

**East Side Games Group Inc.**  
**Management's Discussion and Analysis ("MD&A")**  
**For the Three and Six Month Periods Ended June 30, 2024**

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**MANAGEMENT'S DISCUSSION AND ANALYSIS**

This MD&A should be read in conjunction with the audited consolidated financial statements of East Side Games Group ("ESGG" or the "Company") for the years ended December 31, 2023 and 2022 and the related notes, and our unaudited interim financial statements for the three and six month periods ended June 30, 2024, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's functional and reporting currency is the Canadian dollar and all amounts in this MD&A are expressed in Canadian dollars. This MD&A is dated August 13, 2024.

**CAUTION ON FORWARD-LOOKING STATEMENTS**

This MD&A contains certain statements that may constitute "forward looking statements". Forward looking statements include, but are not limited to, statements regarding future anticipated business developments and the timing thereof, business and financing plans, and ongoing litigation. No assurance can be given that such expectations will prove to be correct. Forward looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. Forward looking statements are not guarantees of future performance, and actual results may differ materially from those in forward looking statements as a result of various factors, including, but not limited to, the Company's ability to generate future revenues; competition; regulation; potential intellectual property issues; reliance on third party distributors; dependence on key executives; dependence on advertising revenue; potential requirement for further funding; IT security risks; potential conflicts of interest with proposed directors and officers; potential share price volatility; need to attract and retain qualified personnel; litigation risks; and ability to implement business strategies.

Although the Company has attempted to identify important factors that could affect it, unknown events may cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements 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 statements. The forward-looking statements in this MD&A address only as of the date hereof. The Company does not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof to reflect the occurrence of unforeseen events other than as required by applicable law.

**COMPANY BACKGROUND & DESCRIPTION OF BUSINESS**

ESGG is a free-to-play mobile game group, creating engaging games that produce enduring player loyalty. Our entrepreneurial culture is anchored in creativity, execution, and a focused growth strategy of games development and publishing of original and licensed IP games, licensing of our Game Kit(s), technology platforms and a disciplined studio acquisition consolidation strategy. Headquartered in Vancouver, the Company has approximately 119 employees and currently operates multiple virtual studios under the East Side Games ("ESG") and LDRLY (Technologies) Inc. ("LDRLY") banners. The Company develops, operates and publishes mobile games within our group and distributed network of Game Kit partners on two main platforms: Apple's iOS and Google's Android.

We generate revenue through in-app purchases ("IAP") from the sale of in-game virtual items that enhance the game-playing experience, and through in-game advertising. Revenue growth will continue to depend on our ability to attract and retain players and effectively monetize our players. We intend to do this through the launch of new games, enhancements to current games and expansion into new markets and distribution platforms.

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Our financial reporting structure will not report on individual titles to respect our partner non-disclosure agreements and competitive information. At June 30, 2024, key published titles and launch dates are as follows:

Game Title	Developer/ Publisher	Worldwide Launch Date	IP Ownership
<i>Trailer Park Boys: Greasy Money</i>	ESG	April 20, 2017	Trailer Park Boys Inc.
<i>Bud Farm Idle Tycoon</i>	LDRLY	March 23, 2019	ESGG
<i>Cheech &amp; Chong Bud Farm</i>	LDRLY	April 19, 2020	Cheech & Chong LLC
<i>RuPaul’s Drag Race Superstar</i>	ESG / Night Garden	October 25, 2021	World of Wonder Productions Inc.
<i>The Office: Somehow We Manage</i>	ESG	January 27, 2022	NBC Universal
<i>Star Trek: Lower Decks - the Badgey Directive</i>	ESG / Mighty Kingdom	September 13, 2022	CBS Viacom
<i>Bud Farm: Munchie Match</i>	ESG / Funkitron	October 25, 2022	ESGG
<i>Milk Farm Tycoon</i>	ESG / NoPowerUp	February 8, 2023	ESGG
<i>Doctor Who: Lost in Time</i>	ESG / Bigfoot	March 8, 2023	BBC Studios
<i>AEW: Rise to the Top</i>	ESG / Game Masons	January 15, 2024	All Elite Wrestling, LLC
<i>Cheech and Chong: Kush Kingdom</i>	ESG / Funkitron	May 7, 2024	Cheech & Chong LLC

Four of ESGG's top seven games are titles that launched in the past three years: *RuPaul’s Drag Race Superstar*, *The Office: Somehow We Manage*, *Doctor Who: Lost in Time* and *Star Trek: Lower Decks - The Badgey Directive*. These titles prove out the product market fit for GameKit, our proprietary software that allows developers to build faster, cheaper, and with a higher chance of success. It also proves our focus on IP driven games is a solid model in a post Identification for Advertisers (“IDFA”) world.

