

theScore Bet - Part 4.1 Executive Summary

In response to the New York State Gaming Commission's ("NYSGC") current competitive Request for Applications ("RFA") process to award licenses to two or more Mobile Sports Wagering Platform Providers ("Platform Providers") and four or more Mobile Sports Wagering Operators ("Operators"), Score Digital Sports Ventures Inc. d/b/a theScore Bet is pleased to submit this enclosed application as both a Platform Provider and Operator. For clarification purposes, this application does not include other Platform Providers or Operators or other Operators hosted on our platform.

Being a first-of-its-kind, fully integrated sports media and betting platform, **theScore Bet** has established itself as a leader through its real-money betting product and sister app, **theScore**, a best-in-class sports news and scores app in North America¹. By leveraging these assets, including our proprietary leading-edge technology and theScore's massively engaged audience of over four million monthly active users, we are well positioned to immediately deliver meaningful and long-term revenue to the State of New York and offer consumers an experience unlike anything else in the sports betting market.

In 2007, theScore was the first multisport news and data app launched on the App Store and has since grown to become the third most popular sports news and scores apps in North America², only behind ESPN and Yahoo! Sports. We have an in-house content team that produces hundreds of updates and articles every day, and our reach further extends across the sports landscape to reach 170 million fans a month through our social media channels.



[REDACTED]

We strongly believe having a variety of online sportsbooks in the market that are already known and trusted by consumers is absolutely critical when it comes to drawing bettors from the unregulated market (and those currently betting in neighboring states) and building a robust regulated market in New York. We are confident that we are uniquely positioned to succeed and quickly grow New York's online sports betting market through our authentic and

¹ Cynopsis Sports Media Awards 2021 Best Mobile Sports App

² Per comScore data; LTM May-21

[REDACTED]

trusted brand for sports fans, existing and quality user base of potential bettors, and differentiated betting product. [REDACTED]

[REDACTED]

Our team anticipates launching theScore Bet as a Platform Provider and Operator at the time the New York regulated market opens.

theScore Bet: Platform Provider and Operator

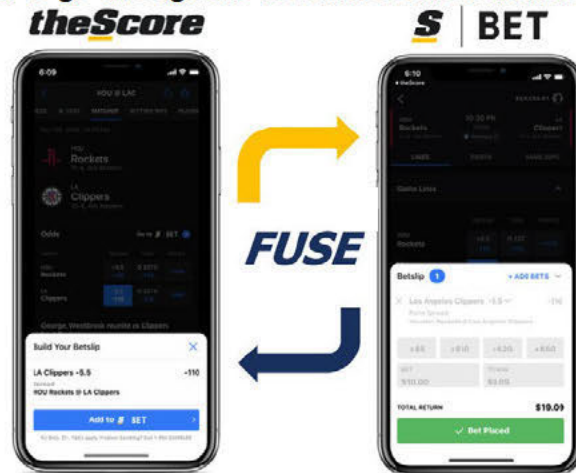
After the Professional and Amateur Sports Protection Act was overturned by the Supreme Court of the United States in 2018, we launched theScore Bet app the following year and are now licensed and operating online sports betting in New Jersey, Colorado, Indiana, and Iowa, with additional jurisdictions on our expansion roadmap. As part of theScore's parent company, Score Media and Gaming Inc. (TSX: SCR; NASDAQ: SCR), theScore Bet team brings more than two decades of expertise in developing and operating a leading sports media app entirely in-house. Leveraging this experience is allowing us to accomplish our goal of building out a modern, world-class sportsbook technology platform for the North American market.

From the start, owning and controlling our entire technology stack has been a strategic priority. Over the past two years, we've made great progress toward accomplishing that objective, developing and deploying key elements of our proprietary technology stack, allowing theScore Bet to provide all the services of a Platform Provider: handle our own acceptance and registration, generation of electronic sports wagering tickets, compensation of wagering payoffs, maintenance, generation of all reports, and all other responsibilities in the RFA.

Further, next month will mark another milestone, as we plan to fully deploy our proprietary, internally-developed player account management and promotion engine, which have been approved by Gaming Laboratories International and applicable state gaming labs. These custom built, cutting-edge systems will unlock additional user personalization, cross-platform integration capabilities and platform automation, which we believe will serve to further differentiate theScore Bet's best-in-class offering and drive both near and long-term growth. Following that transition, we plan to complete the vertical integration of our sportsbook operations by migrating to an in-house managed risk and trading service, which we anticipate will take place within the next twelve months.

As an Operator, theScore Bet is a comprehensive mobile sportsbook delivering a wide variety of pre-game and in-game markets and betting options, scores, and in-game data, and when combined with our media app, we offer fans a truly unique and cutting-edge sports betting experience that allows our sportsbook to stand out in the market.

