Playmaker Capital Inc.
Management's Discussion and Analysis
For the Three and Six Months Ended June 30, 2021

August 16, 2021

The following management discussion and analysis ("MD&A") dated August 16, 2021 is intended to assist readers in understanding the business environment, strategies and performance and risk factors of Playmaker Capital Inc. (the "Company", "Playmaker", "we", "us" or "our"). This MD&A provides the reader with a view and analysis, from the perspective of management, of the Company's results of operations and financial position for the three and six months ended June 30, 2021. This MD&A should be read in conjunction with our condensed consolidated unaudited interim financial statements for the three and six months ended June 30, 2021 ("Interim Financial Statements") and notes thereto.

Basis of Presentation

The Interim Financial Statements and related financial information presented herein have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB"). This MD&A should be read in conjunction with our MD&A for the year ended December 31, 2020.

All references in this MD&A to "Q2 2020" are to the Company's three months ended June 30, 2020 and to "Q2 2021" are to the Company's three months ended June 30, 2021.

The Interim Financial Statements and the notes thereto for the three and six months ended June 30, 2021 and this MD&A were approved by the Company's board of directors.

All figures contained in this MD&A are presented in United States dollars unless otherwise stated herein.

Cautionary Statement Regarding Forward Looking-Statements

This MD&A contains certain statements that may be deemed "forward-looking statements", including statements regarding developments in the Company's operations in future periods, adequacy of financial resources and future plans and objectives of Company. All statements in this document, other than statements of historical fact, which address events or developments that the Company expects to occur, are forward looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential", "interprets" and similar expressions, or events or conditions that "will", "would", "may", "could" or "should" occur.

Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include, among other things, continued availability of capital and financing, market or business conditions, and the factors discussed in the "Risk Factors" section of this MD&A. To the extent any forward-looking statements in this MD&A constitutes future-oriented financial information or financial outlook, within the meaning of applicable securities laws, such information is being provided to demonstrate the potential of the Company and readers are cautioned that this information may not be appropriate for any other purpose. Future oriented financial information and financial outlook, as with forward-looking information generally, are based on current assumptions and subject to risks, uncertainties and other factors. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Readers are cautioned not to place undue reliance on this forward-looking information. The Company undertakes no obligation to update these forward-looking statements in the event that Management's beliefs, estimates, opinions or other factors should change except as required by law.

Non-IFRS Measures

This MD&A makes reference to certain non-IFRS measures. These measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of our results of operations from management's perspective. Accordingly, these measures should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS. We use non-IFRS measures including "EBITDA", "Adjusted EBITDA", "working capital", and metrics that are presented on a pro forma basis. These non-IFRS measures are used to provide investors with supplemental measures of our operating performance and thus highlight trends in our core business that may not otherwise be apparent when relying solely on IFRS measures. We believe that securities analysts, investors and other interested parties frequently use non-IFRS measures including industry metrics in the evaluation of issuers. Our management also uses non-IFRS measures, including industry metrics, in order to facilitate operating performance comparisons from period to period, to prepare annual operating budgets and forecasts and to determine components of management compensation.

Description of the Business

Playmaker (formerly Apolo III Acquisition Corp.) was incorporated under the Business Corporations Act (Ontario) on January 19, 2018. The registered head office of the Company is 446 Spadina Road, Suite 303, Toronto, Ontario. The Company is a publicly traded company, listed on the TSX Venture Exchange under the symbol "PMKR".

The principal business of the Company is to build a collection of premier sports media brands by acquiring complementary businesses at the convergence of sports, media, betting and technology, in order to deliver highly engaged audiences of sports fans to sports betting companies, leagues, teams and advertisers.

General Description of the Business

Playmaker is a digital sports media company that lives at the intersection of sports, betting, media, and technology. Playmaker is building a collection of premier sports media brands, curated to deliver highly engaged audiences of sports fans to sports betting companies, leagues, teams and advertisers. Playmaker is focused on the immediately profitable portion of the iGaming ecosystem and is rolling up digital sports media assets and technology to create an ecosystem of highly engaged sports fans that we will monetize with sports betting companies, leagues, teams, and advertisers.

The team at Playmaker has global experience in the gambling, sports, technology and media industries. This wide range of experience will provide Playmaker insight into markets around the world, and a strong understanding of what is required to scale businesses in this sector. The mandate for target acquisitions is global with a core focus on the United States, Latin America, and Canada. The team's combined experience and network provide a unique and proprietary source of deal flow that will assist the company is accessing opportunities in markets all around the world.