**OVERALL PERFORMANCE**

**For the Three and Six Months Ended June 30, 2024 and 2023**

	Three Months Ended June 30, 2024	Three Months Ended June 30, 2023	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023
Revenue	\$ 20,525,536	\$ 21,274,204	\$ 41,355,888	\$ 45,568,586
Cost of sales	8,226,737	6,984,240	15,726,575	16,635,973
Gross profit	12,298,799	14,289,964	25,629,313	28,932,613
Operating expenses	12,403,299	15,145,292	24,270,755	31,141,217
Other income (expense)	181,483	(103,182)	276,085	(80,962)
Income tax expense (recovery)	(553,704)	(826,162)	(888,931)	(1,050,023)
Net income (loss)	630,687	(132,348)	2,523,574	(1,239,543)
EBITDA (note 1)	2,492,262	2,188,104	6,503,811	4,135,013
Adjusted EBITDA (note 2)	2,542,348	2,713,468	6,687,870	5,248,328
Earnings (loss) per share	0.01	0.00	0.03	(0.02)
USD:CAD average FX rate	1.37	1.34	1.36	1.35

Note 1 - The term EBITDA does not have a standardized meaning according to IFRS. See Non-GAAP Measures - EBITDA and Adjusted EBITDA for more information.

Note 2 - The term Adjusted EBITDA is not defined under IFRS and is not a measure of operating income, operating performance or liquidity presented in accordance with IFRS. The Company defines Adjusted EBITDA as EBITDA adjusted for stock-based compensation, unrealized foreign exchange gain or loss, and non-cash and other adjustments. See non-GAAP measures for more information.

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**Commentary for the six months ended June 30, 2024:**

- For the third straight quarter ESGG has seen the positive results driven by the strategic realignment implemented in late Q3 2023, reporting an Adjusted EBITDA of \$2.45M on revenue of \$20.5M and as a percentage of revenue in excess of 12%.
- Driven by the Company's results, the cash position has also improved to \$7.6M, up \$2.3M or 45% from Q4 2023. The Company will continue its strategy of building up our cash reserves while looking for potential opportunities to invest in new growth games that may arise.
- In the quarter ended June 30, 2024, the Company spent \$5.7 million in user acquisition (UA) costs, consistent with the UA spend for Q2 in 2023. As part of the Company's goal on profitability, the focus is to aim UA spending where the company expects the biggest return with favorable payback windows. Q2 saw the company increase its proportion of UA spend towards Match-3 games (*Cheech and Chong: Kush Kingdom* and *Bud Farm: Munchie Match*) by approximately \$0.9M, while maintaining performance against ROAS targets and D30 and D60 checkpoints, the Company expects to see this the majority of the UA spend paid back to the top line by Q4. Q2 also saw the Company successfully scale Milk to 3x revenue Quarter on Quarter, while maintaining the ROAS targets against D90 payback windows, and will continue to grow into Q3
- Cost of sales include platform fees from Apple and Google, which are 30% of in-app purchases, Amazon hosting fees and IP royalties.
- Q2 2024 advertising revenue decreased to \$4.8 million, or 23% of total revenue, marginally decreased from 25% of total revenue in Q2 2023.
- Operating expenses include development and live operation expenses related to published games, UA costs, administration expenses and amortization expenses. Amortization expense was consistent with the prior year quarter. Core Development costs pertaining to IdleKit and MatchKit have remained steady quarter over quarter and we will continue to optimize these costs as we focus on EBITDA and only make focused bets on new games with high probabilities of a successful outcome.
- For the six-month period ended June 30, 2024, the Company recorded a net income of \$2.5M (2023 – loss of \$1.2M), EBITDA of \$6.5M (2023 - \$4.1M) and Adjusted EBITDA of \$6.6M (2023 - \$5.2M).

