



TSXV: SGW
OTC: SGLDF

ANGUILLA • LONDON • VANCOUVER

KEIRETSU



FORUM

NORTHWEST
REGION



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



Copyright © Rooplay Media Inc. 2017. All rights reserved.
This document, and its contents, are confidential and may not be reproduced or
transmitted without the written permission of the publisher.

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.

***“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



1) The Product – *Rooplay*

2) The Market

3) Distribution

- B2C – Facebook etc.

- B2B – Partnerships

4) Corporate Structure and Information

Public Company – TSXV:SGW OTCQB:SGLDDF

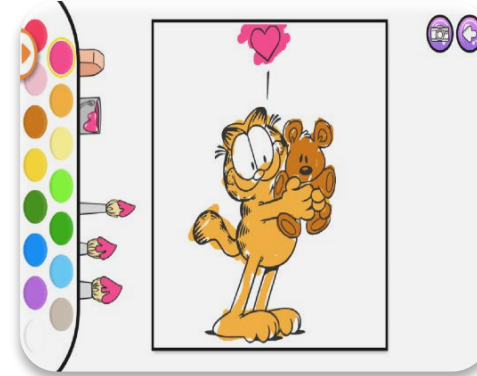
5) The Offering

6) Use of Proceeds

7) Conclusion

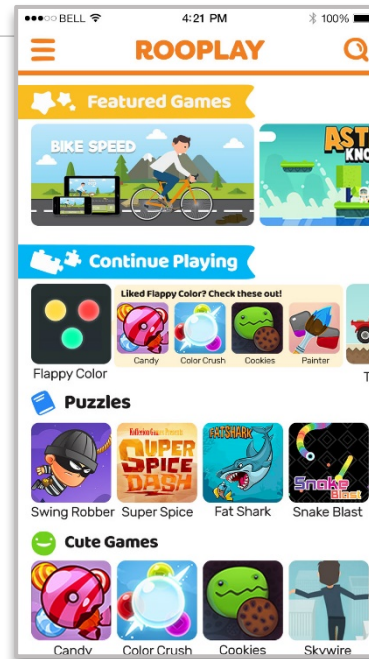
1) The Product





Children's Platform

- Children gain information and skills through play
- Focus on educational games
- Over 500 games at launch
- No ads, no in-app purchases, no downloads



Exclusive Content

- Quality branded experiences
- Designed to engage children & families
- Game designs covering all the most popular children's categories.

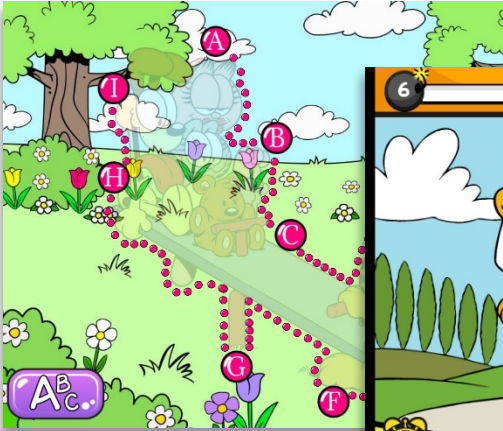
500+ Games for Families and Early Learning



“Do not keep children to their studies by compulsion, but by play.” Plato

Beginning with the genres everyone knows, to create the categories Edugames need.