Sports betting regulation is changing globally. The repeal of the Professional and Amateur Sports Protection Act ("PASPA") in the US in 2018 led to the opening of online gambling and sports betting in many US states, with several more anticipated in the coming years. During the second quarter of 2021, Canada lifted its ban on single event wagering by passing Bill C-218. Argentina passed iGaming legislation in December 2018, as did Brazil. Regulated online gambling presents significant opportunity for Playmaker as iGaming companies have consistently spent significant marketing dollars to acquire customers. Playmaker will look to leverage its team's global experience to get first mover positions in these emerging markets in addition to the US.

Playmaker is acquiring companies that fit into one of four key categories of focus. These four categories will provide Playmaker with the assets necessary to engage and acquire fans to ensure we create a full-service ecosystem. The four key categories are as follows:

1. Large, Diverse, Engaged Fanbases—We need qualified eyeballs that are engaged by great content

2. Variety of Content, Distribution and Revenue Channels—We need a variety of content and distribution channels to capture the widest audience possible whenever they want it and however they want it. We also need a diversified revenue model to maximize all revenue opportunities and de-risk concentration on any one particular area

3. Influencer Networks and Strong Social Presence—We need influencer networks that are selected carefully to ensure authenticity and relevance to our fans and partners. A strong social presence will ensure that we are relevant to our audience and we stay connected to them

4. Tools to Acquire and Retain Users—We need strong products and retention tools to enhance engagement and promote brand loyalty to achieve our partners' monetization objectives

Principal Products and Services

The Playmaker ecosystem is comprised of three principal customer categories of revenue streams: (i) sports betting and iGaming operators, (ii) traditional advertisers, and (iii) direct to consumer.

- Sports Betting and iGaming Operators: Revenue from Sports Betting and iGaming clients is earned via programmatic advertising, direct campaigns and through agencies specializing in gambling clients.
- Traditional Advertisers: Advertising revenue is generated from traditional blue chip clients including via programmatic advertising, direct campaigns, ad agency and sponsorships.
- Direct to Consumer: Revenue is generated direct from consumers via an eCommerce shop on the Dale Albo fan site in Chile and streaming revenue sharing with rights holders of various media rights.

Growth and Acquisitions

In addition to a plan focused on strong organic growth for Playmaker's first acquired companies, Futbol Sites and Yardbarker (discussed below), Playmaker has a robust and growing proprietary pipeline that will continue to generate value. In seeking out additional acquisition targets, Playmaker will emphasize (i) significant strategic benefits and synergies, (ii) financial accretion, (iii) equity and/or earn-out sale mechanics and (iv) profitability or a clear path to profitably.

Recent Events

Share Reorganization and Consolidation

Subsequent to the receipt of shareholder approval on May 26, 2021, all Class A Preferred Shares were exchanged for Common Shares on a 1:1 basis and then all Common Shares were consolidated on the basis of 2.5 pre-consolidation shares for every 1 post-consolidation common share.

Reverse Takeover

On April 19, 2021, the Company entered into a definitive business combination agreement with Apolo III Acquisition Corp. ("Apolo"), a capital pool company listed on the TSX Venture Exchange (the "Exchange"), to affect a business combination of the two companies (the "Reverse Takeover"). The Reverse Takeover was completed on May 31, 2021 and the Company's common shares began trading on the Exchange on June 3, 2021.

Financings

In January 2021, 22,020,000 preferred units were issued at a price of $0.25 per unit. Each unit is comprised one Class A Preferred Share and one-tenth of a Class A Preferred Share warrant, (each whole special warrant, a "Special Warrant"). Each Special Warrant entitles the holder to acquire, for no additional consideration, one preferred share. Each Special Warrant may be exercised immediately following December 31, 2021 unless a Qualified Event has occurred on or before that date. If a Qualified Event occurs on or prior to that date the Special Warrants will expire.

A Qualified Event is defined as a public listing of the Company's shares or a liquidation event. Upon completion of the Company's public listing in June 2021, the Special Warrants expired.

In connection with the preferred share issuances, the Company granted 524,400 warrants to the agents with each warrant allowing the holder to acquire one Series 3 common share. These warrants are exercisable at a price of $0.25 per common share on the earlier of December 9, 2022 and the date that is twelve months following a public listing of the Company's common shares.

On April 1, 2021, the Company completed an offering pursuant to which it issued 48,000,000 subscription receipts at a price of CAD $0.50 per subscription receipt for gross proceeds of CAD $24,000,000. The subscription receipts were automatically exchanged for post-consolidation common shares of the resulting issuer upon completion of the Reverse Takeover of Apolo by the Company on May 31, 2021. The proceeds of the transaction were held in escrow upon receipt and then were released to the Company on completion of the Reverse Takeover on May 31, 2021.

In connection with the subscription receipt common share issuance, the Company granted 1,575,600 warrants to the agent, with each warrant allowing the holder to acquire one common share. These warrants are exercisable at a price of CAD $0.50 per common share and expire on December 1, 2022.

