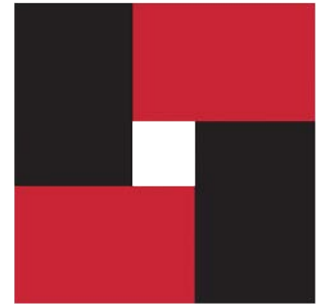




TSXV: SGW  
OTC: SGLDF

ANGUILLA • LONDON • VANCOUVER

KEIRETSU



FORUM

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NORTHWEST  
REGION



Games for Children and Families  
100% Safe. 100% Fun.



# FORWARD LOOKING STATEMENTS

Certain statements in this Presentation may be forward-looking. Such statements include those with respect to Shoal Games' business plans and use of funds raised under this presentation. 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 Presentation (ii) Shoal Games will be successful in its efforts to identify and secure investors hereunder, (iii) the investors hereunder will complete the investments they have agreed to make under their investments 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:- Risk Factors. No assurance can be given that any events anticipated by the forward-looking information in this 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.

- 1) The Offering and Corporate Information
- 2) The Product
- 3) The Market
- 4) Distribution
  - *B2C – Facebook etc.*
  - *B2B – Partnerships*
- 5) Conclusion

# 1) TSXV : SGW

- Shoal Games Ltd. is a publicly traded company
  - Listed on TSXV trading symbol : **SGW**
  - Listed on OTCQB trading symbol : **SGLDF**
- Complete 18 year history on website [www.shoalgames.com](http://www.shoalgames.com)
- Just completed CDN\$ 1,000,000 Unit Offering
- No minimum investment

## SUMMARY

Issuer:	Shoal Games Ltd. ("SGW", or the "Company")
The Offering:	A Non-Brokered Unit Offering to Accredited Investors
Price per Unit:	CDN \$0.45 (US\$0.34) per unit, consisting of one share and one warrant.
Warrant:	<p>To purchase a share for CDN \$0.55 (US \$0.41) per share for the first six months or at CDN \$0.65 (US \$0.48) per share for the subsequent six months.</p> <p>There is a six month Resale Restriction on the shares purchased.</p>
Amount:	Up to CDN \$1.5 Million (US \$1.12 Million) from initial Share purchase
Subscription Agmt.	<a href="http://investor.shoalgames.com/sgw-keiretsu-forum/">http://investor.shoalgames.com/sgw-keiretsu-forum/</a>

Proceeds from the Offering will be used to fund the execution of the Company's Business plan over the next twelve months and includes:

- |   |              |
|---|--------------|
| 1) Strategic contracts with specialist consultants for B2B distribution partnerships in every region globally:  | 33% of raise |
| 2) Technical investment in Rooplay.com web platform and Direct Carrier Billing (DCB) integration with carriers: | 33% of raise |
| 3) General working capital:   | 33% of raise |