Connect the Dots



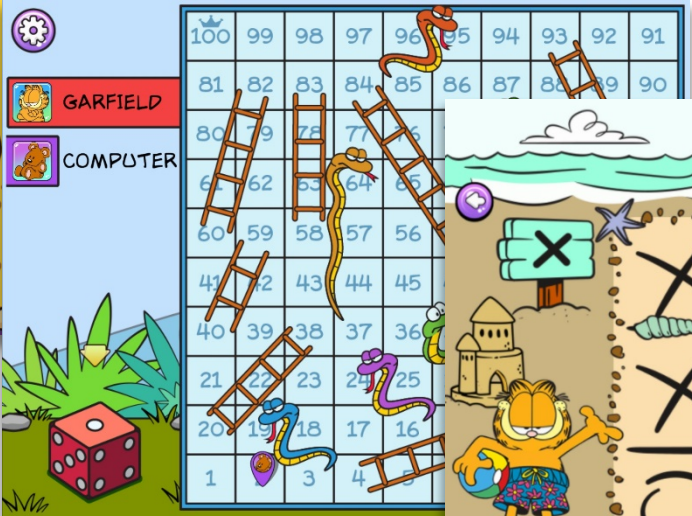
Spot the Difference



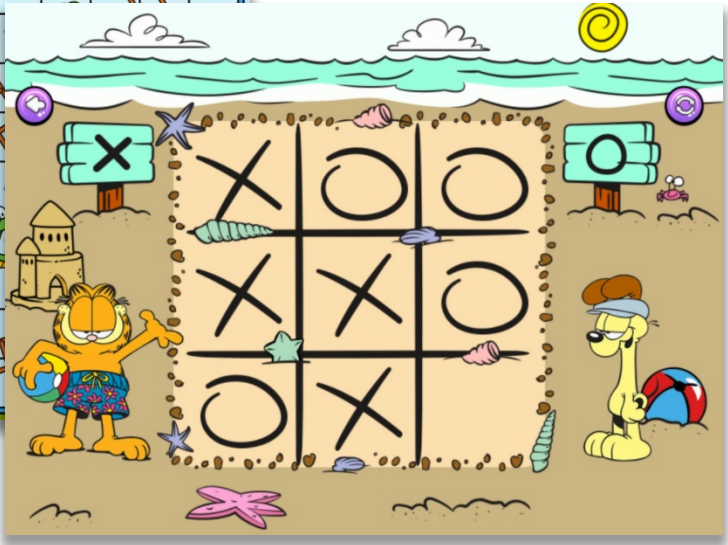
Four in a Row



Snakes & Ladders



Tic Tac Toe



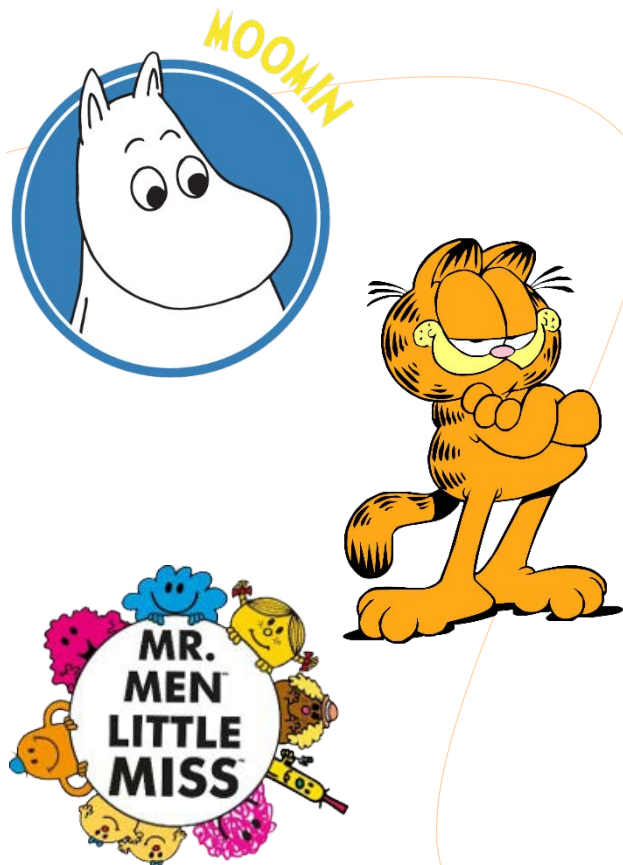
June Releases:

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



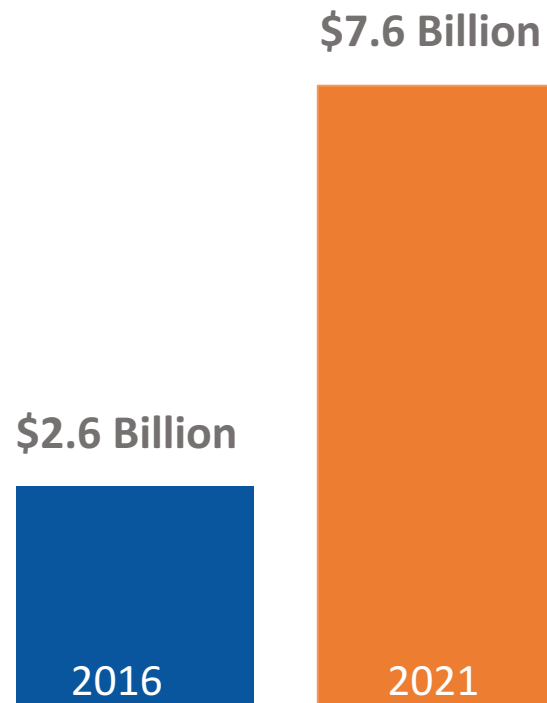
- Rooplay is live in 135 countries and 29 languages
- 500+ games refreshed weekly from server
- 5 to 10 new 'Originals' per month
- ~ 40 million users trained thanks to Netflix
- Current metrics show :
 - Downloads from 130+ different countries
 - Subscribers from 20+ different countries
- Current Originals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

2) The Market



Educational game demand is growing!

Game-based learning products
Worldwide revenues



“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)



Brand Partners



Distribution Partners



Exclusive Games



Consumer Demand

75,000 Installs
135 Countries
29 Languages
2.5% Conversion
from Developed World

READY TO SCALE

Educational Games are effective

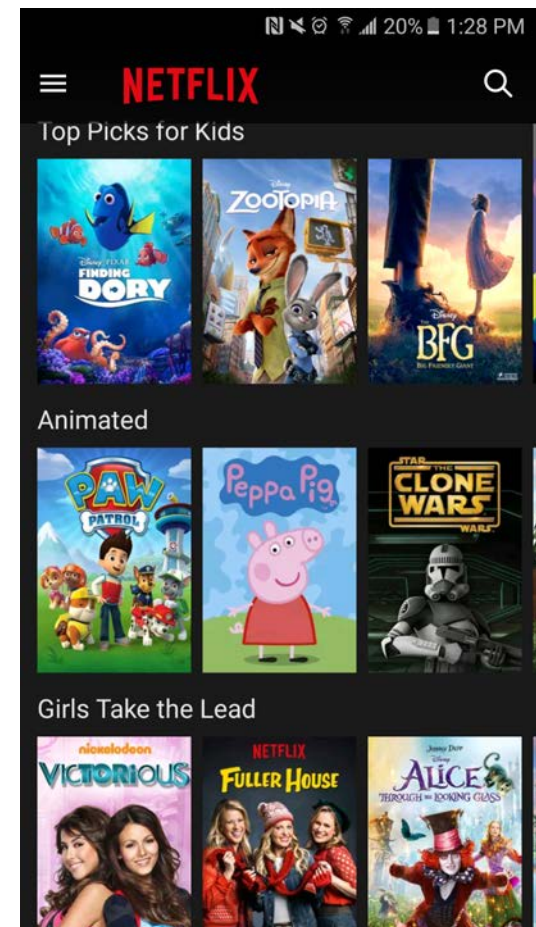


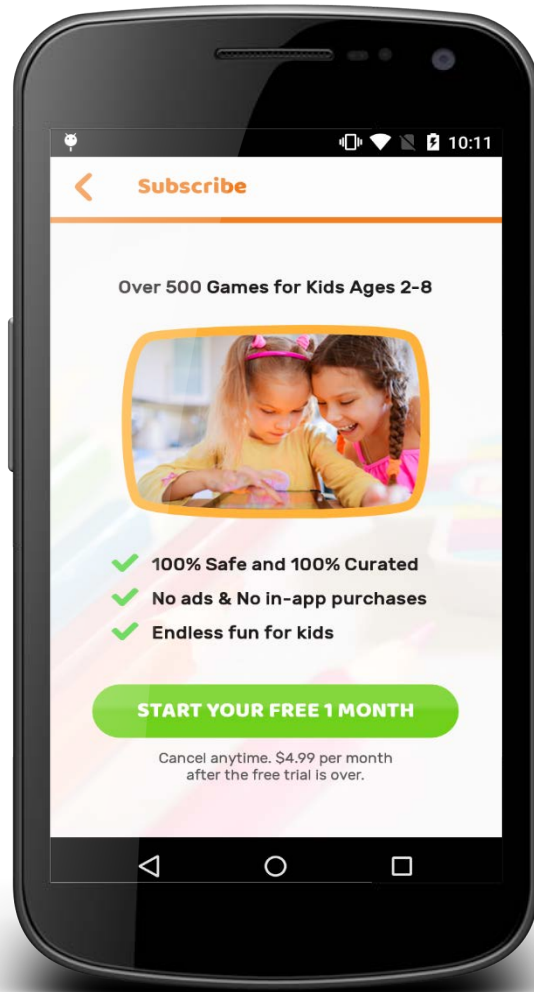
- **Rooplay Originals** combining popular characters with classic and educational games
- **Everything we do is learning**, turn passive screen time into active screen time
- **Families** can play & learn together
- Games are perfect for **individualized learning**
- **Create confidence** through use of technology
- Netflix reported that 50% of its 75M subscribers watched the **kids content** on a monthly basis (March 2016)