Acquisition of Futbol Sites

On April 1, 2021, the Company acquired all of the issued and outstanding securities in the capital of Futbol Sites LLC ("FSN") and Odenton Company S.A. ("Odenton" and together with FSN, "Futbol Sites") for aggregate consideration of up to $35,000,000.

The purchase price consideration included $6,000,000 in cash payable on closing, $4,000,000 in deferred cash payable over the 2 years following closing, $12,500,000 in earn-outs based on revenue and earnings in 2021 and 2022, and the issuance of $12,500,000 of convertible debentures. The convertible debentures mature 2 years from the closing date and bear interest in an amount of 5% per annum. The earn-out consideration is based on performance toward targets of $10,000,000 of revenue and $4,000,000 of EBITDA in calendar 2021 and $14,000,000 of revenue and $5,600,000 of EBITDA in calendar 2022.

If at any time before payment of amounts owing under the convertible debentures, the Company consummates a liquidity event, then effective immediately prior to the completion of such event, the convertible debentures shall be deemed to have been surrendered and converted by the holders thereof into the Company common shares at a price equal to the greater of (i) $0.10 per the Company common share, and (ii) 80% of the per-share price attributed to the Company common shares in connection with the applicable liquidity event. Upon completion of the Company's reverse takeover of Apolo the convertible debentures, including accrued interest thereon, were converted for 38,074,061 post-consolidation common shares based on a per-share price of CAD $0.40. That price was equal to 80% of the CAD $0.50 price paid for subscription receipts on April 1, 2021, which converted to post-consolidation common shares on May 31, 2021.

Futbol Sites is a digital sports media group based in the United States and Latin America. Futbol Sites helps global brands, sports betting companies, and football federations manage their digital assets, while designing and executing powerful fan-oriented strategies. With offices and operations in the United States, Argentina, Brazil, Colombia, Chile, and Mexico, Futbol Sites aims to bridge the gap between brands and fans, using data, technology, and a deep knowledge of the sports industry.

Futbol Sites delivers, at scale, the coveted sports fan. FSN is uniquely positioned to deliver engaged and loyal sports fans to advertisers and sports betting companies to the US Hispanic market and in Latin America as one of the largest digital sports media companies in the region. The company operates three flagship brands; BolaVip, Futbol Centro América and Redgol, as well as over 10 different fan sites and over 100 social media assets. The BolaVip, Redgol and Futbol Centro América brands are top ranking across the region. BolaVip is focused on South America, Mexico and the US and is available in Spanish, Portuguese, and English. Futbol Centro América is focused on Central America and the Caribbean and Redgol is focused exclusively on the Chilean market where it is the number one local digital sports media brand. Futbol Sites' fan sites and social media assets connect the most loyal fans to their favourite teams.

FSN generates revenue from its owned and operated media properties and digital assets. There are seven main categories of revenue; six are advertising based and one is direct to consumer. Advertising revenue is generated from Sports Betting and iGaming clients through programmatic advertising, direct campaigns and through agencies specializing in gambling clients. Advertising revenue is also generated from traditional blue-chip clients. This revenue is generated via programmatic advertising, direct campaigns, ad agency and sponsorship. Revenue is generated direct from consumers via an eCommerce operation in Chile and streaming revenue sharing with rights holders of various media rights.

Futbol Sites is focused on two core geographies, Latin America and the United States. A strong focus on localized content has continued to drive audience growth for Futbol Sites' media properties in these key markets. In addition, in both Chile and Mexico, Futbol Sites has begun to live stream sporting events in partnership with the local rights holders on a revenue share basis. This is another way that Futbol Sites continues to develop new revenue channels.

In the US market, Futbol Sites has seen continued growth in sessions and revenue per session. As the US sports betting market begins to develop, key states require suppliers to have various supplier licenses to offer their services. Futbol Sites is currently licensed in the following seven States in the US as a media supplier: New Jersey, Indiana, Tennessee, West Virginia, Pennsylvania, Michigan, and Colorado. Futbol Sites is continuing to build relationships with US sports betting operators for direct marketing campaigns and in the future the objective is to move to an affiliate revenue model.

Acquisition of Fanáticos Por Futebol

On June 11, 2021, Playmaker acquired the domain name, trademark and social media accounts of Fanáticos Por Futebol ("Fanáticos") for aggregate consideration of up to $443,000.

Fanáticos started in 2015 as a Facebook Fan Page and within one year of launch, they had more than 1 million engaged fans. With a major focus on International Soccer content, primarily Champions League and European leagues, Fanáticos is one of Brazil's leading and most engaging soccer news communities, with more than 4.5 million fans across its owned social media channels.

The purchase consideration consisted of $204,000 cash on closing, $23,000 cash payable once the Fanáticos mark is transferred and registered under the Company and up to $216,000 in potential contingent consideration over the 2 years following the close date. The contingent consideration is based on targets around the number of user sessions and targets around engagement on social media pages.