Currently available on iOS devices, these media and sports betting app integrations - known as FUSE - allow users to create bet slips from within theScore media app, including markets for moneylines, spreads, and over/unders. These native integrations have been embedded into our media app's box scores and public chat pages, where sports fans can leverage our deep data, scores, news, and stats to inform, support and build their bet slip. A single tap then takes verified users (i.e., those who have installed theScore Bet app, completed KYC, and have been confirmed as being 21+ and not prohibited from gambling, etc.) directly into theScore Bet app to complete their wager. Media app users who are not yet registered are prompted to install theScore Bet and required to go through the account creation and identity verification process.



FUSE allows us to expedite our customer acquisition by seamlessly moving users from our media app to our regulated gaming platform. By leveraging our strong and powerful media app audience - already a highly recognized and trusted sports app of choice for fans - it positions theScore Bet for sustainable growth and long-term success, while also creating an incredibly innovative and easy-to-use experience. Our approach to the market is resonating with our users as total gaming handle on theScore Bet has exceeded \$210 million CAD through the first three quarters of F2021, including \$30.8 million CAD wagered in March, representing our single biggest handle month to date.

Advertising and Promotions to Draw Authorized Sports Bettors

As the only sportsbook developed and operated by a media company, our reach [REDACTED] allows us to leverage our own marketing channel, setting us apart in a competitive market. At the time theScore Bet launches in New York, our media users may browse available markets, receive customized promotions, track their bets, receive cash out offers, and follow the game in real-time. Our fusion of media and gaming is an approach that's succeeding, as over 50% of our bettors use both theScore and theScore Bet. [REDACTED]

It's important to note that regulatory regimes in the United States that allow a wide variety of online sportsbooks have demonstrated that such a framework enhances customer engagement and produces the largest possible market size. Competition encourages operators to offer

better product quality and variety, pricing, promotions, and spend on advertising. A positive consumer experience aids in customer acquisition and thereby stamping out the unregulated market.

Providing a Safe Environment for Online Sports Betting

We follow rigorous KYC procedures to ensure theScore Bet is only available to individuals 21 years of age or older and who are physically located in one of the jurisdictions where we are licensed to operate. During our account registration process, we require prospective customers to scan an acceptable form of government ID along with a liveness selfie. These IDs and selfies are uploaded to our licensed third-party provider to validate that the uploaded ID is authentic, that it is associated with an individual who is 21 or older, and that the individual in the selfie is the same individual on the ID. We also use a second licensed third-party provider in our account creation process to confirm again that the prospective customer is 21 or older by verifying his or her name, DOB, address, and SSN, and ensuring that they are not on any sanctions lists. All of this is done before we allow a prospective customer to create an account, deposit any amount of money or wager on our app. Strict password and security protocols are utilized to ensure only account holders are able to access their account.

In addition, we use a licensed third-party provider to geolocate our users within the boundaries of each jurisdiction in which we operate. We only accept wagers from customers inside the state and account activity is monitored to proactively identify and investigate suspicious conduct that may be linked to account or device sharing. These measures will ensure theScore Bet is only available to individuals 21+ and physically located within New York.

Our responsible gaming program allows customers to set daily time limits on our sportsbook app, deposit and spend limits on a daily, weekly, or monthly basis - and those limits can be lowered at any time, but only raised at the end of the selected period of time - we offer cooling off periods, and self-exclusion programs for our users. All of which are designed to offer our customers a safe and responsible wagering environment.

Commitment to Workforce Diversity

Promoting workforce diversity, inclusion, and maintaining a culture that supports and empowers our team members is a continual focus and priority for our company. Employees are treated like family, evidenced by theScore being named one of Canada's Top Small & Medium Employers in 2020 and 2021⁴. [REDACTED]

⁴ [Canada's Top Small & Medium Employers \(2021\)](#)

Score Digital Sports Ventures Inc.
Mobile Sports Wagering Platform Provider – RFA
New York Gaming Commission

Exhibit 4.2 – Name of the Applicant

The Applicant's full name as it appears on the Applicant's certificate of incorporation, charter or other official formation document (as amended), as well as any D/B/A or trade names.

The name of the Applicant is Score Digital Sports Ventures Inc. (D/B/A theScore Bet).

Score Digital Sports Ventures Inc.
Mobile Sports Wagering Platform Provider – RFA
New York Gaming Commission

Exhibit 4.3 – Contact Person

The name, title, email address and telephone number of the individual to be contacted for the Applicant in reference to the Application

Josh Sidsworth

General Counsel and Chief Compliance Officer



Score Digital Sports Ventures Inc.
Mobile Sports Wagering Platform Provider – RFA
New York Gaming Commission

Exhibit 4.4 – Location of the Applicant’s Principal Place of Business

The street address, city, state, zip code and telephone number for the Applicant’s principal place of business, as well as the URL for any website maintained by or for the Applicant.

