



Top Grossing Mobile Games

TSXV : SGW OTC : SGLDF



FORWARD LOOKING STATEMENTS

Certain statements in this Offering Memorandum and presentation may be forward-looking. Such statements include those with respect to Shoal Games' business plans and use of funds raised under this Offering Memorandum. Although Shoal Games believes the expectations reflected in such forward-looking statements are based on reasonable assumptions, it can give no assurances that its expectations will be achieved. Such assumptions, which may prove incorrect, include the following: (i) Shoal Games will be successful in its efforts to pursue the business activities referred to in this Offering Memorandum, (ii) Shoal Games will be successful in its efforts to identify and secure subscribers hereunder, (iii) the subscribers hereunder will complete the subscriptions they have agreed to make under their subscription agreements, (iv) Shoal Games will not identify and pursue other business objectives using the proceeds of raised hereunder and (v) Shoal Games' revenues will remain sufficiently high and the costs of operating Shoal Games' business sufficiently low so as to permit Shoal Games to implement its business plans in a profitable manner. Factors that could cause actual results to differ materially from expectations include those described at Item 8 - Risk Factors. No assurance can be given that any events anticipated by the forward-looking information in this Offering Memorandum or presentation will transpire or occur, or if any of them do so, what benefits that Shoal Games will derive therefrom. In particular, no assurance can be given as to the future financial performance of Shoal Games. Shoal Games disclaims any intention or obligation to update or revise any forward-looking statements in order to account for any new information or any other event, except as required under applicable law. The reader is warned against undue reliance on these forward-looking statements.



CAPITAL MARKET PROFILE

- Exchange and Ticker Info: TSXV:SGW and OTC:SGLDF
- Offices: Anguilla, BWI; London, UK; Vancouver, BC, Canada
- Shares Outstanding: 56,197,703
- Shares Fully Diluted: 56,197,703 (no options outstanding)
- Stock Price (February 26, 2016): CAD \$0.75; US \$0.50
- 52 Week High / Low: CAD \$0.75/\$0.35; US \$0.90/\$0.15
- Market Capitalization (February 26, 2016): CAD \$42,178,277 US \$28,098,852
- In Business Since: 1999
- Number of Employees/Contractors: 18
- Last Q4 Revenues : CAD \$118,770; US \$85,446
- Last Q4 Earnings : CAD \$(1,138,416); US \$(819,004)
- Insider Ownership : 82.53%

INVESTMENT OPPORTUNITY

- INDUSTRY: Projected to grow 38% from 2014 - 2016
- PRODUCT : 668% Q4 over Q3 Revenue growth
- COMPETITION : Proven market segment with few entrants
- TEAM : Software and games professionals
- EXIT : Top Grossing games generate cash





BUSINESS SUMMARY

- Shoal Games is the owner and publisher of Trophy Bingo : an innovative free-to-play mobile bingo game currently live in the App Stores
- Bingo is one of the most lucrative mobile game segments with :
 - High growth
 - Low competition
 - High monetization





COMPANY HISTORY

- Shoal Games Ltd. was Bingo.com, Ltd. until 2015
- Bingo.com, Ltd. offered desktop cash bingo & slots games in the UK & Europe
- In 2012 management identified a market opportunity in mobile free2play bingo and began developing Trophy Bingo
- 2014 brought maturity to the cash games industry and the Bingo.com URL and the cash games business were sold to Unibet PLC on December 31, 2014
- Bingo.com, Ltd. renamed Shoal Games Ltd. on January 22, 2015
- Shoal Games Ltd. listed on TSXV July 2, 2015



MOBILE GAMES MARKET

- Mobile games will be \$28.9B in 2016 from \$20.9B in 2014 : 38% Growth (Juniper Research)
- Social casino segment (slots, bingo & poker) will reach \$4.4B in 2017 from \$3.4B in 2015 : 29% Growth (Eilers Research)
- Social casino games offer the highest levels of average player monetization of all mobile games (Bossa Studios @_RicMoore)





MOBILE BINGO GAMES

- \$150M market in 2014 (Shoal Games internal estimate)
- Bingo Blitz
 - ~45% market share, acquired in 2012 for \$45M by Ceasars Interactive (Playtika)
- Bingo Bash
 - ~45% market share, acquired in 2014 for \$160M by Game Show Network (GSN)
- No innovation in the bingo category since 2012
- Bingo Bash & Bingo Blitz are old products that are vulnerable to innovative new entrants