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

- Children are already are familiar with how to use the Netflix interface on a mobile device
- No learning is required to teach children how to use the Rooplay interface
- Just like Netflix, Rooplay suggests and pre-loads content based on usage





- **Free area** includes access to a small selection of games
- **Partnerships** for joint media engagement in all regions
- **Subscription** with simple mobile confirmation
- **Rooplay** library of 500+ games is instantly unlocked upon subscription

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

3) 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



Mobile Operator's Benefit From:

Distribution Through Partnership

1: Attract New Customers

Rapid development of branded educational games.

2: Reduce Churn

Satisfy customers with continued variation in selected games content.

3: Support Education

Promotes early learning, tech literacy, STEM learning, and education habits.

4: Earn Recurring Revenue

Process premium subscriptions to Rooplay.

100% Safe.

100% Fun.



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

Confidential





- ❖ 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



B2B PARTNERSHIPS & FIRST MOVER ADVANTAGE

- License leading Children's characters (done)
- Secure Google Play features (done)
- Sign Mobile Operator partners (done)
- 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

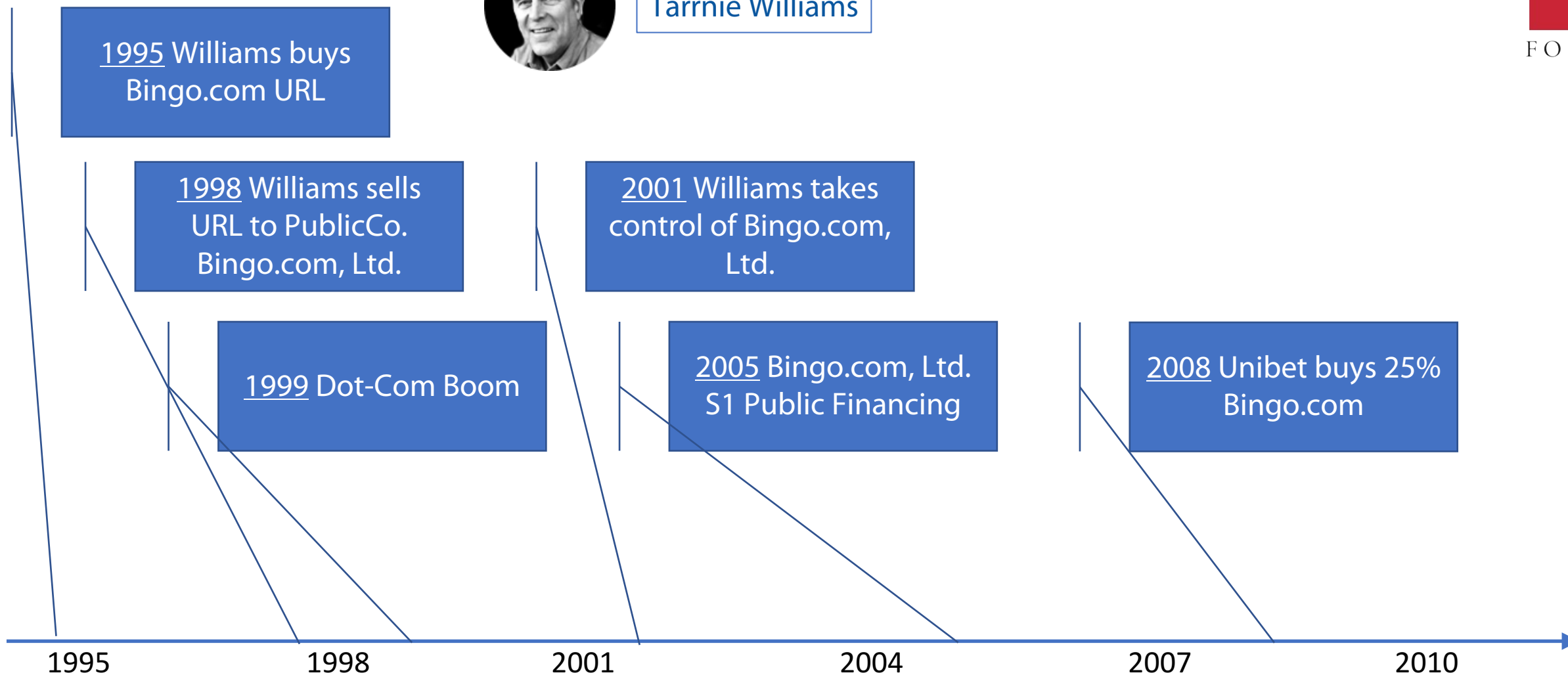
4) Corporate Structure and Information

- Shoal Games Ltd. is a publicly traded company
 - Listed on TSXV - trading symbol SGW
 - Listed on OTCQB – trading symbol SGLDF
- Founded 1999, initially called Bingo.com, Ltd.
- Renamed Shoal Games Ltd. July, 2015