Subsequent Events

Acquisition of Yardbarker

On July 26, 2021, Playmaker acquired the California-based sports and entertainment digital media business, YB Media LLC (d.b.a. Yardbarker) ("Yardbarker") for aggregate consideration of up to $24,000,000.

The purchase price consideration consisted of a payment of $10,000,000 in cash and the issuance of $8,000,000 of Playmaker common shares (the "Initial Shares") on closing, an additional $2,000,000 of Playmaker common shares (the "Contingent Shares") to be issued to the sellers upon Yardbarker achieving a minimum EBITDA of $1,500,000 within the 12-month period following closing and up to $2,000,000 per year ($4,000,000 in aggregate), payable to the sellers based on Yardbarker's performance toward an EBITDA target of $2,500,000 million in each of the two years following closing. The Initial Shares were priced at the equivalent of CAD$0.55 per share. The Contingent Shares will be priced at the greater of CAD$0.60 per share or the trailing 30 day average, volume adjusted, share price of the common shares of Playmaker prior to such issuance.

With its comprehensive North American sports and entertainment focus and highly engaged fan base, Yardbarker represents an integral pillar of Playmaker's growth ambitions and a strong platform from which it will continue to expand its U.S. presence and build its global sports media ecosystem.

Yardbarker is a premier U.S. sports and entertainment media platform, attracting over four million unique users per month and generating more than nine million total sessions across its primarily NFL, NBA, MLB, College Sports, and NHL content offerings. The company's core editorial focus is to create and surface timely, engaging, and relevant news and analysis to its users in a fun and efficient format. The platform publishes over 25,000 full-text articles per month through a combination of its in-house editorial team and 125+ content syndication partner sites, while also augmenting traditional coverage with a collection of over 5,000 sports and entertainment quizzes and slideshows. The unique content mix allows Yardbarker to offer a differentiated user experience and generate high engagement and interaction rates among its audiences.

The Morning Bark, Yardbarker's daily email newsletter, reaches more than 360,000 subscribers with open rates in excess of 25%. The all-in-one email product features a Top 10 rundown of the most important stories of the day and a customizable newsfeed that allows users to keep track of their favourite sports, schools and teams. A significant driver of traffic to the website, The Morning Bark serves as a low-cost, repeatable, first-party user acquisition tool.

Second Quarter Highlights

- Completed the acquisition of 3 leading media brands: Futbol Sites, Yardbarker and Fanáticos.

- Including the results of Futbol Sites, Yardbarker and Fanáticos on a pro forma basis, pro forma revenue increased by 244% to $4,207,099 in Q2 2021, compared to $1,221,677 in Q2 2020. Pro forma adjusted EBITDA increased to $1,575,257 in Q2 2021 from $8,410 in Q2 2020.

- Revenue increased to $3,039,141 in Q2 2021 from $nil in Q2 2020. Operating income increased to $399,674 in Q2 2021, compared to operating loss of $97,628 in Q2 2020.

Discussion of Results of Operations

Select Pro Forma Metrics

The Company acquired the following entities during 2021:

- Futbol Sites: acquired on April 1, 2021
- Fanáticos: acquired on June 11, 2021
- Yardbarker: acquired on July 26, 2021

The "pro forma" figures below assume the acquisition of each entity occurred on the first day of the respective period. The Company is providing pro forma information because the acquisitions in 2021 reduce the comparability of year-over-year figures presented in the financial statements.

	Three Months Ended		Six Months Ended	
	June 30, 2021	**June 30, 2020**	**June 30, 2021**	**June 30, 2020**
Pro forma revenue	$4,207,099	$1,221,677	$7,593,345	$3,017,692
Pro forma adjusted EBITDA	$1,575,257	$8,410	$2,815,147	$346,582

On a pro forma basis, the Company's revenue increased by 244% in the three months ended June 30, 2021, from $1,221,677 in Q2 2020 to $4,207,099 in Q2 2021. The main driver of that increase was Futbol Sites, which saw an increase from $839,368 in Q2 2020 to $3,039,141 in Q2 2021.

For the six months ended June 30, 2021, the Company's pro forma revenue increased by 152%, from $3,017,692 in 2020 to $7,593,345 in 2021. The increase was driven primarily by Futbol Sites, which saw an increase from $1,802,553 in the six months ended June 30, 2020 to $5,302,926 in the same period of 2021.

Pro forma adjusted EBITDA was $1,575,257 in the three months ended June 30, 2021 and $2,815,147 in the six months ended June 30, 2021. These figures were driven primarily by Futbol Sites, which accounted for $921,688 in the three months ended June 30, 2021 and $1,528,587 in the six months ended June 30, 2021.