## Genesis: 1995 - 2010



Tarrnie Williams

1995 Williams buys  
Bingo.com URL

1998 Williams sells  
URL to PublicCo.  
Bingo.com, Ltd.

2001 Williams takes  
control of Bingo.com,  
Ltd.

1999 Dot-Com Boom

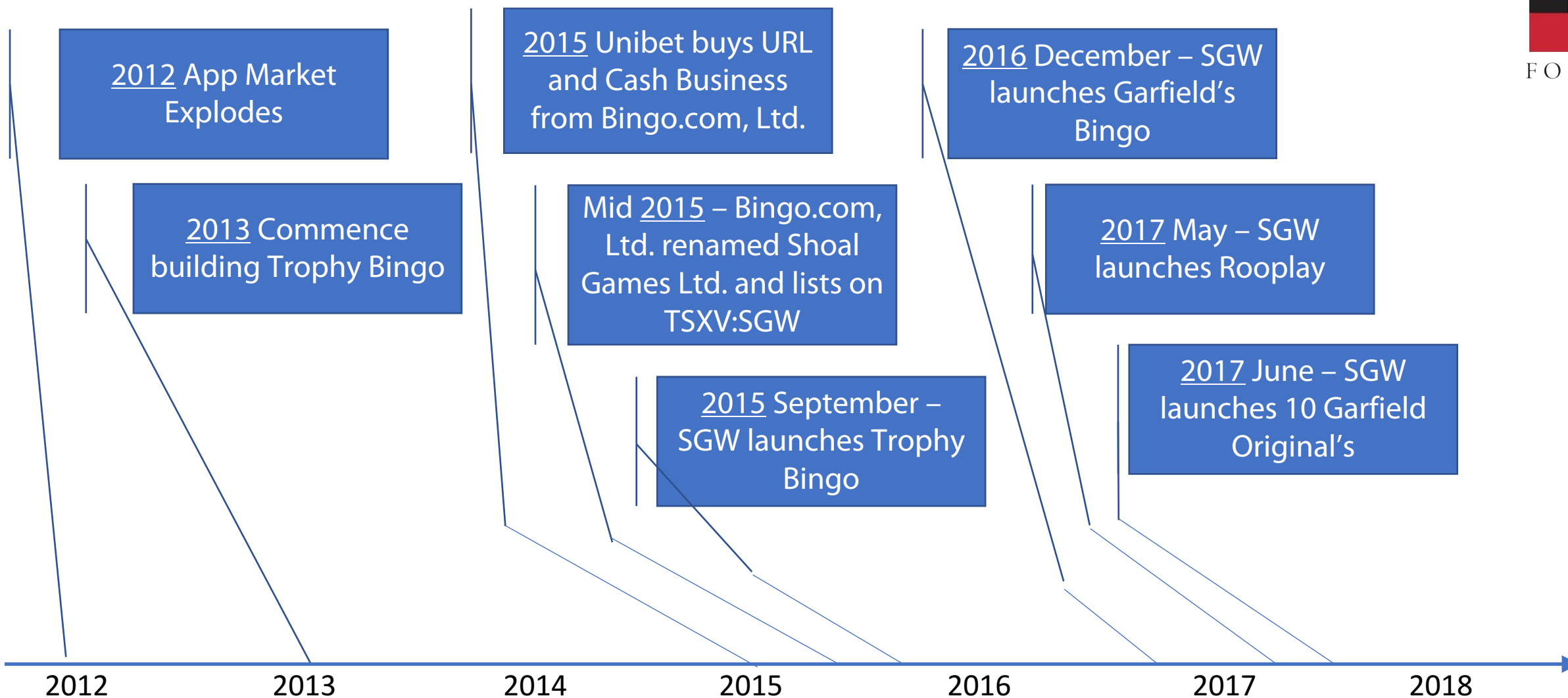
2005 Bingo.com, Ltd.  
S1 Public Financing