Genesis: 1995 - 2010

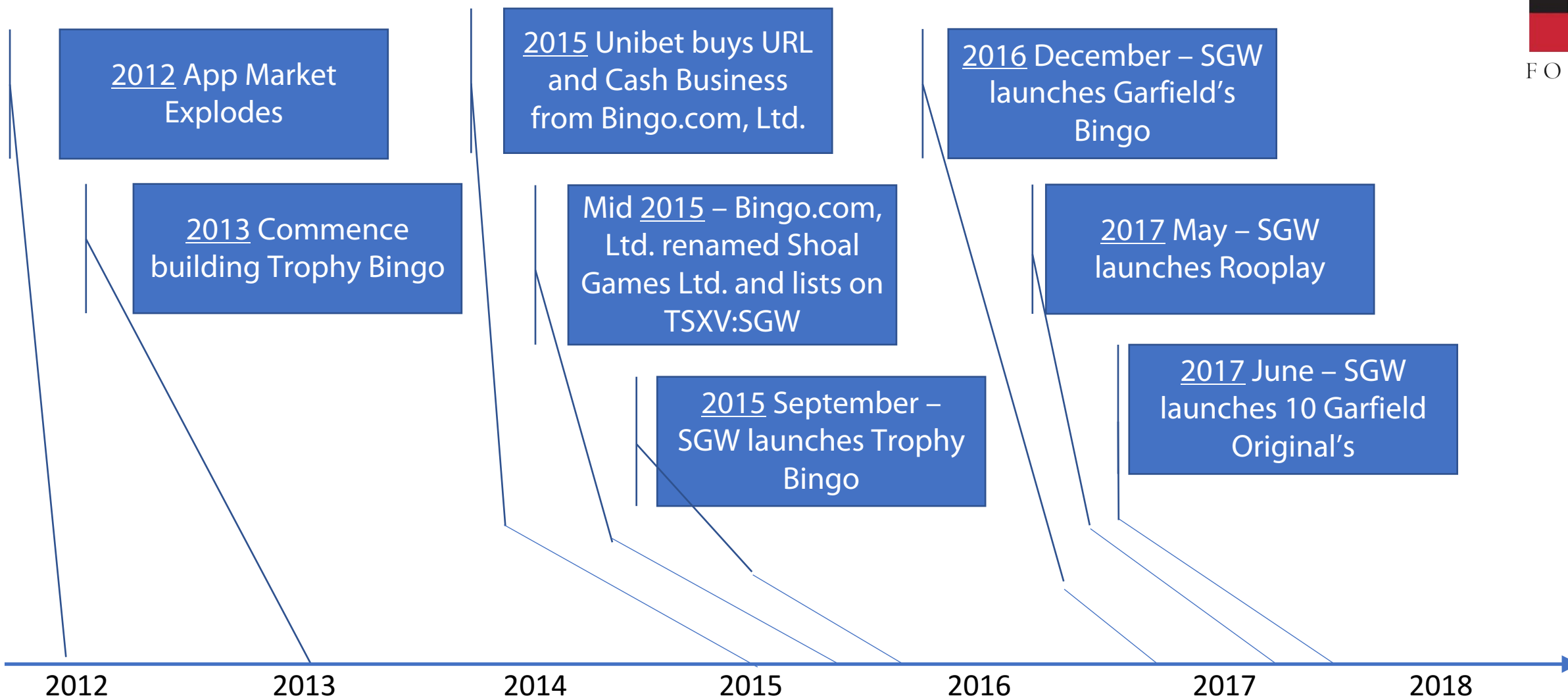


Tarnie Williams



Confidential

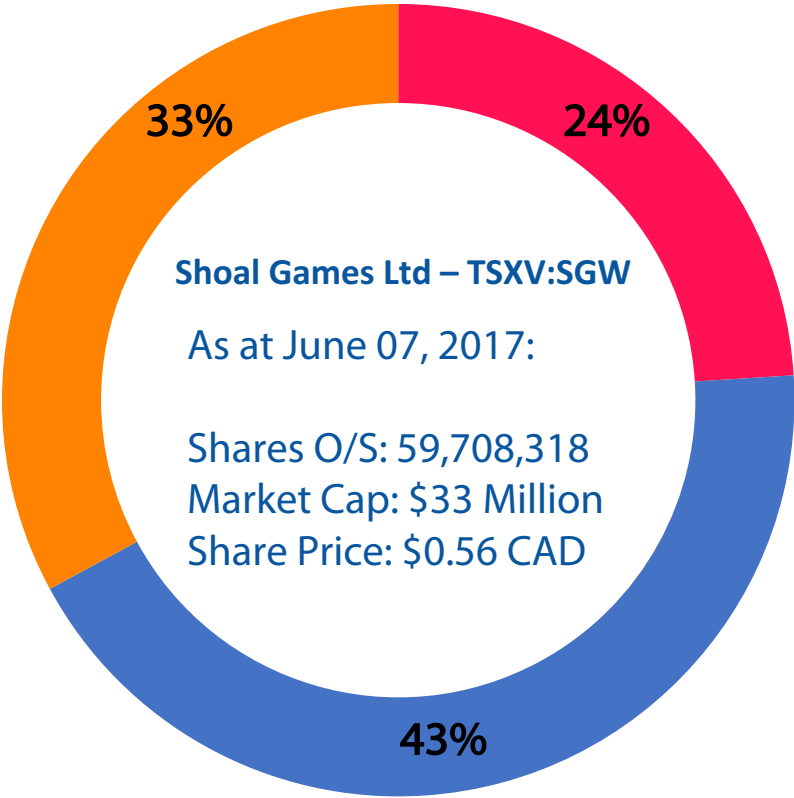
Genesis: 2012 - 2018



Confidential

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



Symbol: **SGLDF**



TSX Venture Exchange
Symbol: **SGW**



Tarrnie Williams



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.

Confidential

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 in today's gaming market



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

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>Each warrant entitles the purchaser to purchase an additional share for CDN \$0.55 (US \$0.41) per share for the first six months after closing date or at a price of CDN \$0.65 (US \$0.48) per share for the subsequent six months.</p> <p>There is a four month Resale Restriction on the shares purchased. Without registration effectively a six month hold for U.S. residents.</p>
Amount:	Up to CDN \$1.5 Million (US \$1.12 Million) from initial Share purchase
Subscription Agmt.	http://investor.shoalgames.com/sgw-keiretsu-forum/

Pocceeds 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 |

Summary

- 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
- Effectively a publicly traded private company
- Just completed CDN\$ 1,000,000 Unit Offering
- Current burn rate – US\$ 100,000 per month
- Objective – double the burn rate over the next 12 months

7) 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 ~ ??





TSXV: SGW
OTC: SGLDF

ANGUILLA · LONDON · VANCOUVER

Get in contact
with us!

Tarnie Williams

+1 (604) 720 9258

Tarnie@shoalgames.com

Allen Fan 范天宇

+1 (778) 689 5555

Allen@shoalgames.com

Jason Williams

+44 7595 375879

Jason@shoalgames.com

Dr. Amir Shadmand

+44 7971 850006

Amir@rooplay.com