

FORM 8

NOTICE OF PROPOSED PROSPECTUS OFFERING

Please complete the following:

Name of Listed Issuer: FansUnite Entertainment Inc. (the "Issuer").

Trading Symbol: FANS

Date: July 15, 2021

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: June 22, 2021 and June 23, 2021.

Issued and Outstanding Securities of Issuer Prior to Proposed Prospectus Offering:
183,819,807

Date of News Release Announcing Proposed Prospectus Offering: June 22, 2021
(announcing offering) and June 23, 2021 (announcing upside) .
(or provide explanation if news release not disseminated yet and expected date or
circumstances that are expected to trigger news release dissemination)

1. Prospectus Offering

1. Description of securities to be issued:

(a) Class Units (the "Units") comprised of one common share of the Issuer (a "**Common Share**", and in respect of a Common Share underlying a Unit, a "**Unit Share**") and one-half of one Common Share purchase warrant of the Issuer (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one Common Share (a "**Warrant Share**") at an exercise price of \$1.30 per Warrant Share for a period of 36 months from the closing of the offering .

(b) Number 27,547,100 Units .

(c) Price per security \$0.90 per Unit .

(d) Voting rights One vote per Common Share .

2. Provide details of the net proceeds to the Issuer as follows:

(a) Per security: \$22,844,302.89/27,547,100 = \$0.829 per Unit .

(b) Aggregate proceeds: \$22,844,302.89 (net proceeds) after deducting commissions, fees and expenses of the offering.

3. Provide description of any Warrants (or options) including:
- (a) Number 13,773,550 Warrants .
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 13,773,550 Warrant Shares .
 - (c) Exercise price \$1.30 per Warrant Share .
 - (d) Expiry date 36 months from the date of issuance .
 - (e) Other significant terms N/A .
4. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount _____ .
 - (b) Maturity date _____ .
 - (c) Interest rate _____ .
 - (d) Conversion terms _____ .
 - (e) Default provisions _____ .
5. Details of currently issued and outstanding shares of each class of shares of the Issuer: 183,819,807 Common Shares (prior to proposed offering)
212,055,584 Common Shares (including Unit Shares and CF Fee Unit Shares issued on closing)
 _____ .
6. Describe any unusual particulars of the offering (i.e. tax “flow through” shares, special warrants, etc.).
N/A .
7. Provide details of the use of the proceeds: the use of proceeds is set out in the (final) short form prospectus and includes: future acquisitions; developing additional innovative games under the Askott Games brand; certifying the Chameleon Software Platform for use in the United Kingdom, as well as expanding the Company's footprint in the United States; launching and marketing of a new business-to-consumer brand; and entering into new partnerships and increasing brand awareness.

8. Provide particulars of any proceeds of the offering which are to be paid to Related Persons of the Issuer: N/A
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9. Provide details of the amounts and sources of any other funds that will be available to the Issuer prior to or concurrently with the completion of the offering: N/A
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10. 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 offering (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker, finder or other person receiving compensation in connection with the offering (name, address, beneficial ownership where applicable) Stifel Nicolaus Canada Inc., 145 King Street West, Suite 300, Toronto ON M5H 1J8, Attn: ECMCanada@stifel.com; Gravitass Securities Inc., Bay Adelaide Center, 333 Bay Street, Suite 1700, Toronto ON M5H 2R2, Attn: aburke@gravitassecurities.com (collectively, "Agents").
 - (b) Cash \$1,712,258.82, representing 7.0% of the gross proceeds of the offering and excluding the gross proceeds from the issuance of 33,333 Units settled directly with the Issuer (the "Commission"). The Commission was reduced to 3.5% in respect of president's list purchasers designated by the Issuer (the "President's List Purchasers"). Additionally, an advisory fee (including tax) in the amount of \$1,102.49 was paid to the Agents in respect of one issuer direct settlement for 33,333 Units.
 - (c) Securities 1,903,676 Agent warrants (the "Agent Warrants"), representing 7.0% of the number of Units issued pursuant to the offering, subject to a reduced number of Agent Warrants representing 3.5% of the Units sold by the Agents to President's List Purchasers. Each Agent Warrant entitles the holder thereof to acquire one unit of the Issuer (an "Agent Unit"), with each Agent Unit consisting of Common Share (an "Agent Share") and one-half of one Warrant (each whole warrant, an "Agent Unit Warrant")
 - (d) Other fee 688,677 Units representing the corporate finance fee payable to the Agents in units of the Issuer (the "CF Fee Units") representing 2.5% of the number of Units issued pursuant to the offering. Each CF Fee Unit is comprised of one Common Share ("CF

Fee Unit Share") and one-half of one Warrant (each whole warrant, a "CF Fee Warrant").

- (e) Expiry date of any options, warrants etc. 36 months following issuance
- (f) Exercise price of any options, warrants etc. For Agent Unit: \$0.90; for Agent Unit Warrant: \$1.30 and for CF Fee Warrant: \$1.30.

11. State whether the sales agent, broker, dealer, finder, or other person receiving compensation in connection with the offering is a Related Person of the Issuer with details of the relationship: No

12. Provide details of the manner in which the securities being offered are to be distributed. Include details of agency agreements and sub-agency agreements outstanding or proposed to be made including any assignments or proposed assignments of any such agreements and any rights of first refusal on future offerings: The Units and CF Fee Units are distributed by way of a short form prospectus pursuant to an agency agreement, copies of which are posted on SEDAR.
The Agent Warrants are subject to a standard hold period of 4 months plus one day.

13. Attach any term sheet, engagement letter or other document setting out terms, conditions or features of the proposed offering.

Please refer to the (final) short form prospectus dated July 8, 2021 a copy of which is filed on SEDAR.

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 no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 8 Notice of Proposed Prospectus Offering is true.

Dated July 15, 2021.

Graeme Moore
Name of Director or Senior
Officer

"Graeme Moore"
Signature

Chief Financial Officer
Official Capacity