2008 Unibet buys 25%  
Bingo.com

1995 1998 2001 2004 2007 2010

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## Genesis: 2012 - 2018

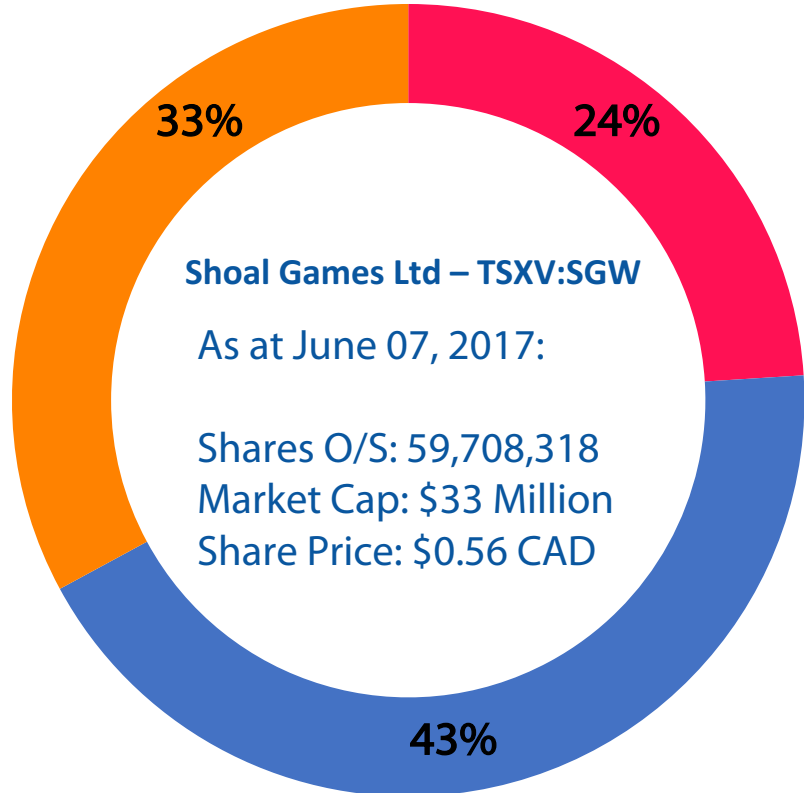


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# Shoal Games Share Structure

- Exchange Info: TSXV:SGW and OTC:SGLDF
- 52 Week High / Low: CAD \$0.85/\$0.41; US \$0.54/\$0.15
- In Business Since: 1999
- 2015 Net Revenues : CAD \$150,000; US \$111,000
- 2016 Net Revenues : CAD \$370,000; US \$275,000



■ Public Float ■ G. Williams ■ T. Williams



Symbol: SGLDF



Tarrnie Williams



TSX Venture Exchange

Symbol: SGW



Gwynn Williams



Tarrnie Williams and Gwynn Williams (no relation) have managed and financed the Company since 2001. Tarrnie Williams is the co-Founder of Electronic Arts (Canada) and International Murex. Meanwhile, Gwynn Williams is the co-Founder of Xoma Corporation, International Murex, Glyko Inc. and BioMarin Pharmaceutical.

Shoal Games Ltd. has reached the perfect point for growth with Rooplay.  
The first version of Rooplay is complete with 500+ games and 10 Rooplay Originals and is ready for global distribution through our B2C and B2B strategies.

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Management Team – Success in Technology

Jason Williams



Chief Executive Officer

Over 15 years in Internet, games and technology.

x-CEO Bingo.com, x-RBC Dominion Securities.

MBA in strategic marketing and competitive positioning.

Dr. Amir Shadmand



Co-founder Rooplay

Over 10 years in Mobile Technology (4G & 5G) and cloud gaming.

x-CEO Supenta.

Mentor at Entrepreneurship Institute King's College London.  
PhD in Mobile Telecommunications.

Henry Bromley



Chief Financial Officer

Chartered Accountant with 20 years in tech ventures.

x-CFO Roadhouse Interactive, x-CFO Bingo.com, x-CFO CellStop Systems.

Kirsten Forbes



VP Product Development

Co-Founder and COO of Silicon Sisters Interactive (Canada's first female-led game development studio).

x-VP Product Development at Roadhouse Interactive.

Tarrnie Williams



Executive Chairman

Over 40 years leading technology ventures to success.

x-CEO Electronic Arts (Canada).

Co-founded and led companies to exits of more than \$850 million.

# Factors for Success

Investors must find companies with:

- **Products ready for market** – Rooplay is complete and loved by thousands of players already
- **Opportunities with early-stage disruptive products** - Rooplay has no competitors streaming games – First Mover advantage
- **Concise Distribution Plan** - SGW business plan is focused on continued rapid growth available due to first entry in worldwide market to offer a mobile games platform for children and families with a unique multifaceted distribution partnership structure.
- **Leaders with a history of success** - SGW's development and management team has over 100 man-years in mobile game development experience and launched dozens of successful mobile games.

# Due Diligence Factors

- *Corporate Due Diligence* completed by Haywood Securities for TSXV listing
- *Financial Due Diligence* completed by Davidson & Co. – Auditors
  - SEC compliant since 1999
  - SEDAR compliant since 2008
- *Product Due Diligence* completed by 1,000's of children (4.2 star rating)
- *Parent Due Diligence* done by present conversion rate higher than usual
- Initial Distribution Channels in final process of being established

