# Form 45-106F1 Report of Exempt Distribution

BCSC EDER Reference Number 8994166

ITEM 1 - REPORT TYPE						
✓ New report						
☐ Amended report If amended, provide filing date of report that is being amended (YYYY-MM-DD)						
TEM 2 - PARTY CERTIFYING THE REPORT						
Indicate the party certifying the report (sel Instrument 81-106 Investment Fund Conti				restment fund, refer to sect	ion 1.1 of National	
☐ Investment fund issuer	nuous Disclosure una the comp	amon policy to W	01 100.			
✓ Issuer (other than an investment of the state of th	stment fund)					
Underwriter						
ITEM 3 - ISSUER NAME AND OT						
Provide the following information about the Full legal name		vestment fund, ab	out the fund.			
-	Esports Limited					
Previous full legal name						
If the issuer's name changed in th	e last 12 months, provide most	recent previous le	gal name.			
Website	www.luckbox.com		(if applicable)			
If the issuer has a legal entity identifier, pr	ovide below. Refer to Part B of t	he Instructions for	the definition	of "legal entity identifier".		
Legal entity identifier						
If two or more issuers distributed a single s	security, provide the full legal no	ame(s) of the co-is	suer(s) other th	an the issuer named above	2.	
Full legal name(s) of co-issuer(s)			(if applicable	e)		
ITEM 4 - UNDERWRITER INFORM	AATION					
If an underwriter is completing the report,  Full legal name	provide the underwriter's full le	gal name and firn	n NRD number.		٦	
Firm NRD number (if applicable)						
If the underwriter does not have a firm NR	D number, provide the head off	ice contact inform	ation of the un	derwriter.		
Street address						
Municipality		Pro	ovince/State			
Country		Postal co	de/Zip code			
Telephone number			Website		(if applicable)	

TEM 5 - ISSUER INFORMATION					
If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.					
a) Primary industry					
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.					
NAICS industry code 5 5 1 1 1 3					
If the issuer is in the <b>mining industry,</b> indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.					
Exploration Development Production					
Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.					
☐ Mortgages ☐ Real estate ☐ Commercial/business debt ☐ Consumer debt ☐ Private companies					
☐ Cryptoassets					
b) Number of employees					
Number of employees:					
c) SEDAR profile number					
Does the issuer have a SEDAR profile?					
✓ No ☐ Yes If yes, provide SEDAR profile number ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐					
If the issuer does not have SEDAR profile complete item 5(d) - (h).					
d) Head office address					
Street address First Floor, Millennium House, Victoria Road Province/State Other					
Municipality Douglas Postal code/Zip code IM2 4RW					
Country Isle of Man Telephone number 35699581867					
e) Date of formation and financial year-end					
Date of formation 2019 04 25 Financial year-end 12 31  YYYY MM DD MM DD					
f) Reporting issuer status					
Is the issuer a reporting issuer in any jurisdication of Canada?  Ves					
If yes, select the jurisdictions of Canada in which the issuer is a reporting issuer.					
AII AB BC MB NB NL NT					
NS NU ON PE QC SK YT					
g) Public listing status					
If the issuer has a CUSIP number, provide below (first 6 digits only)					
CUSIP number					
If the issuer is publicly listed, provide the name of the exchange on which the issuer's equity securities primarily trade. Provide only the name of an exchange and not a trading facility such as, for example, an automated trading system.					
Exchange name					
h) Size of issuer's assets					

Select the size of the issuer's assets based on its most recently available annual financial statements (Canadian \$). If the issuer has not prepared annual financial statements for its first financial year, provide the size of the issuer's assets at the distribution end date.					
✓ \$0 to under \$5M	\$5M to under \$25M	\$25M to under \$100M			
\$100M to under \$500M	☐ \$500M to under \$1B	\$1B or over			