For the most recently competed fiscal year ended December 31, 2020, Futbol Sites had pro forma revenue of $6,220,453 and pro forma adjusted EBITDA of $2,185,713. In that same year, Yardbarker had pro forma revenue of $3,625,938 and pro forma adjusted EBITDA of $1,343,766.

On a consolidated basis, pro forma revenue and pro forma adjusted EBITDA for the trailing 8 quarters is as follows:

Quarter	**Pro Forma Revenue**	**Pro Forma Adjusted EBITDA**
	($000s)	**($000s)**
June 30, 2021	$4,207	$1,575
March 31, 2021	$3,386	$1,240
December 31, 2020	$4,287	$2,156
September 30, 2020	$2,542	$1,027
June 30, 2020	$1,222	$8
March 31, 2020	$1,796	$338
December 31, 2019	$3,130	$1,489
September 30, 2019	$2,271	$882

The Company's revenue is driven primarily by two factors: the number of user sessions on our websites (traffic) and the revenue earned per session. Both factors are impacted by seasonality during the year, which follows the seasonality in advertiser spend. Advertiser spend is impacted by many factors – including the timing of each advertiser's fiscal year-end and the timing of significant events such as the Olympics or the soccer World Cup – but it generally increases in Q4, which includes Black Friday and the Christmas shopping season. Our revenue is therefore typically highest in Q4 and lowest in Q1 each year. Due to this seasonality, the results in any given quarter are not necessarily indicative of the results for the entire year.

Summary of Financial Results

Financial results in the section below include the results of each acquired business from the date of the closing of their respective acquisitions.

	Three Months Ended		**Six Months Ended**	
	June 30, 2021	**June 30, 2020**	**June 30, 2021**	**June 30, 2020**
	$	$	$	$
Revenue	3,039,141	-	3,039,141	-
Operating expenses	2,493,761	97,628	2,602,398	211,004
Operating income/(loss)	399,674	(97,628)	291,037	(211,004)
Net loss	(1,120,937)	(161,760)	(1,458,546)	(134,672)
Net loss per share - basic & diluted	(0.01)	(0.04)	(0.03)	(0.03)

Revenue

	Three Months Ended		**Six Months Ended**	
	June 30, 2021	**June 30, 2020**	**June 30, 2021**	**June 30, 2020**
	$	$	$	$
Revenue	3,039,141	-	3,039,141	-

All of Playmaker's revenue in the three and six months ended June 30, 2021 was generated by Futbol Sites, which was the Company's only operating entity during the period. Futbol Sites was acquired on April 1, 2021, and therefore there was no revenue reported in earlier periods.

Cost of Sales & Operating Expenses

	Three Months Ended		**Six Months Ended**	
	June 30, 2021	**June 30, 2020**	**June 30, 2021**	**June 30, 2020**
	$	$	$	$
Cost of sales (a)	145,706	-	145,706	-
Advertising, commissions and fees (a)	772,084	-	772,084	-
Web services and publishing (a)	114,003	-	114,003	-
Salary and wages (b)	1,186,320	20,311	1,204,025	88,230
Professional fees (a)	141,913	62,585	224,541	72,726
General and administration (a)	146,427	14,401	154,346	44,870
Share-based compensation (c)	116,918	-	117,008	4,321
Depreciation and amortization (a)	16,096	331	16,391	857
Total cost of sales & operating expenses	**2,639,467**	**97,628**	**2,748,104**	**211,004**

Notes:

(a) Cost of sales primarily includes the merchandise cost of inventory sold through Futbol Sites' e-commerce store. Advertising, commissions and fees consists primarily of paid advertising expenses focused on user acquisition. Web services and publishing mainly includes the cost of hosting and other technology costs required to maintain the Company's sites. Professional fees are primarily corporate activities and are comprised of legal, audit, tax, accounting and other consulting fees. General and administration costs consist of rent, insurance, and other general and office expenses. Depreciation and amortization relates to the depreciation on the Company's fixed assets. In all cases, these expenses were significantly higher in the three and six months ended June 30, 2021 than in the comparative periods due to the acquisition of Futbol Sites on April 1, 2021.

(b) Salary and wages consist of the salaries, benefits and bonuses paid to employees, along with the wages paid to independent contractors. These expenses increased primarily due to the acquisition of Futbol Sites on April 1, 2021. Playmaker also built out its executive team during 2021, adding a Chief Financial Officer in March 2021, a Chief Executive Officer in May 2021, and a Chief Operating Officer in June 2021.

(c) Share-based compensation expense relates to options awarded to the Company's executive officers and board members. The expense recorded during Q2 2021 relates primarily to options awarded to the CEO, COO and CFO when they were hired and to options awarded to the board members of Playmaker who were appointed at the time of the Reverse Takeover of Apolo on May 31, 2021.

