

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

*These securities have not been registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any of the securities laws of any state of the United States, and may not be offered or sold within the United States or for the account or benefit of U.S. persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This offering document does not constitute an offer to sell, or the solicitation of an offer to buy, any of these securities within the United States or to, or for the account or benefit of, U.S. persons or persons in the United States. "United States" and "U.S. person" have the meanings ascribed to them in Regulation S under the U.S. Securities Act.*

**Offering Document
under the Listed Issuer Financing Exemption**

May 29, 2026



Playgon Games Inc.
(the "**Company**" or "**Playgon**")

SUMMARY OF OFFERING

What are we offering?

Securities:	<p>Pursuant to and in accordance with the listed issuer financing exemption under section 5A.2 of National Instrument 45-106 – Prospectus Exemptions and in reliance on the Coordinated Blanket Order 45-935 – Exemptions from Certain Conditions of the Listed Issuer Financing Exemption, the Company is conducting a non-brokered private placement of units of the Company (each, a "Unit") at a price of \$1.00 per Unit; for aggregate gross proceeds of up to \$10,000,000 (the "Offering").</p> <p>Each Unit will consist of one common share of the Company ("Common Share") and one Common Share purchase warrant ("Warrant").</p> <p>Each Warrant shall entitle the holder to purchase one Common</p>
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	Share at a price of \$1.50 at any time on or before that date which is 24 months after the Closing Date, provided that the Company may, at its discretion, impose an additional 60 day notice period for purposes of exercising said Warrants. The foregoing price per Unit and Warrant exercise price assumes completion of the proposed 100:1 share consolidation as announced by the Company on the date hereof and as further detailed in the management information circular of the Company dated May 28, 2026 (the " Circular ") and available under the Company's SEDAR+ profile at www.sedarplus.ca . All amounts indicated herein that pertain to the Offering, namely the price per security and the number of Common Shares are based on a post-consolidation basis.
Offering Price:	\$1.00 per Unit (the " Issue Price ").
Offering Amount:	The size of the Offering is subject to a minimum of 6,000,000 Units at the Issue Price for minimum gross proceeds of \$6,000,000 (the " Minimum Offering ") and a maximum of 10,000,000 Units at the Issue Price for maximum gross proceeds of up to \$10,000,000 (the " Maximum Offering ").
Offering:	Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 – <i>Prospectus Exemptions</i> (" NI 45-106 "), the Offering is being made to purchasers resident in all of the Provinces of Canada, other than Quebec. The Common Shares offered under the listed issuer financing exemption under Part 5A of NI 45-106 (the " LIFE Exemption ") and Coordinated Blanket Order 45-935 – <i>Exemption from Certain Conditions of the Listed Issuer Financing Exemption</i> (the " Order ") to investors resident in Canada will not be subject to a hold period pursuant to applicable Canadian securities laws.
Forced Conversion of Warrants:	The Company shall have the right, at its sole discretion, to force the exercise of the Warrants by delivering written notice to the holders thereof, provided that the volume-weighted average trading price (VWAP) of the Common Shares on the TSXV equals or exceeds \$2 per Common Share for a period of fifteen (15) consecutive trading days. Upon satisfaction of such condition and receipt of such notice, holders of Warrants shall have thirty (30) days to exercise their Warrants, failing which any remaining and unexercised Warrants will be deemed to have expired and of no further effect.
Closing Date:	On or about June 30, 2026 or such other date as the Company may determine (the " Closing Date "). The Offering may close in tranches.

Exchanges:	The common shares are listed and posted for trading on the TSX Venture Exchange (the "TSXV") under the trading symbol "DEAL".
Last Closing Prices:	The closing price of the Common Shares on the TSXV on May 28, 2026, the last trading day before the date of this Offering Document, was C\$0.01.

All dollar amounts referenced in this Offering Document, unless otherwise indicated, are expressed in Canadian dollars and are referred to as "\$" or "C\$".