ITEM 6 - INVESTMENT FUND ISSUER INFORMATION						
If the issuer is an inves	tment fund, provide the following information.					
a) Investment fund manager information						
Full legal name						
Firm NRD number	(if applicable)					
If the investment fund mand	ager does not have a firm NRD number, provide the head office contact information of the investment fund manager.					
Street address						
Municipality	Province/State					
Country	Postal code/Zip code					
Telephone number	Website (if applicable)					
b) Type of investment	fund					
Type of investment fund tha	nt most accurately identifies the issuer (select only one) .					
Money market	☐ Equity ☐ Fixed income ☐ Balanced					
Alternative strateg	gies Cryptoasset Other (describe)					
Indicate whether one or bot	h of the following apply to the investment fund .					
Invests primarily in	n other investment fund issuers					
☐ Is a UCITs Fund¹						
<sup>1</sup> Undertaking for the Collec (EU) directives that allow c	tive Investment of Transferable Securities funds (UCITs Funds) are investment funds regulated by the European Union collective investment schemes to operate throughout the EU on a passport basis on authorization from one member state.					
c) Date of formation a	and financial year-end of the investment fund					
Date of forma	tion Financial year-end MM DD MM DD					
d) Reporting issuer st	atus of the investment fund					
Is the investment fund a rep	orting issuer in any jurisdication of Canada? No Yes					
If yes, select the jurisdictions	s of Canada in which the investment fund is a reporting issuer.					
☐ AII ☐	AB BC MB NB NL NT					
□ NS □	NU ON PE QC SK YT					
e) Public listing status of the investment fund						
If the investment fund has a	CUSIP number, provide below (first 6 digits only)					
CUSIP number						
If the investment fund is publicly listed, provide the name of the exchange on which the investment fund's securities primarily trade. Provide only the						
name of an exchange and not a trading facility such as, for example, an automated trading system.  Exchange name						
-	AV) of the investment fund					
	investment fund as of the date of the most recent NAV calculation (Canadian \$).					
\$0 to under \$5M	s5M to under \$25M s25M to under \$100M					
\$100M to under \$500	DM \$500M to under \$1B \$1B or over Date of NAV calculation:  YYYY MM DD					

## ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.

a)	Currency				
Sele	ct the currency or curre	encies in which the dist	tribution was made. A	All dollar amounts provided in	the report must be in Canadian dollars.
✓	Canadian dollar	US dollar	Euro	Other (describe)	
b)	Distribution date(s	s)			

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start date	'	11	29	End date	2019	11	29
	YYYY	MM	DD		YYYY	MM	DD

#### c) Detailed purchaser information

Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.

#### d) Types of securities distributed

Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

					Canadian \$	
Security code	CUSIP number (if applicable)	Description of security	Number of securities	Single or lowest price	Highest price	Total amount
U B S		Units comprised of 1 common share and one-half of 1 common share purchase warrant, each whole warrant exercisable into 1 common share.	1,246,000.00	1.0000		1,246,000.00

#### e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Convertible / exchangeable underlying security code security code		able Underlying Exercise price (Canadian \$)		, , , , , , , , , , , , , , , , , , , ,	Conversion ratio	Describe other items (if applicable)					
							Lowest	Highest			
W	N	1	Т	С	М	8	1.5000	1.5000			Warrants expire 24 months after a liquidity event as defined in warrant.

### f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for: (i) each jurisdiction where a purchaser resides, (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction.

For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Exemption relied on	Number of unique <sup>28</sup> purchasers	Total amount (Canadian \$)
British Columbia	NI 45-106 2.3 [Accredited investor]	12	300,000.00
Ontario	NI 45-106 2.3 [Accredited investor]	26	796,000.00
United Kingdom	NI 45-106 2.3 [Accredited investor]	1	100,000.00
Panama	NI 45-106 2.3 [Accredited investor]	1	40,000.00

South Africa	NI 45-106 2.3 [Accredited investor]	1	10,000.00	
	Total dollar amount of securities distributed			
	Total number of unique purchasers <sup>2b</sup>	41		

<sup>&</sup>lt;sup>2a</sup> In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

## g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides. If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

<sup>&</sup>lt;sup>3</sup>"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

# h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

Description	Date of document or other material (YYYY-MM-DD)	Previously filed with or delivered to regulator? (Y/N)	Date previously filed or delivered (YYYY-MM-DD)

<sup>&</sup>lt;sup>2b</sup> In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution.  Complete additional copies of this page if more than one person was, or will be, compensated.  Indicate whether any compensation was paid, or will be paid, in connection with the distribution.  No Yes If yes, indicate number of persons compensated.	ITEM 8 - COMPENSATION INFORMATION
No. 7 Van. House indicate number of newscast and	
No ✓ Yes If yes, indicate number of persons compensated.	Indicate whether any compensation was paid, or will be paid, in connection with the distribution.
	No ✓ Yes If yes, indicate number of persons compensated. 9