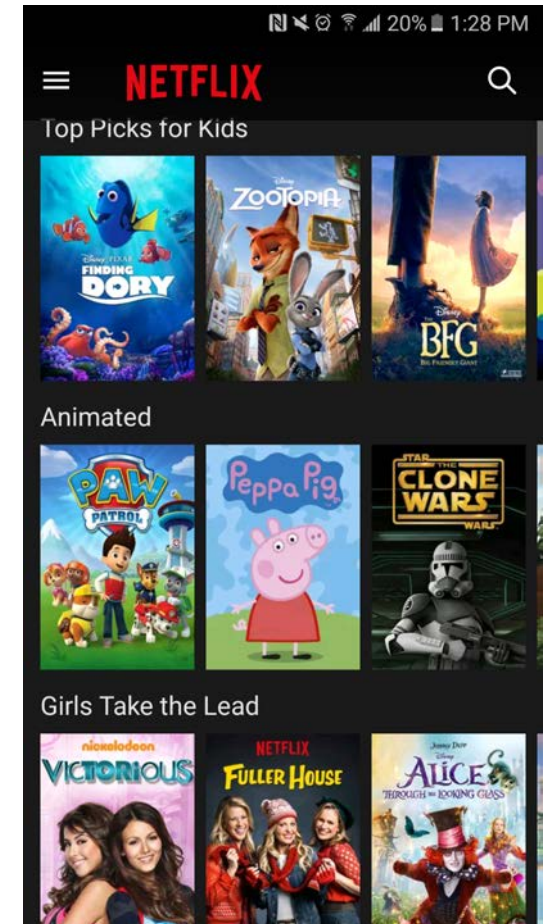
*Reason for financing - to maintain First Mover advantage*

## 2) The Product



*“About half of Netflix’s 75 million members regularly watch kids’ movies or TV shows”  
- Washington Post*

- 97% of US children under the age of four use mobile devices, regardless of family income.
- No learning is required to teach children how to use the Rooplay interface
- Platform + Licensed Content + Exclusive Content



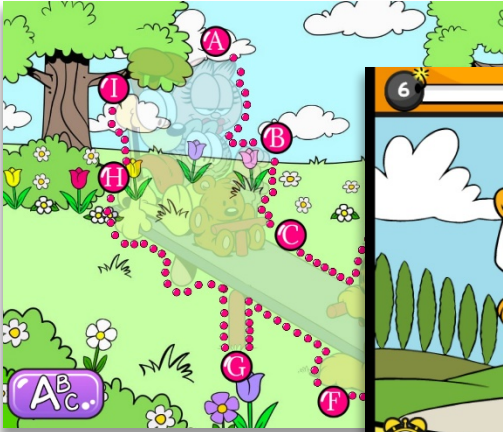


***“Play is the work of the child.”  
Maria Montessori***

- **Children** want to dive in and play lots of games
  - Burn through games at a rapid pace
  - Dependent on parents to curate content
- **Parents** invest time to avoid apps with:
  - Intrusive ads
  - Unappealing content
  - Expensive ‘content gates’ and in-app purchases
  - High complexity
  - Wasted screen-time with no educational benefit