TOP GROSSING GAMES

- Potential for over \$1B USD in annual gross revenues
- Only a few game categories monetize high enough to enter the

Top Grossing Charts :

- Match 3 (Candy Crush)
- Real Time Strategy (Clash of Clans)
- Slots & Casino (Slotomania)
- Bingo (Bingo Blitz & Bingo Bash)
- 50% of the Top 60 Grossing (Android) are in these categories :
 - Match 3 = 8 games
 - Real Time Strategy = 8 games
 - Slots & Casino = 12 games
 - Bingo = 2 games



Shoal Games believes there's room for Trophy Bingo in the top grossing.

MOBILE BINGO PLAYERS

- Bingo Bash has 20 Million+ Installs (English only)
- Bingo Blitz has 20 Million+ Installs (English only)
- Trophy Bingo is live in English, French, & Spanish
 - Primary Market :
 - Female aged 25 – 45
 - North American & UK based
 - Secondary Markets :
 - Europe
 - Mexico, Central & South America

Trophy Bingo market size estimated at over 35 million players worldwide (Current penetration <1%)

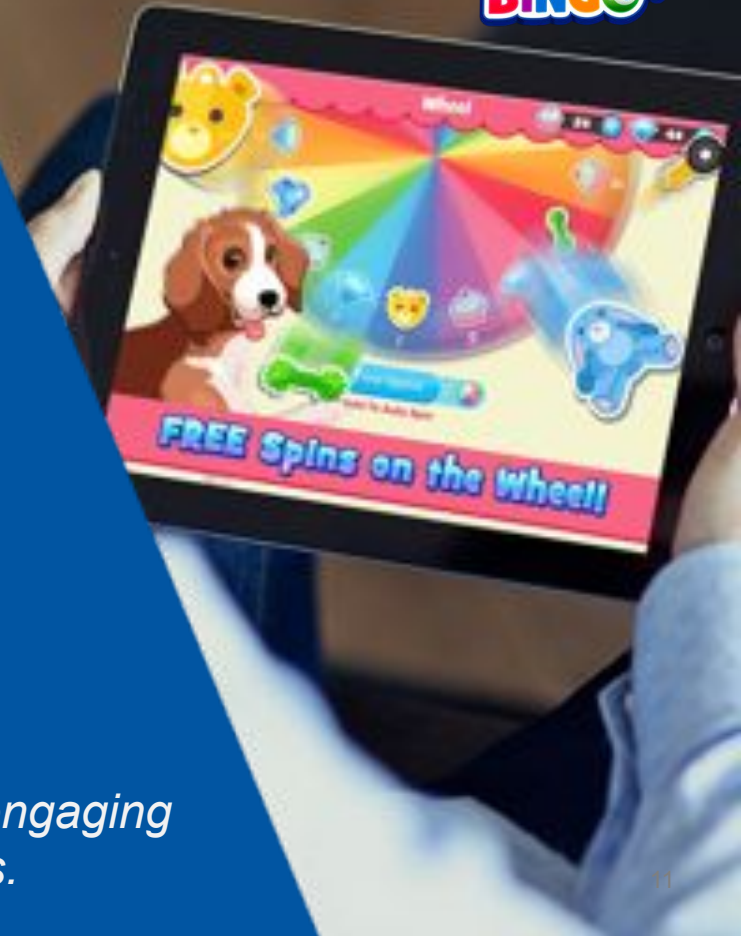




PRODUCT SUMMARY

- Innovative Bingo Game Play (Released)
 - Level format
 - Strategic play
- Collections & Power Ups (Released)
 - Unique collection sets & special powers
- Custom Content & Multi-Player (Pending)
 - Players build their own cards to protect their currency
 - Head-to-Head and Team-vs.-Team bingo games
 - Additional Chapters and Levels

Trophy Bingo stays true to bingo but incorporates engaging content found in popular Top Grossing titles.



PRODUCT POSITIONING



Trophy Bingo targets women with a soft design and bingo game mechanics, but combines strategy and multi-player in a way never seen in a bingo game.