a) Name of person comp	ensated and regis	stration	status						
Indicate whether the person con	npensated is a regist	rant.		N	lo	$\checkmark$	Yes		
If the person compensated is an	individual, provide	the name	of the ind	ividual.					
Full legal name of indiv	idual								
		Family na	me		Firs	t given n	ame	-	Secondary given names
If the person compensated is no	•	-							
Full legal name of non-individual Gravitas Securities Inc.									
Fi	rm NRD number	2	6	2 6	0			(if appli	icable)
Indicate whether the person con	npensated facilitated	the distr	ibution th	rough a fu	nding port	al or an	interne	t-based p	ortal. ✓ No ☐ Yes
b) Business contact infor	mation								
If a firm NRD number is not pro	vided in Item 8 (a), ¡	orovide th	ne business	contact ii	nformation	of the p	person b	eing com	pensated.
Street address									
Municipality						Р	rovince	e/State	
Country					P	ostal c	ode/Zip	o code	
Email address						Telep	hone n	umber	
c) Relationship to issuer	or investment fund	d manaç	ger						
Indicate the person's relationshi the Instructions and the meanin									ning of "connected" in Part B(2) of
Connect with the issue	-			o for the p	·	•	-		er than an investment fund)
								,	·
Director or officer of th	ie investinent fund t	JI IIIVESII	nent iuna	manayer	Ш	Епрю	ee or trie	e issuei c	or investment fund manager
✓ None of the above									
d) Compensation details			.,						
	ommissions, securiti h as clerical, printin	es-based g, legal o	compensa r accountii	tion, gifts, ng services	discounts s. An issuer	or other is not r	comper equired	nsation. D to ask for	ribution. Provide all amounts in To not report payments for services r details about, or report on, internal
Cash commissions pa	id 55,7	20.00			•		Security	code 1	Security code 2 Security code 3
Value of all securitie distributed as compensation	-			Security	codes		W N		
Describe te	erms of warrants, op	otions or	other right	Unit i one-h	s convert	ible at commo	\$1.00 p n share	oer Unit purcha	vertible into Units. Each into 1 common share and se warrant. Each whole on share.
Other compensation	n <sup>5</sup>		Describ	е					
Total compensation pa	55,72	20.00							
Check box if the per	son will or may rec	eive any	deferred c	ompensat	tion (descr	ibe the	terms be	elow)	
<sup>4</sup> Provide the aggregate value of additional securities of the issurights exercisable to acquire ac <sup>5</sup> Do not include deferred compa	er. Indicate the secu Iditional securities o	ırity code	es for all se						

a) Name of person comp	ensated and regis	stration status	3						
Indicate whether the person co	mpensated is a regist	rant.		☐ No		$\checkmark$	Yes		
If the person compensated is ar	n individual, provide	the name of the	e individ	dual.					
Full legal name of indiv	vidual								
		Family name		<b>_</b>	First	t given n	ame		Secondary given names
If the person compensated is no	ot an individual, prov	ide the followin	g infori	mation.					
Full legal name	of non-individual	Industrial Al	iance	Securities	s Inc.				
F	irm NRD number	1 5	4	0	0			(if appl	icable)
Indicate whether the person con	mpensated facilitated	the distributio	n throu	gh a fundii	ng port	al or an	interne	t-based p	oortal.  Ves
b) Business contact infor	mation								
If a firm NRD number is not pro	ovided in Item 8 (a), p	provide the bus	iness co	ntact infor	mation	of the p	person b	eing com	npensated.
Street address									
Municipality						Р	rovince	e/State	
Country					Р	ostal c	ode/Zip	o code	
Email address						Telep	hone n	umber	
c) Relationship to issuer	or investment fun	d manager							
Indicate the person's relationsh the Instructions and the meanin									nning of "connected" in Part B(2) of
Connect with the issu	-		)-100 pt	or the purp		•	-		ner than an investment fund)
<u> </u>		-						•	,
Director or officer of t	ne invesiment fund (	or investment i	unu ma	mager	Ш	Employ	ee or ur	e issuei (	or investment fund manager
✓ None of the above									
d) Compensation details			. ,	C 11 1					
Canadian dollars. Include cash o	commissions, securiti ch as clerical, printin	es-based comp g, legal or acco	ensatio unting	n, gifts, disc services. Ar	counts n issuer	or other is not r	r compei required	nsation. L to ask fo	tribution. Provide all amounts in Do not report payments for services r details about, or report on, interna
Cash commissions pa		00.00			,		-		Conveitu and 2 Conveitu and 2
Value of all securitie	es		c	Security co	dos		Security W N		Security code 2 Security code 3
distributed as compensation	on⁴				ues	L			
Describe t	erms of warrants, or	otions or other	rights						
Other compensatio	n <sup>5</sup>	Des	scribe	is conve	rtible a	at \$1.0 non sha	0 per L are pur	Jnit into chase w	vertible into Units. Each Unit 1 common share and one-varrant. Each whole warrant .
Total compensation pa	id 6,9	00.00							
Check box if the pe	erson will or may rec	eive any deferr	ed com	pensation	(descr	ibe the	terms b	elow)	
<sup>4</sup> Provide the aggregate value of additional securities of the issurights exercisable to acquire a <sup>5</sup> Do not include deferred comp	uer. Indicate the secu dditional securities o	urity codes for							