Connect the Dots



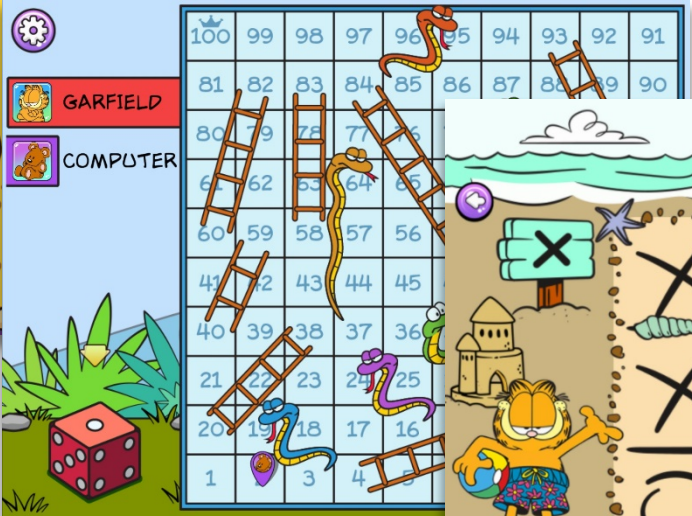
Spot the Difference



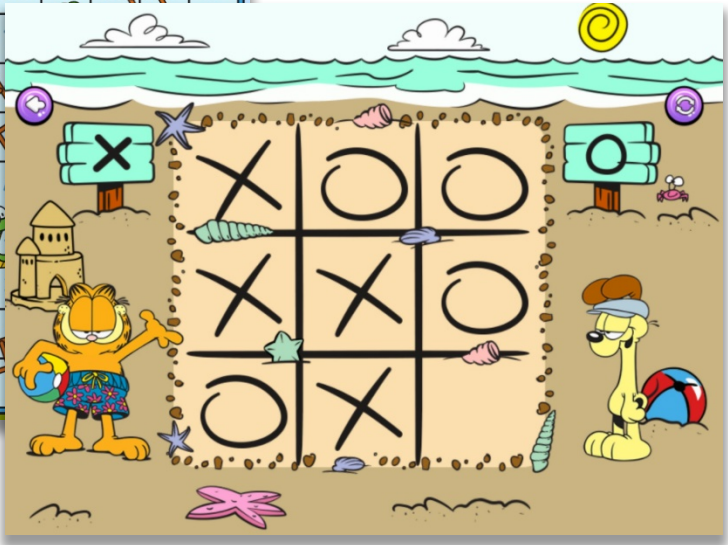
Four in a Row



Snakes & Ladders



Tic Tac Toe



June Releases:

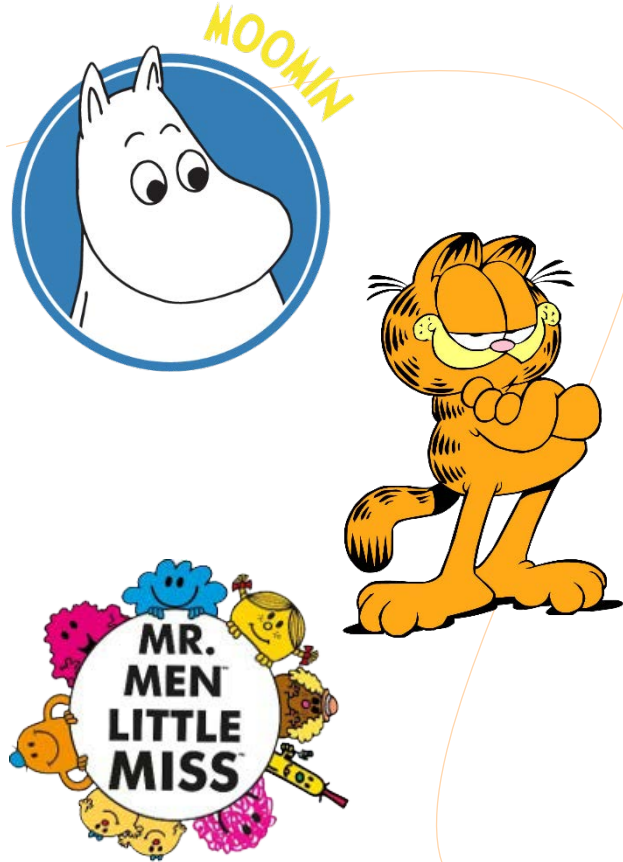
Hidden Objects  
Checkers  
Chess

Jigsaw Puzzle  
ABC Letter Tracing  
Summer Vacation

*“Play is the highest form of research.”  
Albert Einstein*



### Under Contract



### In Negotiation



### Early Discussions

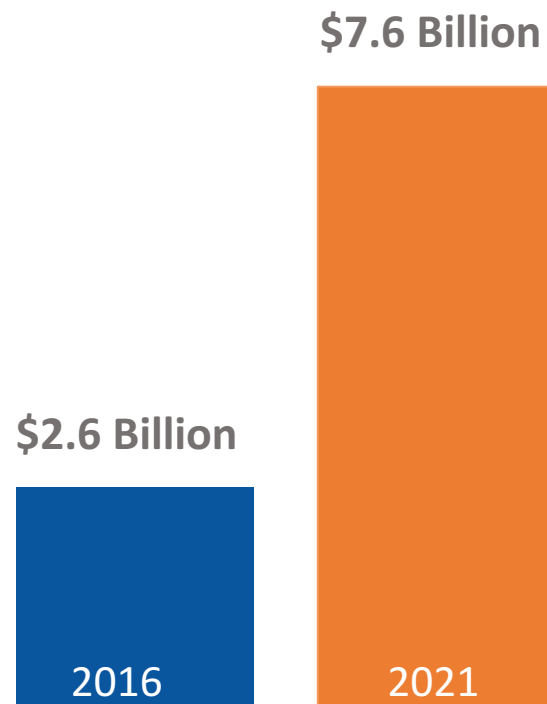


- Rooplay is live in 135 countries and 29 languages
- 500+ games refreshed weekly from server
- 5 to 10 new 'Originals' per month
- ~ 40 million users trained thanks to Netflix
- Current metrics show :
  - Downloads from 130+ different countries
  - Subscribers from 20+ different countries
- Current Originals with Garfield branding
  - June & July = The Moomins
  - July & August = Mr. Men & Little Miss

### 3) The Market



## Game-based learning products Worldwide revenues



**Educational game demand is growing!**

*“The creation of something new is not accomplished by the intellect but by the play instinct.” Carl Jung*

(Data retrieved from: The 2016-2021 Worldwide Game-based Learning Market, Ambient Insight, LLC)

# Market Conclusion

- 100M households globally pay for Netflix each month
- 44% of World Population own smartphones in 2017
- 97% of US children under the age of four use mobile devices, regardless of family income.
- Rooplay supports Android and Web platforms
- Parents looking for Safe Internet place for children to play
- Hundreds of millions of families worldwide:
  - Want game based learning content for their children
  - Want their children to learn English

# 4) Distribution

## B2B Channels

- Platform features
- Brand partner promotions
- Web game distribution partner program
- Mobile operator partnerships

## B2C Channels

- Content marketing
- Performance marketing
- PR marketing
- App eco-system publishing



Google play







- ❖ Rooplay was invited by GSMA to be featured in the Innovation City among other projects from AT&T, Google etc.
- ❖ Rooplay showcased the future of mobile gaming on 5G
- ❖ More than 120,000 attendees
- ❖ Rooplay is well-received by attendees from telco operators around the world
- ❖ Rooplay was featured in the press e.g. BBC Click

*"There's a hypothesis in the industry that content is an important differentiator in wireless, and this allows us to test the effect of exclusive content on customer acquisition and retention without us spending billions like our bigger competitors."*

Marcelo Claure, Sprint Corporation

Shoal Games & Rooplay are strategic content partners of the GSMA. At the Mobile World Congress 2017 the team developed critical relationships:

- 1 signed mobile operator : MTN
- 1 operator reviewing contracts : Safaricom
- Google Play contacts on 3 different continents
- Access to the Huawei global distribution system
- Ongoing discussions with 20+ operators with a combined total of **400m+ active subscribers**