## **PROFITABILITY STRATEGY**

We are focused on four primary ways to grow our business sustainably:

### **1. Strategic Realignment for Profitability**

- Realigning the Company structure to proactively adapt to the major shifts in the gaming industry and macro-economic environment for sustainable profitability and growth
- Tighter focus on IP driven games and partnerships
- Reducing costs and promoting talent density within the Company
- Monthly accumulation of cash to enable flexibility to take advantage of potential opportunities that may arise

### **2. Sustainable and Profitable Acquired Growth**

- ESGG is an opportunistic and disciplined buyer looking for accretive acquisitions that support diversification of studio talent, technology, intellectual property and games in an exceptional way.
- The Game Kit ecosystem provides a high-quality pipeline for future acquisitions through an "incubator" line of sight which allows us to assess cultural fit, skill sets and acquire studio management alignment.
- ESGG will focus on increasing quality and quantity of creative assets, diversity of ad networks and audiences in conjunction with increased collaboration with analytics and product to maximize new game launch opportunities.

### **3. Organic Growth**

- Games Development & Publishing – licensed IP or owned IP
- Unlock white space, loyal fandoms and underserved markets such as Cannabis and LGBTQ+
- Active "Live Ops" services to drive player retention and long-term commitment through content driven in-game events

### **4. Distributed Growth through the Game Kit Software Platform**

- Game Kit is ESGG's core software technology. This internally developed proprietary software framework for building specific mobile games allows for a material decrease in the typical build to launch timeline for mobile games to reduce development cost and increase the potential for game success with proven monetization mechanics. This platform is utilized internally within the group to drive efficiencies and is licensed to related or 3<sup>rd</sup> party professional development studios on an invite only basis on a revenue-share and SaaS-based models

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**Non GAAP Key Audience Metrics:**

We manage our business by tracking several non-GAAP operating metrics we believe collectively best reflect key audience growth, retention and monetization trends. The audience metrics areas are outlined as follows:

**Daily Active Users (DAU):** The Company defines DAU as the number of users who played one of its mobile games during a particular day. DAU for a particular period is the average DAU of each day during that period. We use DAU as a measure of audience engagement.

**Monthly Active Users (MAU):** The Company defines MAU as the number of users who played one or more of its mobile games during a 30-day period ending with the measurement date. Annual and quarterly MAU is the average MAU at each month-end during that period. We use MAU as a measure of total game audience size.

**DAU/MAU %:** The Company defines DAU/MAU “stickiness rate” as Daily Active Users (DAU) in the period divided by Monthly Active Users (MAU) in the period. We use this metric to evaluate how often users interact with our products.

**Average Revenue per Daily Active Users (ARPDau):** The Company defines ARPDau as its total revenue in a particular period, divided by the number of days in that period, divided by DAU in that period. We use this metric to evaluate monetization across our player base from both in-app purchases and advertising.

<b>Key Metrics</b>	<b>Q2 2024</b>	<b>Q2 2023</b>
DAU	229,681	272,864
<i>Y-o-Y %</i>	<i>-15.8%</i>	<i>-21.3%</i>
MAU	896,689	947,020
<i>Y-o-Y %</i>	<i>-5.3%</i>	<i>-29.4%</i>
DAU / MAU	25.6%	28.8%
<i>Y-o-Y %</i>	<i>-11.1%</i>	<i>11.4%</i>
ARPDau	\$0.98	\$0.92
<i>Y-o-Y %</i>	<i>6.7%</i>	<i>1.6%</i>

**Total Game Portfolio:** We finished the period with average DAU of 229,681, down 15.8% year-over-year, and average MAU of 896,689, down 5.3% year-over-year. This decline was driven by decreased UA investment over the past year. ARPDau of \$0.98, increased 6.7% as compared to Q2 2023. The core metrics of the games remain solid, with the challenge being in only discovery and new player acquisition. The Company intends to solve this through IP and marketing innovation.