a) Name of person compe	ensated and regis	tration sta	itus						
Indicate whether the person com	npensated is a regist	rant.		☐ No		<b>√</b>	Yes		
If the person compensated is an	individual, provide t	he name of	the individ	dual.					
Full legal name of indivi	dual								
		Family name		<b>_</b>	First	given n	ame		Secondary given names
If the person compensated is not	t an individual, prov	ide the follo	wing infori	mation.					
Full legal name	of non-individual	Canacco	rd Genuit	y Corp.					
Fii	rm NRD number	9	0 0					(if appl	licable)
Indicate whether the person com	npensated facilitated	the distribu	ution throu	gh a fundii	ng porto	al or an	interne	t-based p	oortal. ✓ No ☐ Yes
b) Business contact inforr	mation								
If a firm NRD number is not pro	vided in Item 8 (a), p	provide the l	business co	ntact infor	mation	of the p	person b	eing com	npensated.
Street address									
Municipality						Р	rovince	e/State	
Country					Р	ostal c	ode/Zi <sub>l</sub>	p code	
Email address						Telep	hone n	umber	
c) Relationship to issuer of	or investment fund	d manage	r						
									nning of "connected" in Part B(2) of
the Instructions and the meaning				or the purp		-	-		and the second formal formal (second)
Connect with the issue	er or investment fun	d manager			ш,	nsider	of the is	ssuer (otr	ner than an investment fund)
Director or officer of th	e investment fund o	or investme	nt fund ma	nager		Employ	ee of th	e issuer	or investment fund manager
✓ None of the above									
d) Compensation details									
	ommissions, securition h as clerical, printing	es-based co. g, legal or a	mpensation ccounting	n, gifts, disc services. Ar	counts c n issuer	or other is not r	comper equired	nsation. L to ask fo	tribution. Provide all amounts in Do not report payments for services r details about, or report on, internal
Cash commissions pai	d 7,50	00.00					Security	code 1	Security code 2 Security code 3
Value of all securities distributed as compensation	-		S	Security co	des		WN		
Describe te	erms of warrants, op	otions or oth	ner rights	is conve	rtible a comm	at \$1.0 on sha	0 per L are pur	Jnit into chase w	vertible into Units. Each Unit 1 common share and one- varrant. Each whole warrant
Other compensation	5		Describe						
Total compensation pai	d 7,50	00.00							
Check box if the per	son will or may rece	eive any de	ferred com	pensation	(descri	be the	terms b	elow)	
<sup>4</sup> Provide the aggregate value on additional securities of the issue rights exercisable to acquire ad <sup>5</sup> Do not include deferred compe	er. Indicate the secu Iditional securities o	ırity codes i	for all secu						

