

FORM 9

NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities)**

Name of Listed Issuer:

Symbol(s):

ePlay Digital Inc. (the "Issuer").	EPY
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Date: June 25, 2021 Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Issuance: 86,360,939

Pricing

Date of news release announcing proposed issuance: April 15, 2021

Date of confidential request for price protection: _____

Closing Market Price on Day Preceding the news release: \$0.185

Day preceding request for price protection: _____

Closing

Number of securities to be issued: 12,000,000

Issued and outstanding securities following issuance: 98,360,939

Instructions:

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons
4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10 – Notice of Proposed Transaction
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to

**FORM 9 – NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF
LISTED SECURITIES**

September 2018

Page 1

listings@thecse.com with an appendix that includes the information in Table 1B for ALL places.

**7. Part 1.
Private Placement – NOT APPLICABLE**

Table 1A – Summary

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
Total number of purchasers:			
Total dollar value of distribution in all jurisdictions:			

Table 1B – Related Persons

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) (CDN\$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date ⁽¹⁾	Description of relationship to Issuer ⁽²⁾

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: _____ .
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. _____ .
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: _____ .
4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities.
5. Description of securities to be issued:
 - (a) Class _____ .
 - (b) Number _____ .
 - (c) Price per security _____ .
 - (d) Voting rights _____ .
6. Provide the following information if warrants, (options) or other convertible securities are to be issued:
 - (a) Number _____ .
 - (b) Number of securities eligible to be purchased on exercise of warrants (or options) _____ .
 - (c) Exercise price _____ .
 - (d) Expiry date _____ .
7. Provide the following information if debt securities are to be issued:
 - (a) Aggregate principal amount _____ .
 - (b) Maturity date _____ .
 - (c) Interest rate _____ .
 - (d) Conversion terms _____ .

FORM 9 – NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

September 2018

Page 3

- (e) Default provisions _____ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _ .
- (b) Cash _____ .
- (c) Securities _____ .
- (d) Other _____ .
- (e) Expiry date of any options, warrants etc. _____ .
- (f) Exercise price of any options, warrants etc. _____ .
9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship __
_____ .
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
_____ .
11. State whether the private placement will result in a change of control.
_____ .
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. _____

_____ .
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are

FORM 9 – NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

September 2018

Page 4

subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102 Resale of Securities.

Part 2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

The Issuer has signed an Agreement to Purchase shares dated June 25, 2021 with Holo3D Technologies Inc. ("Holo3D") and its shareholders to acquire all of the issued and outstanding shares of Holo3D Technologies Inc.

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material:

The Issuer entered into an Agreement to Purchase Shares with Holo3D dated June 25, 2021. The agreement provides for the purchase by the Company of all of the issued and outstanding Holo3D shares for an aggregate purchase price of \$1,750,000. The Company will pay the purchase price to the shareholders of Holo3D by the issuance of 12,000,000 Pubco Shares at a deemed price of \$0.145833 per Pubco Share.

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments:

- (a) Total aggregate consideration in Canadian dollars: \$1,750,000.
- (b) Cash: Nil
- (c) Securities (including options, warrants etc.) and dollar value:
12,000,000 common shares @ \$0.145833 per share
- (d) Other: _____ .
- (e) Expiry date of options, warrants, etc. if any: _____ .
- (f) Exercise price of options, warrants, etc. if any: _____ .
- (g) Work commitments: None .

FORM 9 – NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

September 2018

Page 5

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

Arms-length negotiation by an independent committee of the Board.

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: **none**.
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows:

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
Trevor Doerksen	1,500,000	\$0.145833	N/A	NI 45-016 s. 2.12	11,721,415 Common Shares	Insider
Aaron Lamkin	1,000,000	\$0.145833	N/A	NI 45-016 s. 2.12	Nil	
Nambiti Management (Ben Garriott)	2,968,000	\$0.145833	N/A	NI 45-016 s. 2.12	Nil	
Sheldon Inwentash	500,000	\$0.145833	N/A	NI 45-016 s. 2.12	Nil	
Pamela O'Brien	500,000	\$0.145833	N/A	NI 45-016 s. 2.12	Nil	
Sophia O'Brien Doerksen	500,000	\$0.145833	N/A	NI 45-016 s. 2.12	Nil	
Aaron Lapedis	82,000	\$0.145833	N/A	NI 45-016 s. 2.12	Nil	

FORM 9 – NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

September 2018

Page 6

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
MSP Consulting Inc. (Mandeep Singh Parmar)	1,825,000	\$0.145833	N/A	NI 45-016 s. 2.12	300,000 shares, 300,000 warrants, 125,000 options	
SKP Consulting Inc. (Sandeep Kumar Parmar)	500,000	\$0.145833	N/A	NI 45-016 s. 2.12	Nil	
Joy Kai Ventures Inc. (Gurjit Dhaliwal)	500,000	\$0.145833	N/A	NI 45-016 s. 2.12	Nil	
HSP Consulting Inc. (Harwinder Parmar)	500,000	\$0.145833	N/A	NI 45-016 s. 2.12	Nil	
Bobby Atwal	450,000	\$0.145833	N/A	NI 45-016 s. 2.12	Nil	
RSK Holdings Inc. (Ranbir Singh Kalan)	250,000	\$0.145833	N/A	NI 45-016 s. 2.12	Nil	
FSP Holdco LLC (Waylon Ian Chin, Joseph Michael Brander)	225,000	\$0.145833	N/A	NI 45-016 s. 2.12	Nil	
Gail Watt	12,000	\$0.145833	N/A	NI 45-016 s. 2.12	Nil	
Snaige Tina Tone	15,000	\$0.145833	N/A	NI 45-016 s. 2.12	Nil	
Chase Horsman	32,000	\$0.145833	N/A	NI 45-016 s. 2.12	Nil	

FORM 9 – NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

September 2018

Page 7

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
Pete Dembicki	32,000	\$0.145833	N/A	NI 45-016 s. 2.12	Nil	
Darryl Brown	32,000	\$0.145833	N/A	NI 45-016 s. 2.12	Nil	
Shad Bullock	32,000	\$0.145833	N/A	NI 45-016 s. 2.12	Nil	
Gord Horsman	94,000	\$0.145833	N/A	NI 45-016 s. 2.12	Nil	
Marcus Johnson	125,000	\$0.145833	N/A	NI 45-016 s. 2.12	Nil	
Charles Westgard	94,000	\$0.145833	N/A	NI 45-016 s. 2.12	Nil	
Byron Coulthard	32,000	\$0.145833	N/A	NI 45-016 s. 2.12	Nil	
Alexander Cox	200,000	\$0.145833	N/A	NI 45-016 s. 2.12	2,070,000 shares and 500,000 options	
TOTAL:	12,000,000					

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: **Document due diligence.**
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.): **N/A**
 - (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, and if a corporation, identify persons owning or exercising voting control

FORM 9 – NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

September 2018

Page 8

over 20% or more of the voting shares if known to the Issuer): _____

- (b) Cash _____ .
- (c) Securities _____ .
- (d) Other _____ .
- (e) Expiry date of any options, warrants etc. _____
- (f) Exercise price of any options, warrants etc. _____ .

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. **N/A**
10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. **N/A**

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. the Issuer has obtained the express written consent of each applicable individual to:
 - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
 - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such

FORM 9 – NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

September 2018

Page 9

term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).

5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated June 25, 2021

Trevor Doerksen

Name of Director or Senior Officer :



Signature:

Director
Official Capacity:

FORM 9 – NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES

September 2018

Page 10