BARCELONA 27 FEB - 2 MAR 2017

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# B2B Distribution Strategy



Google play

- 2<sup>nd</sup> Feature in 2 months



- 48 Million Subscribers



- 68 Million Subscribers



- 31M Subscribers



HUAWEI

IN DISCUSSIONS

- 56 Carrier System



IN DISCUSSIONS

- German TV Broadcaster

Bulls Press

IN DISCUSSIONS

- Distributor to 100+ Global Newspaper Websites

Global Eagle

IN DISCUSSIONS

- In-Flight Entertainment

# B2B Distribution Strategy



• 54 Million Subscribers

IN DISCUSSIONS



• 18 Million Subscribers

IN DISCUSSIONS



• 35 Million Customers



• Platform serving 300 Million

IN DISCUSSIONS



• 23 Million Subscribers

IN DISCUSSIONS



• 20 Million Subscribers

IN DISCUSSIONS



• 48M Subscribers

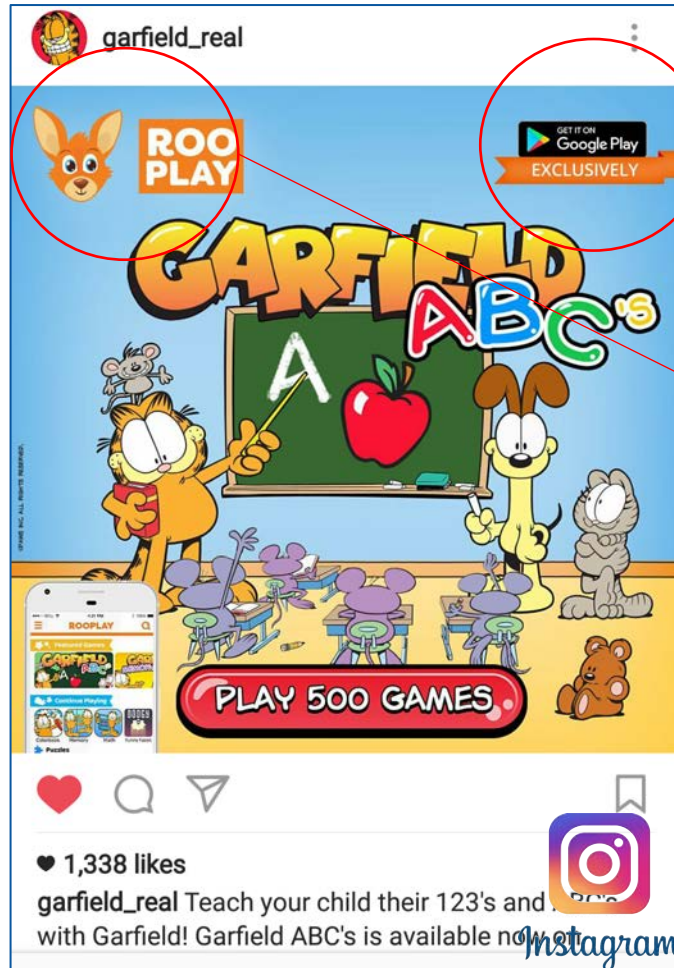
IN DISCUSSIONS



IN DISCUSSIONS

Lufthansa

# B2B Distribution Strategy

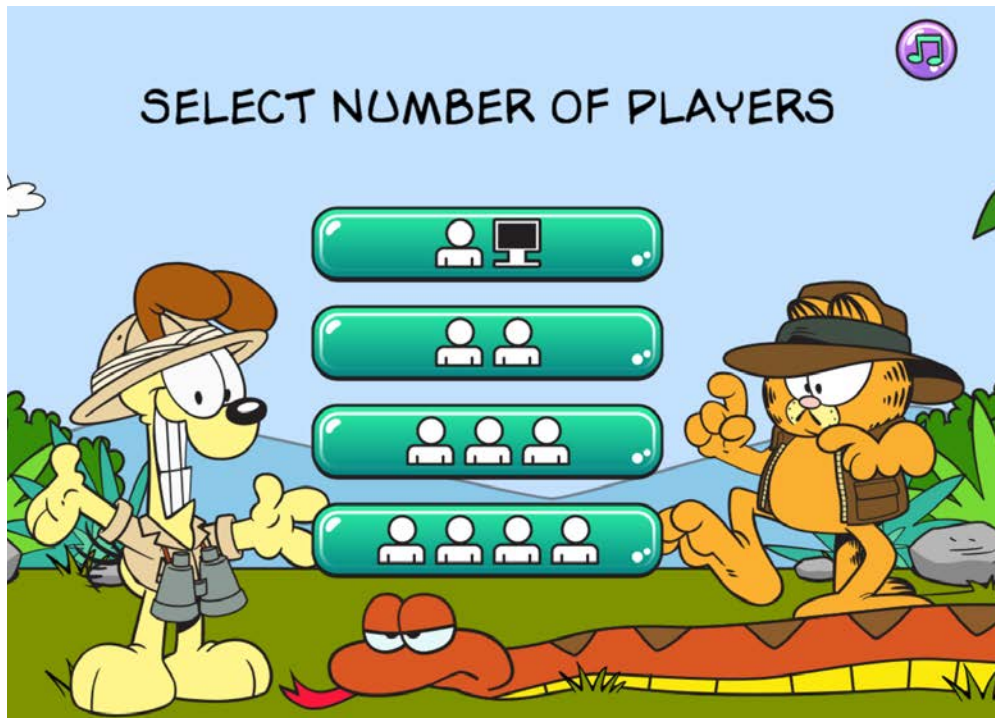


Strategic Marketing



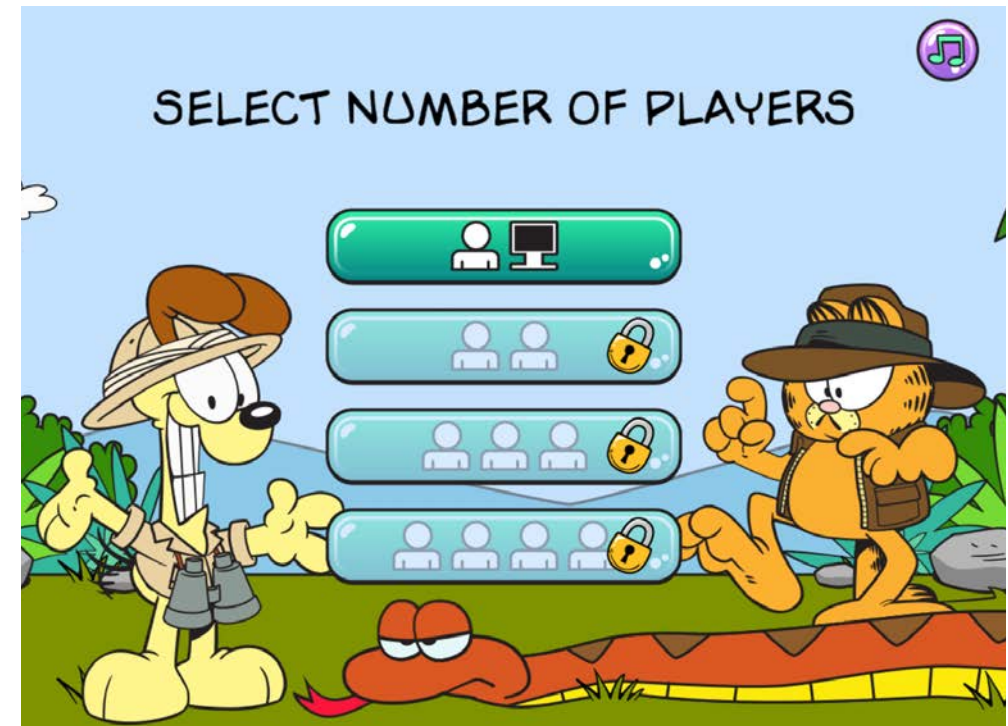


2.4% Conversion



Rooplay V1.0  
May 2017

7.5% Conversion



Rooplay V2.0  
June 12- June 14, 2017



## B2B PARTNERSHIPS & FIRST MOVER ADVANTAGE

- License leading Children's characters (done)
- Secure Google Play features (done)
- Sign Mobile Operator partners (partly done – 20+ in discussion - 800 to go)
- Web Publisher partners (pending – opportunity with 100+ newspaper sites)
- In-flight Entertainment system opportunities (pending – Lufthansa)

**Millions of free downloads can be created from these partnerships**



Brand Partners



Distribution Partners



Exclusive Games



Consumer Demand



READY TO SCALE

## 5) Conclusion



### FACTORS NEEDED FOR FINANCIAL SUCCESS

- Stable Corporate Structure
- Experienced capable Management
- Strong financial systems and CFO
- Popular easy to use product
- Unlimited demand and market place
- Cost effective distribution system
- Adequate capital for growth

*"Thank you for helping us achieve success"*



## *Possible value increase milestones:*

- a) Successful completion of financings ~ end July
- b) Additional brand license ~ July / August
- c) Each signing of major mobile carrier ~ early Fall
- d) Initial Revenue Flow – Q4, 2017
- e) Rapid increase in Revenue Flow ~ 2018 > 2017
- f) Market Cap reaching \$100 Million ~ ??
- g) Series B Financing ~ ??
- h) Pay dividends ~ ??
- i) Buyout ~ ??





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TSXV: SGW  
OTC: SGLDF

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