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**SELECT QUARTERLY INFORMATION**

	<b>Q2 2024</b>	<b>Q1 2024</b>	<b>Q4 2023</b>	<b>Q3 2023</b>
Revenue	\$ 20,525,536	\$ 20,830,352	\$ 20,582,746	\$ 20,826,843
Cost of sales	8,226,737	7,499,838	6,969,261	9,044,571
Gross profit	12,298,799	13,330,514	13,613,485	11,782,272
Operating expenses	12,403,299	11,867,456	11,314,512	12,300,713
Other income (expenses), net	181,483	94,602	194,268	33,360
Income tax expense (recovery)	(553,704)	(335,227)	1,405,220	(723,271)
Net income (loss) for the period	630,687	1,892,887	1,088,021	238,190
EBITDA (Note 1)	2,492,262	4,011,549	4,709,809	2,287,426
Adjusted EBITDA (Note 2)	2,542,348	4,093,330	4,467,152	3,133,498
Earnings (loss) per share	0.01	0.02	0.01	0.00

Note 1 - The term EBITDA does not have a standardized meaning according to IFRS. See Non-GAAP Measures - EBITDA and Adjusted EBITDA for more information. USD:CAD average exchange rate is as follows : (Q2 2024 – 1.37, Q1 2024 – 1.35, Q4 2023 – 1.36, Q3 2023 – 1.34)

Note 2 - The term Adjusted EBITDA is not defined under IFRS. See non-GAAP measures for more information.

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**LIQUIDITY & CAPITAL RESOURCES**

Cash for the Company at June 30, 2024 was \$7.6 million, compared to net cash of \$5.2 million at December 31, 2023. Subsequent to June 30, 2024, the Company collected the Apple receivable of \$1.7 million on July 5, 2024, putting the Company’s cash at \$9.3 million.

On November 14, 2023, the Company announced a renewal of its Normal Course Issuer Bid (“NCIB”) authorizing the Company to purchase 4,076,819 of its shares. Through June 30, 2024, the Company purchased 1,430,419 shares at an average price of \$0.77. We plan on continuing to buy back shares.

The net cash generated in operating activities for the period ended June 30, 2024 was \$4.2 million compared to \$2.6 million used during the prior year period. This is mainly due to continued realized Opex / UA efficiencies, the timing of minimum guarantee payments for IP in payables and changes in prepaid expenses relating to development on upcoming games. Operating cash flow before working capital changes remains strong at \$6.8 million, an increase of \$2.0 million from the prior year period.

**SHARE CAPITAL**

The Company has an unlimited number of authorized common shares.

On November 14, 2023, the Company announced a renewal of its Normal Course Issuer Bid (“NCIB”) authorizing the Company to purchase 4,076,819 of its shares. Through June 30, 2024, the Company purchased 1,430,419 shares at an average price of \$0.77, including 172,400 shares in Q2 2024 at an average price of \$0.80 per share.

Former ESG shareholders agreed that 48,985,416 shares are subject to lock-up with one third coming out of lock-up on each of February 5, 2022, February 5, 2023 and February 5, 2024. As of the date of this MD&A, all of these shares have been released, including the contingent shares.

	<b>Shares Locked-up</b>	<b>Released on Feb 5, 2022</b>	<b>Released on Feb 5, 2023</b>	<b>Released on Feb 5, 2024</b>
<b>Acquisition of ESG</b>	48,985,416	16,328,472	16,328,472	16,328,472
<b>Contingent payment (shares issuable)</b>	2,962,962	-	1,481,481	1,481,481

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**FINANCIAL INSTRUMENTS**

*Credit risk*

Credit risk arises from the potential that a counter party will fail to perform its obligations. The Company’s main exposure to credit risk relates to its trade receivables. The credit risk is minimal since the majority of the Company’s receivables come from large corporations who pay the Company advertising and gaming revenue. There is no bad debt expense in the current or prior periods and in the opinion of management, none of the amounts comprising this balance were considered impaired. As at June 30, 2024, 71% (December 31, 2023 – 71%) of the Company’s trade receivables were concentrated to three major Digital Storefronts and advertisers. The Company has not had any problems with payment from these Digital Storefronts and advertisers and as such management is of the opinion that any concentration of credit risk is minimal.