a) Name of person comp	ensated and regis	tration status							
Indicate whether the person con	npensated is a regist	rant.		☐ No		$\checkmark$	Yes		
If the person compensated is an	individual, provide t	he name of the	individ	lual.					
Full legal name of indivi	idual								
		Family name		_	First	t given n	ame	-	Secondary given names
If the person compensated is no	•								
Full legal name	of non-individual	Raymond Jai	mes L	td.					
Fi	rm NRD number	8 2	4	0				(if appli	icable)
Indicate whether the person con	npensated facilitated	the distribution	throug	gh a fundi	ng port	al or an	interne	t-based p	ortal. ✓ No ☐ Yes
b) Business contact inform	mation								
If a firm NRD number is not pro	vided in Item 8 (a), p	provide the busir	ness co	ntact info	mation	of the p	oerson b	eing com	pensated.
Street address									
Municipality						Р	rovince	e/State	
Country					Р	ostal c	ode/Zip	o code	
Email address						Telep	hone n	umber	
c) Relationship to issuer	or investment fund	d manager							
Indicate the person's relationship the Instructions and the meanin									ning of "connected" in Part B(2) of
Connect with the issue	-		,			•	-		er than an investment fund)
Director or officer of the	ne investment fund o	or investment fu	nd ma	nager	П	Employ	ee of the	e issuer o	or investment fund manager
None of the above									
d) Compensation details									
Provide details of all compensati Canadian dollars. Include cash ca	ommissions, securiti th as clerical, printing	es-based compe g, legal or accou	nsatior Inting s	n, gifts, dis services. A	counts n issuer	or other is not r	comper equired	nsation. D to ask for	tribution. Provide all amounts in Oo not report payments for services r details about, or report on, internal
Cash commissions pa	id 2,50	00.00					Security	code 1	Security code 2 Security code 3
Value of all securitie distributed as compensation			s	ecurity co	des		WN		
Describe to	erms of warrants, op	otions or other ri	ghts	is conve half of 1	rtible a	at \$1.0 non sha	0 per U are pur	Init into	ertible into Units. Each Unit 1 common share and one- arrant. Each whole warrant
Other compensation	n <sup>5</sup>	Desc	cribe						
Total compensation pai	2,50	00.00	,						
Check box if the per	rson will or may rece	eive any deferre	d com	pensation	(descr	ibe the	terms b	elow)	
<sup>4</sup> Provide the aggregate value of additional securities of the issurights exercisable to acquire ac <sup>5</sup> Do not include deferred compo	er. Indicate the secu Iditional securities o	ırity codes for a							

a) Name of person compe	ensated and regis	tration stat	us						
Indicate whether the person con	npensated is a regist	rant.		☐ No		$\checkmark$	Yes		
If the person compensated is an	individual, provide	he name of t	the individ	dual.					
Full legal name of indivi	idual								
		Family name			Firs	t given n	ame	· · · · · · · · · · · · · · · · · · ·	Secondary given names
If the person compensated is no	t an individual, prov	ide the follow	ving infori	mation.					
Full legal name of non-individual Echelon Wealth Partners Inc.									
Fi	rm NRD number	3 2	4	2	0			(if appl	icable)
Indicate whether the person con	npensated facilitated	the distribut	tion throu	gh a fundi	ng port	al or an	interne	t-based p	ortal. ✓ No ☐ Yes
b) Business contact inform	mation								
If a firm NRD number is not pro	vided in Item 8 (a), p	provide the b	usiness co	ntact infor	mation	of the p	person b	eing com	pensated.
Street address									
Municipality						Р	rovince	e/State	
Country					Р	ostal c	ode/Zip	o code	
Email address						Telep	hone n	umber	
c) Relationship to issuer	or investment fund	d manager							
									ning of "connected" in Part B(2) of
the Instructions and the meaning  Connect with the issue	-		43-100 [0	or the purp		•	-		er than an investment fund)
_								•	,
Director or officer of the	ne investment fund o	or investmen	t fund ma	nager	Ш	Employ	ee of the	e issuer o	or investment fund manager
✓ None of the above									
d) Compensation details									
	ommissions, securiti h as clerical, printin	es-based con g, legal or ac	npensatio counting	n, gifts, dis services. A	counts n issuer	or other is not r	r compei required	nsation. E to ask foi	tribution. Provide all amounts in Do not report payments for services r details about, or report on, internal
Cash commissions pai		00.00			•		Security		Security code 2 Security code 3
Value of all securities distributed as compensation	-		S	Security co	des		W N		Security code 2
Describe te	erms of warrants, op	otions or othe	er rights	is conve	rtible a	at \$1.0 non sha	0 per L are pur	Jnit into chase w	rertible into Units. Each Unit 1 common share and one- arrant. Each whole warrant
Other compensation	n <sup>5</sup>	D	escribe						
Total compensation pai	7,00	00.00							
Check box if the per	son will or may rece	eive any defe	erred com	pensation	(descr	ibe the	terms b	elow)	
<sup>4</sup> Provide the aggregate value of additional securities of the issurights exercisable to acquire ad <sup>5</sup> Do not include deferred compe	er. Indicate the secu Iditional securities o	ırity codes fo							