TROPHY BINGO PLAYER REVIEWS

- Currently a lifetime average of 4.31 Stars out of 5
- Trending to a 4.5 Rating with Q4 average reviews of 4.47
- Top 3 Player Comments :
 - “Addictive”
 - “Fun”
 - “Challenging”
- Bingo Bash = 4.3 Bingo Blitz = 4.4

addictive

in 45 reviews

*It's a great bingo game and it's **addictive** and it's really fun to play.*

fun bingo game

in 19 reviews

Fun, fun ,fun bingo game

cute

in 13 reviews

*... Very **cute game**, really relaxing...*

challenging

in 13 reviews

...games are exactly the same so it's nice to see some new ideas an

*The most successful games are the games that are the most engaging.
Trophy Bingo is a game that players love. And we're only at the beginning...*

PRODUCT ROADMAP

- Trophy Bingo – First 6 Chapters–120 Levels (Q3 2015):
 - Level Format (like Candy Crush)
 - Strategic Play (New Innovation)
 - Collections Release Content (New Innovation)
 - Special Power Ups (New Innovation)
- Trophy Bingo Top Grossing (Q3 2016):
 - Build your own Base (like Clash of Clans)
 - Play live Head-2-Head Bingo (New Innovation)
 - Play team Head-2-Head Bingo (New Innovation)



TROPHY BINGO KPIs



ARPDau (Average Revenue Per Daily Active User)

Day 1 Player Retention

Google Play Average Player Ratings

Shoal Games Total Revenue

CHALLENGES & SOLUTIONS

- CHALLENGES : Game has valid “proof-of-concept” content
 - Limited social and viral features
 - Only 120 levels (engaged players run out of content)
 - No build-your-own content
 - No multi-player competition
 - Only 18,000 DAU (Daily Active Users)
- SOLUTIONS : Deliver content & feature expansions
 - Release social & viral feature set (Q1- 2016 Release)
 - Release 20 new levels every month (Q2-2016 commencement)
 - Develop tools for build-your-own content (Q3-2016 release)
 - Develop innovative multi-player game play (Q3-2016 release)
 - Buy players via marketing (Q4 Target = 150,000 DAU)

