolated using the estimated terminal growth rate. The risk premiums expected by market participants related to uncertainties about the industry and assumptions relating to future cash flows may differ or change quickly, depending on economic conditions and other events.

(b) *Estimated useful lives of long-lived assets*

Management reviews the useful lives of depreciable assets at each reporting date. Management assesses that the useful lives represent the expected utilization in terms of duration of the assets to the Company. Actual utilization, however, may vary due to technical obsolescence, particularly relating to website content and application and technology development.

(c) *Income taxes*

At the end of each reporting period, the Company assesses whether the realization of deferred tax benefits is sufficiently probable to recognize deferred tax assets. This assessment requires the exercise of judgment on the part of management with respect to, among other things, benefits that could be realized from available income tax strategies and future taxable income, as well as other positive and negative factors. The recorded amount of total deferred tax assets could be reduced if estimates of projected future taxable income and benefits from available income tax strategies are lowered, or if changes in current income tax regulations are enacted that impose restrictions on the timing or extent of the Company's ability to utilize deferred tax benefits.

The Company's effective income tax rate can vary significantly quarter-to-quarter for various reasons, including the mix and volume of business in lower income tax jurisdictions and in jurisdictions for which no deferred income tax assets have been recognized because management believed it was not probable that future taxable profit would be available against which income tax losses and deductible temporary differences could be utilized. The Company's effective income tax rate can also vary due to the impact of foreign exchange fluctuations.

(d) *Share-based payments and warrants*

The fair value of share-based payments and warrants granted are determined using the Black-Scholes option pricing model which incorporates assumptions regarding risk-free interest rates, dividend yield, expected volatility, estimated forfeitures, discount for lack of marketability and expected life.

MATERIAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

(e) *Provision for expected credit losses ("ECLs")*

The Company performs impairment testing annually for trade receivables in accordance with IFRS 9, *Financial Instruments*. The ECL model requires considerable judgment, including consideration of how changes in economic factors affect ECLs, which are determined on a probability-weighted basis.

IFRS 9 outlines a three-stage approach to recognizing ECLs which is intended to reflect the increase in credit risks of a financial instrument based on i) 12-month ECLs, or ii) lifetime ECLs. The Company measures provision for ECLs at an amount equal to lifetime ECLs. The Company applies the simplified approach to determine ECLs on trade receivables by using a provision matrix based on historical credit loss experiences. The historical results are used to calculate the run rates of default which are then applied over the expected life of the trade receivables, adjusted for forward looking estimates.

(f) *Recognition of revenue on a gross versus net basis*

The Company follows the guidance provided in IFRS 15, *Revenue from Contracts with Customers*, for determining whether the Company is the principal or an agent in arrangements with customers that involve another party that contributes to providing a specified service to a customer. In these instances, the Company determines whether it controls the promised specified service itself (as principal) or arranges for the specified service to be provided by another party (as an agent). This determination depends on the facts and circumstances of each arrangement and, in some instances, involves significant judgment. The most significant factors to consider include whether the Company controls the good or service immediately before it is transferred to the customer, is primarily responsible for fulfilling the promise to provide the specified good or service, has inventory risk before transferring the specified good or service, and has discretion in establishing prices for the specified good or service.

The gross versus net basis evaluation is applicable to the media and content revenue stream as third parties are involved sometimes in facilitating the media and content revenue transactions.

(g) *Functional currency*

The functional currency of the Company and each of its subsidiaries is the currency of the primary economic environment in which the entities operate. The Company has determined that the functional currency for the Company is Canadian dollars while the functional currencies of subsidiaries are United States dollars, UK pound Sterling or Euro. Assessment of functional currency involves certain judgments to determine the primary economic environment and the Company reconsiders the functional currency of its entities if there is a change in events and conditions which determined the primary economic environment.

(h) *Fair value measurement of a liability not quoted in an active market*

The fair value of a liability that is not quoted in an active market requires the use of judgement and estimates by management. Management used the valuation techniques and inputs outlined in Note 10 of the condensed consolidated interim financial statements for the three and six months ended June 30, 2026, using all available data on the liability and market conditions as the date of the financial statements. Changes in these assumption and condition could result in changes of the reported fair value of this liability.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair values

The fair values of cash, trade and other receivables, accounts payable and accrued liabilities and deferred payment liability approximate their carrying values due to the relatively short-term nature of these financial instruments. The fair value of long-term debt and lease liabilities is based on observable market data and the calculation of discounted cash flows. Discount rates were determined based on current terms and conditions observed in the credit market.