*Liquidity risk*

Liquidity risk is the risk that the Company will not have the resources to meet its obligations as they fall due. The Company manages this risk by closely monitoring cash forecasts and managing resources to ensure that it will have sufficient liquidity to meet its obligations. The following are the remaining contractual maturities of financial liabilities at the reporting date:

	<b>Contractual cash flows</b>				
	<b>Total</b>	<b>2 months</b>	<b>3-12 months</b>	<b>13-24 months</b>	<b>25-48 months</b>
<b>June 30, 2024</b>					
Trade and other payables	11,262,045	9,530,050	1,731,995	-	-
Long-term liabilities <sup>(i)</sup> (minimum guarantee payments)	2,851,333	-	-	2,851,333	-
	<b>14,113,378</b>	<b>9,530,050</b>	<b>1,731,995</b>	<b>2,851,333</b>	<b>-</b>
<b>December 31, 2023</b>					
Trade and other payables	12,476,853	9,785,185	2,691,668	-	-
Long-term liabilities <sup>(i)</sup> (minimum guarantee payments)	3,110,813	-	-	2,774,588	336,225
	<b>15,587,666</b>	<b>9,785,185</b>	<b>2,691,668</b>	<b>2,774,588</b>	<b>336,225</b>

(i) Total cash payment amounts do not include present value discounts.



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*Currency risk*

Currency risk is the risk to the Company’s earnings that arise from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company is exposed to foreign currency exchange risk on cash and cash equivalents, trade and other receivables, and trade and other payables held primarily in U.S. dollars. The Company does not use derivative instruments to reduce its exposure to foreign currency risk.

At June 30, 2024, 1 Canadian Dollar was equal to \$0.7296 US Dollar (December 31, 2023 - \$0.7561).

	<b>June 30, 2024</b>		December 31, 2023	
	<b>US Dollar</b>	<b>CDN Equivalent</b>	US Dollar	CDN Equivalent
Cash and cash equivalents	<b>3,122,031</b>	<b>4,279,367</b>	3,218,365	4,256,610
Trade and other receivables	<b>4,707,065</b>	<b>6,451,974</b>	4,790,427	6,335,819
Trade and other payables	<b>(3,915,483)</b>	<b>(5,366,953)</b>	(3,102,401)	(4,103,235)

Based on the net exposures as of June 30, 2024 and assuming that all other variables remain constant, a 10% fluctuation on the Canadian Dollar against the US Dollar would result in a change to the Company’s net income by approximately \$487,672 (December 31, 2023 - \$589,927).

## **RELATED PARTY TRANSACTIONS**

### *Transactions with Night Garden*

During the period ended June 30, 2024, the Company incurred \$1.1 million (June 30, 2023 – \$1.1 million) in development costs to Night Garden and were expensed during the quarter.

### *Transactions with Bailey Ransen Family Trust*

The Company has an escrow payable to Bailey Ransen Family Trust totaling \$0.9 million.

## **UPDATE ON OUTSTANDING LITIGATION**

As of December 11, 2023, the claims brought against the Company in the United States District Court of Oregon by Truly Social Games (“TSG”) have been dismissed. The dismissal underscores the lack of merit in the claims brought forth by TSG regarding the integrity and professionalism of ESGG. The Company will continue to vigorously defend against all such claims and has filed a response to TSG’s claim and filed a counter claim against TSG in British Columbia. The Company intends to pursue all legal and/or equitable remedies available to it with respect to the repayment of all excess amounts funded.

## **NON-GAAP MEASURES**

We have included certain non-GAAP performance measures throughout this MD&A. These performance measures are employed by us internally to measure operating and economic performance and to assist in business decision-making, as well as providing key performance information to senior management. We believe that, in addition to conventional measures prepared in accordance with IFRS, certain investors and other stakeholders also use this information to evaluate our operating and financial performance; however, these non-GAAP performance measures do not have any standardized meaning. Accordingly, these performance measures are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

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**Non-GAAP Measures – EBITDA and Adjusted EBITDA**

We believe that, in addition to conventional measures prepared in accordance with IFRS, the Company and certain investors use EBITDA and Adjusted EBITDA as an indicator of our ability to generate liquidity by producing operating cash flow to fund working capital needs and fund development expenditures. EBITDA is also frequently used by investors and analysts for valuation purposes whereby EBITDA is multiplied by a factor or “EBITDA multiple” that is based on an observed or inferred relationship between EBITDA and market values to determine the approximate total enterprise value of a company.