a) Name of person compensa	ated and registra	tion status					
Indicate whether the person compen	sated is a registran	rt.	☐ No	$\checkmark$	Yes		
If the person compensated is an indi	vidual, provide the	name of the indiv	ridual.				
Full legal name of individua	ıl						
	Fan	nily name		First given n	ame	Secondary	given names
If the person compensated is not an	individual, provide	the following info	ormation.				
Full legal name of n	on-individual M	ackie Research	Capital Cor	rporation			
Firm N	NRD number	3 0 7	0		(if a <sub>l</sub>	oplicable)	
Indicate whether the person compen	sated facilitated the	e distribution thro	ough a funding	portal or ar	internet-base	d portal.	No Yes
b) Business contact informati	on						
If a firm NRD number is not provided	d in Item 8 (a), prov	vide the business	contact inform	ation of the	person being c	ompensated.	
Street address							
Municipality				Р	rovince/Stat	е	
Country				Postal o	code/Zip cod	е	
Email address				Telep	hone numbe	r	
c) Relationship to issuer or in	vestment fund m	nanager	_				
Indicate the person's relationship win							ed" in Part B(2) of
Connect with the issuer or			701 tire purpos			other than an inves	tment fund)
Director or officer of the in			nanager [			er or investment fur	
_	vesiment fund of it	ivesiment idna n	ianagei [	Lilipioy	ee or the issu	er or investment fur	iu managei
✓ None of the above							
d) Compensation details							
Provide details of all compensation p Canadian dollars. Include cash comm							
incidental to the distribution, such as	clerical, printing, le	egal or accounting	g services. An i	issuer is not i	required to ask		
allocation arrangements with the dir		<u> </u>	n-individual co	mpensated b	y the issuer.		
Cash commissions paid	1,050.	00			Security code 1	Security code 2	Security code 3
Value of all securities distributed as compensation <sup>4</sup>			Security code	es			
. г	of warrants, option	 ns or other rights					
Other compensation <sup>5</sup>	- Tarrame, opine	Describe					
Total compensation paid	1,050.						
· · L							
Check box if the person	will of may receive	e any deferred co	mpensation (c	describe the	terms below)		
<sup>4</sup> Provide the aggregate value of all additional securities of the issuer. In							
rights exercisable to acquire addition	nal securities of th		วนาเนฮร นิเริน IDI	ui <del>c</del> u as COM <sub>i</sub>	oensauon, <u>inc</u>	<u>чанну</u> орнон <b>я</b> , wari	สาแจ บา บแทษา
<sup>5</sup> Do not include deferred compensa	uOH.						

a) Name of person compen	sated and regis	stration status						
Indicate whether the person comp	ensated is a regist	rant.	☐ No	$\checkmark$	Yes			
If the person compensated is an in	dividual, provide	the name of the indi	vidual.					
Full legal name of individu	ual							
		Family name		First given n	ame	Secon	dary given names	
If the person compensated is not a	ın individual, prov	ide the following info	ormation.					
Full legal name of	non-individual	GMP Securities	L.P.					
Firm	NRD number	2 1 9	8	0	(if	applicable)		
Indicate whether the person comp	ensated facilitated	the distribution thro	ough a funding	portal or ar	internet-bas	ed portal.	✓ No	] Yes
b) Business contact information	ation							
If a firm NRD number is not provid	ded in Item 8 (a), ¡	provide the business	contact inform	ation of the	person being	compensated.		
Street address								
Municipality				Р	rovince/Sta	ite		
Country				Postal o	code/Zip co	de		
Email address				Telep	hone numb	er		
c) Relationship to issuer or	investment fun	d manager						
Indicate the person's relationship with the Instructions and the meaning of							nnected" in Part E	3(2) of
Connect with the issuer			701 tine purpos		_		nvestment fund)	
Director or officer of the			nanager [				nt fund manager	
<u>_</u>	investment rana (	or investment fund i	lialiagei	Lilipioy	ee or the iss	uei oi ilivesillei	it fulld manager	
✓ None of the above								
d) Compensation details								
Provide details of all compensation Canadian dollars. Include cash con incidental to the distribution, such allocation arrangements with the d	nmissions, securiti as clerical, printin	es-based compensat g, legal or accountin	ion, gifts, disco g services. An i	unts or othei issuer is not i	r compensati required to as	on. Do not repor	t payments for se	ervices
Cash commissions paid		00.00	r-triatviduat co	impensatea t	ly the issuer.			
·		00.00		-	Security code	1 Security cod	de 2 Security co	ode 3
Value of all securities distributed as compensation <sup>4</sup>			Security code	es				
Describe terr	ns of warrants, or	otions or other rights	i					
Other compensation <sup>5</sup>		Describe						
Total compensation paid	40	00.00						
Check box if the person	on will or may rec	eive any deferred co	mpensation (d	describe the	terms below	)		
<sup>4</sup> Provide the aggregate value of a	all securities distri	buted as compensa	tion. excluding	options wa	rrants or oth	er riahts exercis	able to acquire	
additional securities of the issuer rights exercisable to acquire addisconnection of the include deferred compensations.	Indicate the secuitional securities of	urity codes for all se						er