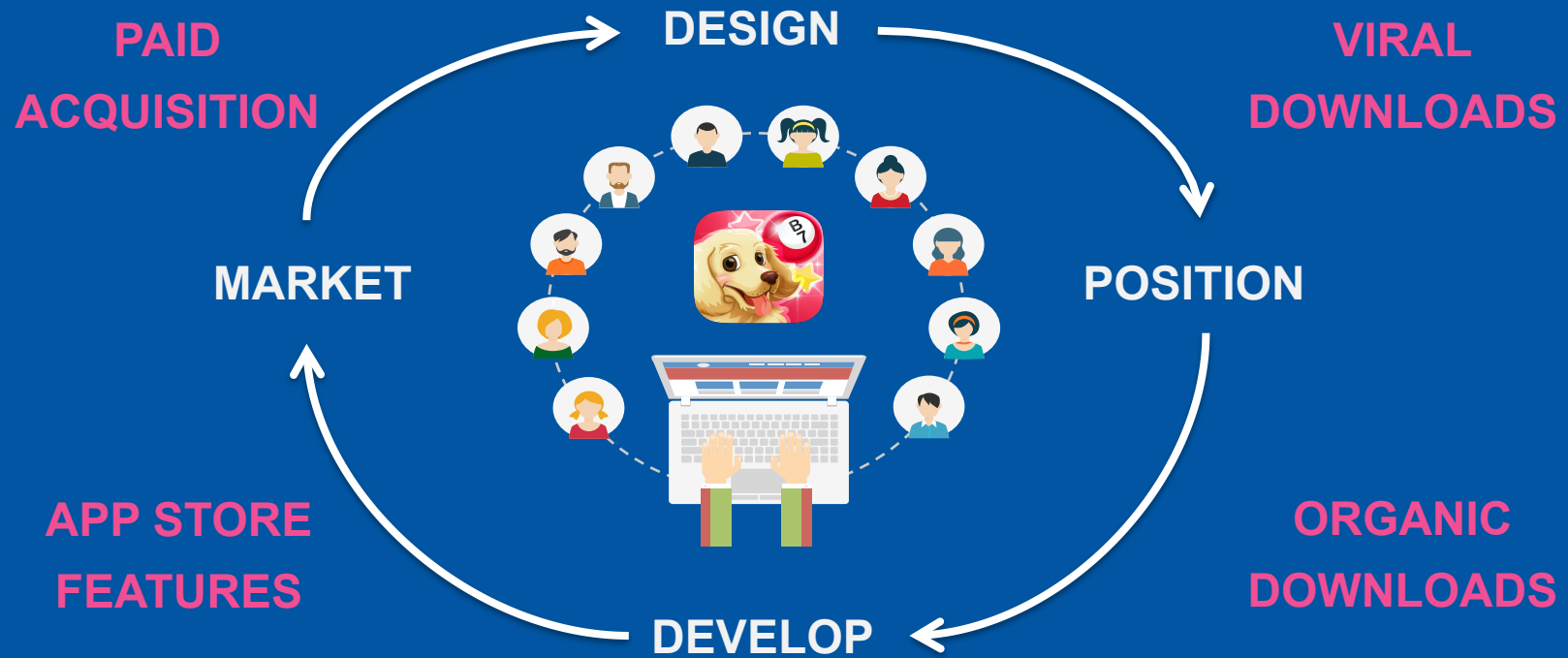


PARTNER : ROADHOUSE INTERACTIVE

- CONTRACT SOFTWARE DEVELOPMENT
 - Vancouver, Canada based team of experienced software engineers
 - Dedicated analytics, game design, and production staff
 - Company of 160+ run by x-EA and other industry veterans
 - Clients include Red Bull, Activision, PCH, Iron Maiden
- CONTRACT PUBLISHING SERVICES
 - Dedicated team of experienced marketers responsible for executing all aspects of Trophy Bingo's marketing plan
 - Experienced acquisition executives responsible for targeting and delivering high value players into Trophy Bingo



GROWTH STRATEGY



TROPHY BINGO REVENUE MODEL

- 95% In-App Purchases of In-Game Credits
 - Players make a purchase when they run out of free credits
- 5% In-App Advertising
 - Optional video advertising for players to earn game credits
- Game delivery and payment via Apple and Google
- Revenue Team develops & releases programs to increase purchases and create high-value repeat customers





KPI COMPARABLES

- Conversion: players into payers
 - King Digital (Candy Crush) Q1 2015 : 2.3%
 - Zynga (Farmville) Q1 2015 : 1.5%
 - Shoal Games (Trophy Bingo) Q4 2015 : 2.01%
- Sessions per Day & Average Session Length
 - The Top 50 Amazon Apps : 3.2 sessions per day, 7.4 minutes per session
 - Trophy Bingo (Q4 2015) : 3.0 sessions per day, 8.4 minutes per session





FINANCIAL POSITION - DEC 31/15

- Q4 Revenue of US \$85,446, an increase of 668% from revenue of US\$11,130, in the third quarter of 2015 (Net of COGS paid to Apple, Google, & Amazon)
- Cash of US \$570,086 and positive working capital of US \$454,341 as at December 31, 2015
- Sales and marketing expenses were US \$337,322 for the quarter ended December 31, 2015
- Net loss for the quarter ended December 31, 2015, amounted to (\$819,004), a loss of (\$0.01) per share

USE OF PROCEEDS

Use of Available Funds	Assuming 50% of Maximum Offering	Assuming Maximum Offering
G & A with Working Capital of US \$450,000	US \$150,000	US \$150,000
Future Trophy Bingo Game Enhancements	US \$600,000	US \$600,000
Player Acquisition and Marketing Costs	US \$150,000	US \$1,150,000
Total :	US \$1,350,000	US \$2,350,000

INVESTMENT HIGHLIGHTS

- GROWTH INDUSTRY: Projected to grow 38% from 2014 - 2016
- LIVE PRODUCT : 668% Q4 over Q3 Revenue growth
- LOW COMPETITION : Proven market segment with few entrants
- TALENTED TEAM : Software and games professionals
- IDENTIFIED OPPORTUNITY : Room for more bingo in Top Grossing
- EXIT : Top Grossing games generate cash