Net loss

	Three Months Ended		Six Months Ended	
	June 30, 2021	**June 30, 2020**	**June 30, 2021**	**June 30, 2020**
	$	$	$	$
Operating income/(loss)	**399,674**	**(97,628)**	**291,037**	**(211,004)**
Transaction costs	(172,022)	-	(228,027)	-
Listing and filing fees	(1,734,304)	-	(1,734,304)	-
Interest expense	(107,134)	-	(107,134)	-
Other income	4,247	-	4,247	-
Other expenses	(2,992)	(2,201)	(2,992)	(2,201)
Foreign exchange gain (loss)	512,124	(61,931)	339,157	78,533
Net loss before taxes	**(1,100,407)**	**(161,760)**	**(1,438,016)**	**(134,672)**
Net loss	**(1,120,937)**	**(161,760)**	**(1,458,546)**	**(134,672)**

The Company produced positive operating income for the three and six months ended June 30, 2021 due to the profitability of the Company's operating entity, Futbol Sites. The Company's net loss in the three and six month ended June 30, 2021 was primarily the result of the one-time charges. In particular, the Company incurred listing and filing fees of $1,734,304 in relation to the Company's reverse takeover of Apolo and its public listing on the Exchange, as well as transaction costs for the three and six months ended June 30, 2021 of $172,022 and $228,027, respectively, related to acquisitions.

Interest expense consists mainly of interest paid on the convertible debt issued as part of the purchase consideration for Futbol Sites on April 1, 2021. The Company incurred $102,740 of interest expense on the convertible debt between its issuance on April 1, 2021 and May 31, 2021, at which point the convertible debt and interest thereon was converted settled in exchange for common shares.

The foreign exchange gains recorded in the three and six months ended June 30, 2021 are primarily the result of exchange gains on US dollars held by Playmaker Capital Inc., an entity with a Canadian dollar functional currency. The US dollar appreciated significantly relative to the Canadian dollar between May 31, 2021, the date on which subscription receipt proceeds were paid to Playmaker, and the end of the quarter.

Adjusted EBITDA

We use Adjusted EBITDA as a key measure of operating performance. Adjusted EBITDA is intended to present the results of our operating subsidiaries and it is therefore based on the EBITDA of our Digital Media operating segment. This measure excludes any one-time costs and it excludes the head office costs incurred within our Corporate segment, as in our view those costs are not representative of our core operating results.

Adjusted EBITDA is not a measure of performance under IFRS and should not be considered in isolation or as a substitute for the IFRS measures of profitability presented in our condensed consolidated interim financial statements. Adjusted EBITDA does not have a standardized definition and is therefore not necessarily comparable to other companies.

Because Adjusted EBITDA is intended to reflect our operating results, there is no Adjusted EBITDA recorded in the periods before our April 1, 2021 acquisition of Futbol Sites, our first operating entity. The Adjusted EBITDA presented in the three and six months ended June 30, 2021 is comprised exclusively of Futbol Sites.

	Three Months Ended		Six Months Ended	
	June 30, 2021	**June 30, 2020**	**June 30, 2021**	**June 30, 2020**
	$	$	$	$
Adjusted EBITDA	**921,688**	**-**	**921,688**	**-**
Reconciliation to net loss:				
Operating loss of the Corporate segment	(512,654)	(97,628)	(621,291)	(211,004)
Depreciation and amortization of Digital Media segment	(9,360)	-	(9,360)	-
Non-operating income/(expense):				
Listing and filing fees	(1,734,304)	-	(1,734,304)	-
Transaction costs	(172,022)	-	(228,027)	-
Interest expense	(107,134)	-	(107,134)	-
Other income	4,247	-	4,247	-
Other expenses	(2,992)	(2,201)	(2,992)	(2,201)
Foreign exchange gain (loss)	512,124	(61,931)	339,157	78,533
Taxes	(20,530)	-	(20,530)	-
Net loss	**(1,120,937)**	**(161,760)**	**(1,458,546)**	**(134,672)**

Quarterly Results of Operations

Quarterly Results	**Revenue**	**Net (loss) income**	**Net (loss) income per share - basic and diluted**
	($000s)	**($000s)**	**$**
June 30, 2021	3,039	(1,121)	(0.01)
March 31, 2021	-	(338)	(0.01)
December 31, 2020	-	(102)	(0.01)
September 30, 2020	-	(29)	(0.01)
June 30, 2020	-	(162)	(0.04)
March 31, 2020	-	27	0.00
December 31, 2019	-	(170)	(0.04)
July 16, 2019 (date of incorporation) through September 30, 2019	-	-	-

On April 1, 2021, the Company acquired Futbol Sites. Prior to that acquisition, the Company had no operating activities. Accordingly, there was no revenue recognized prior to Q2 2021. The fluctuations in net loss and comprehensive loss in prior quarters were primarily driven by costs incurred as the Company ramped up and commenced acquisition activity, as well as foreign exchange gains and losses on cash held in US dollars.