a) Name of person compen	sated and regis	stration status							
Indicate whether the person compe	ensated is a regist	rant.	☐ No	•	Yes				
If the person compensated is an in	dividual, provide	the name of the ind	lividual.						
Full legal name of individu	ual								
		Family name		First giver	n name	I	Secondary	given names	
If the person compensated is not a	n individual, prov	ide the following in	formation.						
Full legal name of	non-individual	Clarus Securitie	es Inc.						
Firm	NRD number	1 3	1 6	0		(if app	olicable)		
Indicate whether the person compe	ensated facilitated	the distribution th	rough a fund	ing portal or	an internet	t-based	portal.	No 🗌	Yes
b) Business contact informa	ation								
If a firm NRD number is not provid	led in Item 8 (a), ¡	provide the business	s contact info	rmation of th	e person b	eing cor	mpensated.		
Street address									
Municipality					Province	/State			
Country				Posta	l code/Zip	code			
Email address				Tele	ephone ni	umber			
c) Relationship to issuer or	investment fun	d manager							
Indicate the person's relationship versions the Instructions and the meaning of								ed" in Part B(2	2) of
Connect with the issuer			o for the purp		_		her than an inves	tment fund)	
Director or officer of the			manager	<u> </u>			or investment fu		
<u>_</u>	investment rana (	or investment tunu	manager		Oyee or trie	e issuei	or investment tu	id manager	
✓ None of the above									
d) Compensation details									
Provide details of all compensation Canadian dollars. Include cash com- incidental to the distribution, such a allocation arrangements with the a	nmissions, securiti as clerical, printin	es-based compensa g, legal or accounti	ition, gifts, dis ng services. A	counts or oth n issuer is no	her comper ot required	nsation. to ask fo	Do not report pay	ments for serv	/ices
Cash commissions paid		50.00		<i>p</i>	_			la	
Value of all securities					Security	code 1	Security code 2	Security code	e 3
distributed as compensation <sup>4</sup>			Security co	odes					
Describe tern	ns of warrants, or	otions or other right	is						
Other compensation <sup>5</sup>		Describ	е						
Total compensation paid	15	50.00							
Check box if the perso	n will or may rec	eive any deferred o	compensation	(describe th	ne terms be	elow)			
<sup>4</sup> Provide the aggregate value of a	Ill securities distri	buted as compens	ation, excludi	ng options. v	varrants or	r other n	ights exercisable	to acquire	
additional securities of the issuer. rights exercisable to acquire addi. <sup>5</sup> Do not include deferred compens	Indicate the sectional securities of	urity codes for all s							