The Company is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 *Prospectus Exemptions*. In connection with this offering, the issuer represents the following is true:

- The issuer has active operations and its principal asset is not cash, cash equivalents or its exchange listing.
- The issuer has filed all periodic and timely disclosure documents that it is required to have filed.
- The total dollar amount of this offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed the maximum amounts contemplated under applicable regulation.
- The issuer will not close this offering unless the issuer reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.
- The issuer will not allocate the available funds from this offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.

Cautionary Note Regarding Forward-Looking Information

This Offering Document contains "forward-looking information" within the meaning of National Instrument 51-102 – Continuous Disclosure Obligations of the Canadian Securities Administrators. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the Company's actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information. The information set forth in this Offering Document contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, "forward-looking statements". These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by or include the words "believes", "expects", "anticipates", "estimates", "intends", "plans", "forecasts", or similar expressions. Forward-looking statements are not guarantees of future performance. These forward-looking statements are based on current expectations that involve certain risks, uncertainties and assumptions. Assumptions relating to the foregoing involve judgments with

respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. The Company has no intention and undertakes no obligation to update or revise any forward-looking statements, whether written or oral that may be made by or on the Company's behalf, except as may be required by applicable law. All of the Company's public disclosure filings may be accessed via www.sedarplus.ca and readers are urged to review these materials.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, 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 information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. The forward-looking information herein is provided as of the date of this Offering Document.

SUMMARY DESCRIPTION OF THE BUSINESS

What is our business?

Playgon was incorporated on December 2, 1985, under the laws of the Province of British Columbia. All references in this document to the "Company" refer to Playgon Games Inc. and its wholly owned subsidiaries. The Company is listed and traded on the TSX Venture Exchange ("TSXV") under the symbol "DEAL". The Company's principal office is located at #1100 - 1199 West Hastings Street, Vancouver, British Columbia, V6E 3T5, Canada.

The Company's principal business is the development and licensing of digital content and technology solutions for the growing iGaming market. The Company provides a multi-tenant gateway that enables online operators to offer their customers innovative iGaming software solutions through a seamless operator-level integration. Its current software platform includes Live Dealer Casino and E-Table games (the "**Live Dealer Product**"), delivered under a typical SaaS business model. This integration allows operators to provide their customers with access to Playgon's content without requiring the operator to share or compromise sensitive customer data.

Recent Developments

Items of note during the year ended December 31, 2025 and subsequently include:

- Concurrently with the filing of the Offering Document and announcement of the Offering by the Company, the Company also announced that its next annual and special meeting of its shareholders will be held on June 29, 2026 for the purposes as set out in the Circular, most notably for purposes of approving a proposed 100:1 share consolidation and proposed debt settlement transactions. With respect to such proposed debt settlement, as it relates to certain related parties of the Company, it is a condition to their agreement to the debt settlement that the Company complete the Offering for at the least the Minimum Offering. To the extent all such transactions are completed, additional Common Shares will be issued by the Company. Investors are encouraged to read the Company's press release and Circular for additional information.

- On April 20, 2026, the Company executed a definitive agreement with Digital Nation Entertainment ("**DNE**") to co-develop and commercialize the next generation of AI Dealer technology for Live Gaming. The Company will form a wholly-owned Malta subsidiary to underwrite the development subject to a commercial revenue sharing agreement. Both Playgon and DNE will contribute elements of their respective intellectual property to accelerate the creation of Playgon's next-generation AI Dealer technology. Playgon will own 100% of the developed intellectual property and the agreement is exclusive for any global online gaming application for real money or social gaming wagering for a 5 year term with renewal options. The Company is committed to invest \$1 million USD (payable in milestone tranches) to fund initial development by DNE. Upon revenue generation a portion of the revenues will be used to repay Playgon's initial \$1 million USD contribution. The Company has paid USD \$500,000 to DNE and is targeting initial operator deployment for Q3 2026.
- On April 3, 2026, the Company renewed its MGA license allowing it to provide approved Malta licensed iGaming and sports betting operators with its Live Dealer Platform.
- On March 27, 2026, the Company received approval from the TSXV to extend the maturity date of its secured loans to September 30, 2026 and increased the amount of the facility to \$14,000,000.
- On February 17, 2026, the Company issued 65,090,000 Common Shares at \$0.01 per share to settle interest payable of \$650,900.
- On August 21, 2025, the Company received its AGCO license renewal allowing it to provide Ontario approved iGaming and sports betting operators with its Live Dealer Platform for another year.
- The Company received USD\$3,632,857 (C\$5,077,394) in secured promissory notes during the year ended December 31, 2025.