The revenue in Q2 2021 was entirely related to Futbol Sites. The net loss and comprehensive loss in Q2 2021 was the result of offsetting factors: the Digital Media segment, consisting of Futbol Sites, produced $886,612 of net income, but that net income was offset by $2,007,549 of net loss in the Corporate segment driven mainly by $1,906,326 in listing and filing fees and transaction costs related to the Company's reverse takeover, its public listing and its acquisition activity.

Liquidity

The table below presents selected financial information about the Company's financial position as at the indicated dates:

	June 30, 2021	**December 31, 2020**
	$	$
Cash	23,513,140	6,631,358
Total Assets	56,827,750	6,635,075
Total Liabilities	13,702,331	87,767
Share Capital, Contributed Surplus and Accumulated Other Comprehensive Income (Loss)	45,020,191	6,983,534
Deficiency	(1,894,772)	(436,226)
Working Capital	24,209,548	6,546,698

Total liabilities consist of the following:

	June 30, 2021	**December 31, 2020**
	$	$
Accounts payable	1,122,581	-
Accrued expenses and other current liabilities	563,067	87,767
Current portion of lease liability	21,535	-
Current portion of long-term debt	42,461	-
Due to related parties	4,356	-
Long-term debt	70,864	-
Long-term lease liability	230,780	-
Deferred consideration	3,793,218	-
Contingent consideration	7,853,469	-
Total liabilities	**13,702,331**	**87,767**

The Company's objective in managing liquidity risk is to maintain sufficient liquidity to meet operational and investing requirements. The Company has historically financed its operations primarily through the sale of share capital – and may at times sell additional share capital to finance future acquisitions. The Company intends to acquire companies that are profitable or that have a clear path to profitability.

As at June 30, 2021, the Company had cash of $23,513,140 (December 31, 2020: $6,631,358) and working capital of $24,209,548 (December 31, 2020: $6,546,698). Though the Company has historically incurred net losses, the net loss in Q2 2021 was driven primarily by one-time items such as $172,022 in transaction costs related to acquisitions and $1,734,304 in listing fees related to the Company's reverse takeover of Apolo and subsequent listing on the Exchange. As shown in the *Select Pro Forma Metrics* section, the Company has been profitable on an Adjusted EBITDA basis when including the results of acquired entities on a pro forma basis.

During the six months ended June 30, 2021, the Company's overall position of cash and cash equivalents increased by $16,881,782, which can be attributed to the following:

- Cash flows used in operations of $832,904 (2020: $221,265). The year-over-year was primarily driven by an increase in net loss from $132,672 in 2020 to $1,458,546, which in turn was primarily related to one-time charges arising from the Company's reverse takeover, public listing, and acquisition activity. The net loss was offset by $515,785 in non-cash expenses and $109,857 in changes in non-cash working capital.

- Cash flows used in investing activities of $6,223,742 (2020: $nil). This included $6,166,393 related to the acquisition of Futbol Sites, $204,290 related to the acquisition of Fanaticos and $15,434 of purchases of property and equipment. These amounts were offset by $162,375 of cash received via the reverse takeover of Apolo.

- Cash flows provided by financing activities of $24,144,438 (2020: cash used in financing activities of $166,666). This increase was primarily the result of $5,355,273 of net proceeds on the issuance of preferred shares in January 2021 and $18,794,935 of net proceeds arising from the issuance on subscription receipts in April 2021, which were exchanged for common shares on completion of the Company's Reverse Takeover of Apolo in May 2021.

- A decrease of $206,010 (2020: increase of $30,326) arising from the impact of foreign exchange on cash.

Capital Resources

At June 30, 2021, the Company's capital resources consisted primarily of cash and accounts receivable.

Commitments

The following is a schedule which summarizes our undiscounted lease payment commitments:

Less than 1 year:	$55,165
1 to 2 years:	$55,694
2 to 3 years:	$57,510
3 to 4 years:	$59,326
4 to 5 years:	$61,142
5 and more years:	$20,583

Transactions with Related Parties

Transactions with related parties are incurred in the normal course of business and initially recorded at fair value.

During the three and six months ended June 30, 2021, the Company incurred $115,276 and $115,366, respectively, in share-based compensation expense associated to executives and board members of the Company (Jordan Gnat, Jake Cassaday, Maryann Turcke, Sebastian Siseles, Wayne Purboo and Mark Trachuk)

During the three and six months ended June 30, 2021, the Company incurred expenses of $1,996 and $4,013, respectively (2020: $58,464 and $58,464, respectively) which were paid for by Relay Ventures Canada Inc., an affiliate of a shareholder (Relay Ventures Fund III) and reimbursed by the Company.