The Company follows a three-tier categorization for its financial instruments as a framework for disclosing fair value based upon inputs used to value the Company's investments. The hierarchy is summarized as:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets and liabilities
- Level 2 – inputs that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices) from observable market data
- Level 3 – inputs for assets and liabilities not based upon observable market data

As of June 30, 2026, Term Loan A and B are classified as Level 3 financial instruments, see Note 10 of the condensed consolidated interim financial statements for the three and six months ended June 30, 2026.

Total interest income and interest expense for the three and six months ended June 30, 2026 and 2025 for financial assets or financial liabilities that are not at fair value through profit or loss can be summarized as follows:

	For the three months ended		**For the six months ended**	
	June 30, 2026 $	June 30, 2025 $	**June 30, 2026 $**	June 30, 2025 $
Interest income	**(43)**	(43)	**(463)**	(5,532)
Interest and accretion expense	**1,076,877**	1,760,522	**2,292,150**	2,578,667
TOTAL	**1,076,834**	1,760,479	**2,291,687**	2,573,135

The Company examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include credit risk, liquidity risk, foreign currency risk and interest rate risk.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(Continued)*

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 obligations. Substantially all of the Company's cash is held with major financial institutions and thus the exposure to credit risk on cash balances is considered insignificant.

The Company's maximum exposure to credit risk for its trade receivables is summarized as follows:

	June 30, 2026 **$**	December 31, 2025 $
Trade receivables aging:		
0-30 days	**1,099,546**	1,280,656
31-60 days	**6,952**	318,339
61-90 days	**16,684**	123,594
Greater than 90 days	**813,475**	2,335,869
Total trade receivables	**1,936,657**	4,058,458
Expected credit loss provision	**(319,209)**	(128,175)
Net trade receivables	**1,617,448**	3,930,283

The movement in the expected credit loss provision can be reconciled as follows:

	June 30, 2026 **$**	December 31, 2025 $
Expected credit loss provision, beginning balance	**(128,175)**	(125,991)
Increase in provision for expected credit loss	**(339,144)**	(41,829)
Write-offs	**152,009**	36,887
Effect of movement in exchange rates	**(3,899)**	(2,758)
Expected credit loss provision, ending balance	**(319,209)**	(128,175)

The following default rates, determined based on historical default rates based on the aging of trade receivables, are used to calculate the expected credit loss provision on trade receivables as of June 30, 2026:

	Total	**Not past due**	**Over 30 days past due**	**Over 60 days past due**	**Over 90 days past due**
Default rates		1.21%	1.45%	1.80%	37.55%
Trade receivables	**$ 1,936,657**	$ 1,099,546	$ 6,952	$ 16,684	$ 813,475
Expected credit loss provision	**$ 319,209**	$ 13,346	$ 101	$ 300	$ 305,462

Management actively monitors the Company's exposure to credit risk under its financial instruments.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(Continued)*

Concentration risk

The Company has one customer which makes up more than 10% of revenue. This customer accounts for approximately 43.11% (December 31, 2025 – 25.60%) of trade receivables as of June 30, 2026 and 33.55% (June 30, 2025 – 32.90%) of revenue for the six months ended June 30, 2026 and 38.77% (June 30, 2025 – 38.95%) of revenue for the three months ended June 30, 2026.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support its normal operating requirements.

The Company's cash and working capital is maintained through stringent cash flow management. The table below summarizes the Company's contractual obligations into relevant maturity groups at the statement of financial position date based on the expected contractual maturity date. The amounts disclosed in the table are the contractual undiscounted payments.