a) Name of person compensated and regist	ration status					
Indicate whether the person compensated is a registro	ant.	☐ No	✓ Yes			
If the person compensated is an individual, provide th	e name of the individ	dual.				
Full legal name of individual						
F	amily name	First	given name		Secondary (	given names
If the person compensated is not an individual, provid	le the following infor	mation.				
Full legal name of non-individual	BMO Nesbitt Burn	s Inc.				
Firm NRD number	2 5 8	0		(if app	olicable)	
Indicate whether the person compensated facilitated	the distribution throu	gh a funding porto	al or an interne	= et-based	portal.	No Yes
b) Business contact information						
If a firm NRD number is not provided in Item 8 (a), pr	ovide the business co	ntact information	of the person	being cor	mpensated.	
Street address						
Municipality			Provinc	e/State		
Country		P	ostal code/Zi	ip code		
Email address			Telephone r	number		
c) Relationship to issuer or investment fund	manager					
Indicate the person's relationship with the issuer or in the Instructions and the meaning of "control" in section						ed" in Part B(2) of
Connect with the issuer or investment fund		· · · <u>—</u>			her than an invest	ment fund)
Director or officer of the investment fund or		<u> </u>			or investment fun	
<u></u>	investment fund ma		Imployee or tr	ie issuei	or investment tun	u managei
None of the above						
d) Compensation details						
Provide details of all compensation paid, or to be paid Canadian dollars. Include cash commissions, securities						
incidental to the distribution, such as clerical, printing,	legal or accounting	services. An issuer	is not required	d to ask fo		
allocation arrangements with the directors, officers or		individual compen	sated by the is	ssuer.		
Cash commissions paid 6,00	0.00		Security	code 1	Security code 2	Security code 3
Value of all securities distributed as compensation <sup>4</sup>	S	Security codes				
Describe terms of warrants, opt	ions or other rights					
Other compensation <sup>5</sup>	Describe					
Total compensation paid 6,00						
· · · · <u>    · ·   ·                    </u>			h - 4h - 4 h			
Check box if the person will or may recei	ve any deferred con	ipensation (descri	be the terms t	Delow)		
<sup>4</sup> Provide the aggregate value of all securities distribe additional securities of the issuer. Indicate the securities						
rights exercisable to acquire additional securities of		แนะจ นเจแม่มนเษติ 2	is compensati	υπ, <u>πισιμ</u>	<u>ину</u> орион <b>я, wa</b> rr	anis UI Ulliel
<sup>5</sup> Do not include deferred compensation.						

тем 9 - Directors, Execu	TIVE OFFICERS	AND PROMOT	TERS OF THE ISS	UER				
If the issuer is an investment fund	d, do not complete l	Item 9. Procced to	Item 10.					
Indicate whether the issuer is any o	f the following (select	t the one that appli	es - if more than one	applies, select onl	y one).			
Reporting issuer in any juris	sdiction of Canada							
Foreign public issuer								
Wholly owned subsidiary of	a reporting issuer in	any jurisdiction of	Canada <sup>6</sup>					
Provide nar	ne of reporting issue	r						7
Wholly owned subsidiary of	a foreign public issu	ıer <sup>6</sup>						_
Provide name of	f foreign public issue	r						7
Issuer distributing only eligi	ble foreign securities	and the distribution	on is to permitted clie	ents only <sup>7</sup>				_
If the issuer is at least one of the	-			-				
<sup>6</sup> An issuer is a wholly owned subsice securities that are required by law to respectively. <sup>7</sup> Check this box if it applies to the collection. Refer to the definitions of "e	o be owned by its dir urrent distribution ev	rectors, are benefic en if the issuer mad	ially owned by the re de previous distribut	eporting issuer or to ions of other types	the foreign	public is	suer,	
✓ If the issuer is none of the	above, check this b	oox and complete	Item 9(a) - (c).					
a) Directors, executive officer	s and promoters o	of the issuer						
Provide the following information for territory; otherwise state the country.						tate the <sub>l</sub>	orovince	or
Organization or company name	Family name	First given name	Secondary given names	Business loc non-individ resident jurisdictio individu	ation of ual or ail on of		onship to	
				Province or	country	D	0	Р
	Lien	Lars	Kristian-Engum	Malta		✓	✓	
	Stevens	Michael	Jon	Australia		✓		
b) Promoter information								
If the promoter listed above is not an within Canada, state the province or								
Organization or company name	Family name	First given name	Secondary given names	Residential jurisdiction of individual		tionship one or bo		
				Province or country	D		C	)
c) Residential address of eac	h individual							
Complete Schedule 2 of this form	providing the full r	esidential address	for each individua	l listed in Item 9	(a) and (b)	and att	ach to t	he

completed report. Schedule 2 also requires information to be provided about control persons.

# **ITEM 10 - CERTIFICATION**

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exemt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter/investment fund manager, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/ investment fund manager/agent	Esports Limited		
Full legal name	Lien	Lars	Kristian-Engum
	Family name	First given name	Secondary given names
Title	Chief Executive Officer		
Telephone number	35699581867	Email address	ars@luckbox.com
Signature	"Lars Kristian-Engum Lien"	Date	2019 12 07
			YYYY MM DD

ITEM 11- CONTACT PERSON						
Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.						
Same as individual certifying the report						
Full legal name	McCabe	Rosemary			Title	Securities Paralegal
	Family name	First given name	Secondary giv	ven names	,	
Name of company	Fasken Martineau DuMoulin LLP					
Telephone number	60464314972	En	nail address r	rmccabe@fa	asken.cor	m

### Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedules 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.