During the three and six months ended June 30, 2021, the Company incurred professional fees of $3,575 for each period (2020: $nil for each period) which were paid to a member of the board (Sebastien Siseles) for services performed.

During the three and six months ended June 30, 2021, the Company incurred no occupancy costs (2020: $4,896 and $20,035, respectively) for a space leased by VS Media Inc., an affiliate of a shareholder (Scott Moore).

As at June 30, 2021, there are $4,356 (December 31, 2020: $nil) in balances owing to an executive of the company (Federico Grinberg).

An executive of the Company (Federico Grinberg) has the opportunity to receive 27% (their proportionate share) of the deferred consideration as well as the contingent consideration associated the acquisition of Futbol Sites.

Financial Instruments

The Company, as part of its operations, carries financial instruments consisting of cash and cash equivalents, accounts receivable, income tax receivable, accounts payable, accrued expenses and other current liabilities, due to related parties, long-term debt, deferred consideration and contingent consideration.

Fair value represents the price at which a financial instrument could be exchanged in an orderly market, in an arm's length transaction between knowledgeable and willing parties who are under no compulsion to act. The Company classifies the fair value of the financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

Level 1: Fair value measurements are those derived from quoted prices (unadjusted) in the active market for identical assets or liabilities.

Level 2: Fair value measurements are those derived from inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (derived from prices).

Level 3: Fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data.

The carrying amount of cash and cash equivalents, accounts receivable, income tax receivable, accounts payable, accrued expenses and other current liabilities, and due to related parties approximates their fair value due to the short-term maturities of these items. The fair value of deferred consideration and contingent consideration are determined using valuation techniques that are not observable.

Outstanding Share Data

The Company is authorized to issue an unlimited number of Common Shares. As of the date of this MD&A, the Company has 194,987,263 common shares outstanding. The Company also has 7,237,200 stock options, 677,760 common warrants and 1,575,600 broker warrants issued and outstanding.

Risk Factors

For a detailed description of risk factors associated with the Company, refer to the sections titled “Financial Instruments and Financial Risk Exposures” and “Business Risks & Uncertainties” contained in the Company’s management’s discussion and analysis for the year ended December 31, 2020 appended to the Company’s non-offering prospectus dated May 21, 2021, which is available on SEDAR at www.sedar.com. The Company’s financial instruments consist of cash, prepaid expenses and accounts payable. Unless otherwise noted, it is management’s opinion that the Company is not exposed to significant interest or credit risk arising from these financial instruments. The fair value of these financial instruments approximates their carrying values, unless otherwise noted.

The Company’s risk exposure and the manner in which such exposure is managed is as follows:

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations with cash. The Company is expected to be able to satisfy its obligations in the near term with its cash balances. As at June 30, 2021, the Company had a working capital balance of $24,209,548 (December 31, 2020: $6,546,698). As such, the Company currently has little exposure to liquidity risk.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk as its cash is held primarily with a major Canadian financial institution. Refer to the Company’s Interim Financial Statements for further discussion on credit risk.

Interest rate risk

The Company’s exposure to the risk of changes in market interest rates relates primarily to the Company’s long-term debt obligations which are in the local currencies. The Company manages its interest rate risk by having a portfolio of generally all fixed rate loans and borrowings. Management believes the Company’s sensitivity on interest payments is economically limited.

Foreign exchange and currency risk

Foreign exchange risk is the potential loss from exposure to foreign exchange rate fluctuation. Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates.

The Company’s exposure to the risk of changes in foreign exchange rates relates primarily to the Company’s operating activities (when revenue or expense is denominated in a foreign currency) and the Company’s net investments in foreign subsidiaries. Exposure to foreign currency risk is evaluated continuously by management. Management believes the Company’s sensitivity to variations in foreign exchange rates is economically limited.

The Company does not utilize any financial instruments to hedge this risk – but it will re-evaluate this position should circumstances change over time.

Critical Accounting Estimates

The Company has ramped up its operations and made acquisitions since December 31, 2020. Accordingly, the Company has made new accounting estimates around topics that have arisen since December 31, 2020. The Company’s significant accounting estimates and assumptions are summarized in Note 4 to the Interim Financial Statements for the three and six months ended June 30, 2021.

Significant Accounting Policies

The Company has ramped up its operations and made acquisitions since December 31, 2020. Accordingly, the Company has introduced new accounting policies around topics that have arisen since December 31, 2020. The Company’s significant accounting policies are summarized in Note 3 to the Interim Financial Statements for the three and six months ended June 30, 2021.

Future Changes in Accounting Policies

There are no new standards issued by the International Accounting Standards Board (“IASB”) that were not effective at June 30, 2021 that are expected to have a significant impact on the Company.