Material Facts

There are no material facts about the securities being distributed that have not been disclosed in this Offering Document or in any other document filed by the Company in the 12 months preceding the date of this Offering Document.

What are the business objectives that we expect to accomplish using the available funds from the Offering?

The Company's business objective in pursuing the Offering is to support its ongoing operations and advance its strategic growth initiatives. The net proceeds of the Offering are expected to be used by the Company for additional investments in its AI dealer technology, marketing and branding, development staff and gaming costs and general and administrative expenses and other working capital purposes (see below under "How will we use the available funds?").

USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the offering?

		Assuming Minimum Offering Only	Assuming Maximum Offering Only
A	Amount to be raised by the Offering	\$6,000,000	\$10,000,000
B	Selling commissions and fees	\$420,000	\$700,000
C	Estimated offering costs (e.g., legal, accounting, audit)	\$75,000	\$75,000
D	Net proceeds of offering: $D = A - (B+C)$	\$5,505,000	\$9,225,000
E	Working capital as at most recent month end (deficiency)	(\$2,269,381)	(\$2,269,381)
F	Additional sources of funding	-	-
G	Total available funds: $G = D+E+F$	\$3,235,619	\$6,955,619

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming Minimum Offering Only	Assuming Maximum Offering Only
Investment in AI Dealer	-	\$1,500,000
Branding	-	\$500,000
Development Staff and Gaming Costs	\$2,500,000	\$3,000,000
General and Administrative Expenses	\$500,000	\$1,000,000
Additional Working Capital	\$235,619	\$955,619
Total:	\$3,235,619	\$6,955,619

The above-noted allocation of capital and anticipated timing represents the Company's current intentions based upon its present plans and business conditions, which could change in the future as its plans and business conditions evolve. Although the Company intends to spend the proceeds from the Offering as set forth above, there may be circumstances, where for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially

from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan. See the "*Cautionary Note Regarding Forward-Looking Information*" section above.

How have we used the other funds we have raised in the past 12 months?

The Company has not raised funds in the past 12 months.

FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

The Company may engage registrants who introduce investors that participate in the Offering and pay a finder's fee comprised of a cash commission of up to 7% of gross proceeds raised from investors introduced by such registrants and non-transferable finder warrants of up to 7% of the number of Units sold under the Offering to investors introduced by such registrants. Such finder warrants shall entitle the holder to acquire one (1) Common Share at the Issue Price per Common Share for a period of 24 months following the Closing Date.

Does the Dealer have a conflict of interest?

To the knowledge of the Company, it is not a "related issuer" or "connected issuer" of or to the Underwriters, as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*.

PURCHASER'S RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this Offering Document, you have a right:

- (a) to rescind your purchase of these securities with the Company, or**
- (b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.**

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

ADDITIONAL INFORMATION

Where can you find more information about us?

You can access the Company's continuous disclosure on SEDAR+ at www.sedarplus.ca under the Company's profile. For further information regarding the Company, visit our website at:

<https://www.playgon.com>.

Investors should read this Offering Document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment in Units.

DATE AND CERTIFICATE

This Offering Document, together with any document filed under Canadian securities legislation on or after May 29, 2026, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

DATED as of May 29, 2026

PLAYGON GAMES INC.

Per: (s) Darcy Krogh
Darcy Krogh
Chairman & Chief Executive Officer

Per: (s) Harry Nijjar
Harry Nijjar
Chief Financial Officer