	Less than one year $	One to two years $	Two to three years $	More than three years $	Total $
Accounts payable and accrued liabilities	6,692,255	-	-	-	**6,692,255**
Income tax payable	241,055	-	-	-	**241,055**
Lease liabilities	122,420	-	-	-	**122,420**
Long-term debt (1)	44,042,436	-	-	-	**44,042,436**
TOTAL	**51,098,166**	**-**	**-**	**-**	**51,098,166**

Notes:

(1) Included in long-term debt in less than one year is $27,506,132 of debt payable pursuant to the Beedie Forbearance Agreement (See Note 10 of the condensed consolidated interim financial statements for the three and six months ended June 30, 2026) which is not due until July 12, 2028 but has been presented as a current liability as of June 30, 2026 due to the Company not being in compliance with covenants.

Foreign currency risk

A large portion of the Company's transactions occur in foreign currencies (including US dollars, UK pound sterling and Euro) and, therefore, the Company is exposed to foreign currency risk at the end of the reporting period through its US dollars, UK pound sterling and Euro denominated trade and other receivables, accounts payable and accrued liabilities, contract liabilities, deferred payment liability and cash. As of June 30, 2026, a 10% depreciation or appreciation of the US dollar, UK pound sterling and Euro against the Canadian dollar would have resulted in an approximate $143,000, $251,000, and $22,000 decrease or increase, respectively, in total net loss and comprehensive loss.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(Continued)*

Interest rate risk

The Company's Term Credit bears interest at the Bank's prime lending rate plus 5.60% per annum. The Company's Operating Credit bears interest at the greater of (i) the Bank's prime lending rate plus 1.50%, and (ii) 2.45% per annum. Fluctuations in the Bank's prime lending rate will result in changes to interest expense. A change in the annual interest rate of 0.50% would approximately result in a $80,000 change in the annual interest expense.

COMMITMENTS

In addition to the financial liabilities summarized above, as of June 30, 2026, the Company has the following payment commitments with respect to consulting and other contractual obligations:

	$
Not later than one year	**120,000**
Later than one year and not later than five years	**100,000**
Total	**220,000**

CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Management is responsible for the design and effectiveness of disclosure controls and procedures to provide reasonable assurance that material information related to the Company, including its consolidated subsidiaries, which is required to be disclosed by the Company in its filings or required to be submitted by the Company under securities legislation is recorded, processed, and summarized and reported within specified time periods. The Company's Chief Executive Officer and Interim Chief Financial Officer have each evaluated the design of the Company's disclosure controls and procedures as of June 30, 2026 and have concluded that these controls and procedures were appropriately designed.

Changes in Internal Control Over Financial Reporting

There have been no material changes in the Company's internal control over financial reporting during the three and six months ended June 30, 2026, that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

RISKS AND UNCERTAINTIES

The securities of Enthusiast Gaming should be considered highly speculative due to the nature of the Company's businesses and the current stage of its development. Risks and uncertainties are discussed in great detail in the Company's Annual Information Form available on SEDAR+ at www.sedarplus.ca.

The risks presented in the Annual Information Form may not be all of the risks that the Company may face. It is believed that these are the factors that could cause actual results to be different from expected and historical results. Other sections of this MD&A and the condensed consolidated interim financial statements for the three and six months ended June 30, 2026, each of which are available on SEDAR+, and other filings the Company has made and may make in the future with the applicable securities authorities, include additional factors that could have an effect on the business and financial performance of the Company's business. The market in which the Company competes is very competitive and changes rapidly. Sometimes new risks emerge and management may not be able to predict all of them, or be able to predict how they may cause actual results to be different from those contained in any forward-looking statements. You should not rely upon forward-looking statements as a prediction of future results.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report is the responsibility of management. During the preparation of financial statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.

Management maintains a system of internal controls to provide reasonable assurance that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information.

The Company's Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Company's Audit Committee meets with management quarterly to review the financial statement results, including the MD&A, and to discuss other financial, operating, and internal control matters. The Audit Committee receives a report from the independent auditors quarterly and is free to meet with them throughout the year.

ADDITIONAL INFORMATION

Additional information relating to the Company is available in the condensed consolidated interim financial statements of the Company for the three and six months ended June 30, 2026. Additional information can also be found in the investors section of the Company's website at www.enthusiastgaming.com or on the Company's SEDAR+ profile at www.sedarplus.ca including the most recently filed Annual Information Form and Management Information Circular.