EBITDA and Adjusted EBITDA are intended to provide additional information to investors and analysts and do not have any standardized definition under IFRS, and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. EBITDA and Adjusted EBITDA exclude the impact of cash costs of financing activities and taxes, and the effects of changes in operating working capital balances, and therefore are not necessarily indicative of operating profit or cash flow from operations as determined under IFRS. Other companies may calculate EBITDA and Adjusted EBITDA differently.

**EBITDA**

ESGG defines EBITDA as net income or loss adjusted for income taxes, interest expense, depreciation and amortization.

	<b>Q2 2024</b>	<b>Q1 2024</b>	<b>Q4 2023</b>	<b>Q3 2023</b>
<b>Net income (loss)</b>	630,687	1,892,887	1,088,021	238,190
<b>Income tax</b>	(553,704)	(335,227)	1,405,220	(723,271)
<b>Depreciation and amortization</b>	2,415,279	2,453,889	2,216,568	2,772,507
<b>EBITDA</b>	2,492,262	4,011,549	4,709,809	2,287,426

**Adjusted EBITDA**

ESGG defines Adjusted EBITDA as EBITDA adjusted for stock-based compensation, unrealized foreign exchange gains or losses, non-recurring costs, and non-cash and other adjustments.

	<b>Q2 2024</b>	<b>Q1 2024</b>	<b>Q4 2023</b>	<b>Q3 2023</b>
<b>EBITDA</b>	2,492,262	4,011,549	4,709,809	2,287,426
<b>Stock based comp</b>	136,993	164,614	(151,800)	237,665
<b>Transaction expenses and restructuring costs</b>	6,659	11,769	103,411	641,767
<b>One time items</b>	(93,566)	(96,602)	(194,268)	(33,360)
<b>Adjusted EBITDA</b>	2,542,348	4,093,330	4,467,152	3,133,498

## **SIGNIFICANT 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 interim consolidated financial statements and notes to the interim 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 include identification and valuation of intangible assets and contingent liabilities in business combinations, impairment of long-lived assets, indefinite life intangible assets and goodwill. The application of these and other accounting policies are described in note 2 of our annual consolidated financial statements for the years ended December 31, 2023 and 2022, filed on April 1, 2024. Actual amounts may vary significantly from estimates used. There have been no significant changes in accounting policies applied to the June 30, 2024 interim consolidated financial statements.

## **ACCOUNTING STANDARDS AND AMENDMENTS ISSUED BUT NOT YET APPLIED**

The Company is not aware of any proposed accounting standards or amendments that would have a significant effect on the interim consolidated financial statements as at June 30, 2024.

## **MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING**

Management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements in accordance with IFRS. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Based on a review of the Company's internal control procedures, the Company's Chief Executive Officer and Chief Financial Officer believe its internal controls and procedures are appropriately designed and have certified on the operating effectiveness of internal controls as at June 30, 2024.

There have been no material changes in the Company's internal control over financial reporting during the period ended June 30, 2024 that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

## **Disclosure Controls and Procedures**

Management is also 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 Chief Financial Officer have each evaluated the design of the Company's disclosure controls and procedures as at June 30, 2024, and have concluded that these controls and procedures were appropriately designed.

## **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 Board'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 annually and is free to meet with them throughout the year.

## **RISK FACTORS AFFECTING OUR PERFORMANCE**

The securities of ESGG 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.sedar.com](http://www.sedar.com).

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, the consolidated financial statements for the years ended December 31, 2023 and 2022, 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.

## **ADDITIONAL INFORMATION**

Additional information relating to the Company is available in the interim consolidated financial statements of the Company for the three and six months ended June 30, 2024 and the annual consolidated financial statements for the years ended December 31, 2023 and 2022. Additional information can also be found in the investors section of the Company's website at [www.eastsidegamesgroup.com](http://www.eastsidegamesgroup.com) or on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com).