Primary place of business:

500 King St. W, 4th Floor
Toronto, Ontario, M5V 1L9

Secondary place of business:

121 River Street
14th Floor
Hoboken, New Jersey 07030

<https://www.thescore.bet/>

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

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

Score Digital Sports Ventures Inc.
Mobile Sports Wagering Platform Provider – RFA
New York Gaming Commission

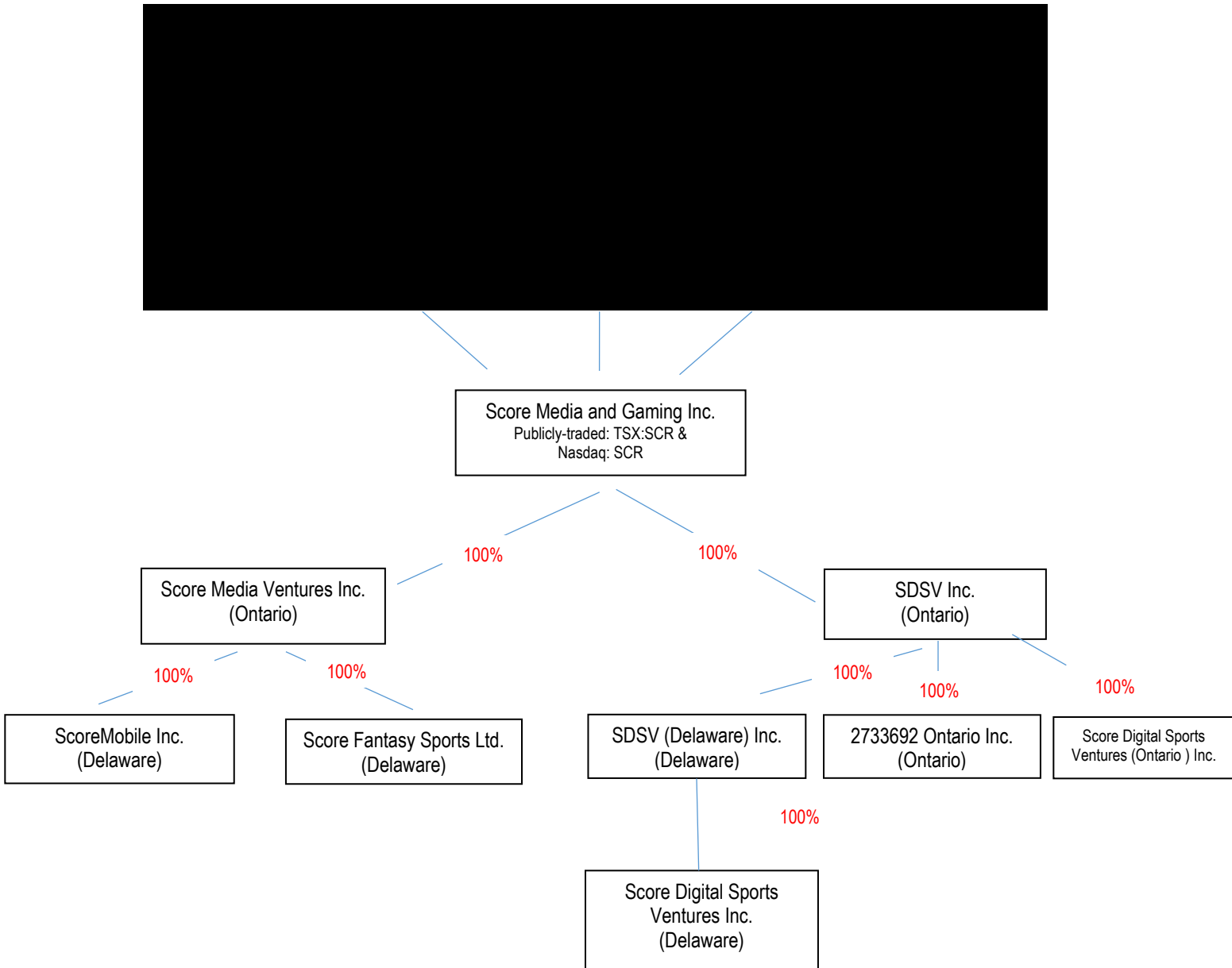
Exhibit 4.5 – Type of Business Formation

The type of business entity under which the Applicant is formed (e.g. corporation, limited liability company, partnership), the state (or other jurisdiction) of formation and the Federal Tax Identification Number (also known as the Federal Employer Identification Number). Attach evidence of the entity’s current ability to conduct business (e.g. certificate of good standing, certificate of status) from the state (or other jurisdiction) of formation as of a date not earlier than 10 days prior to the submission of the Application.

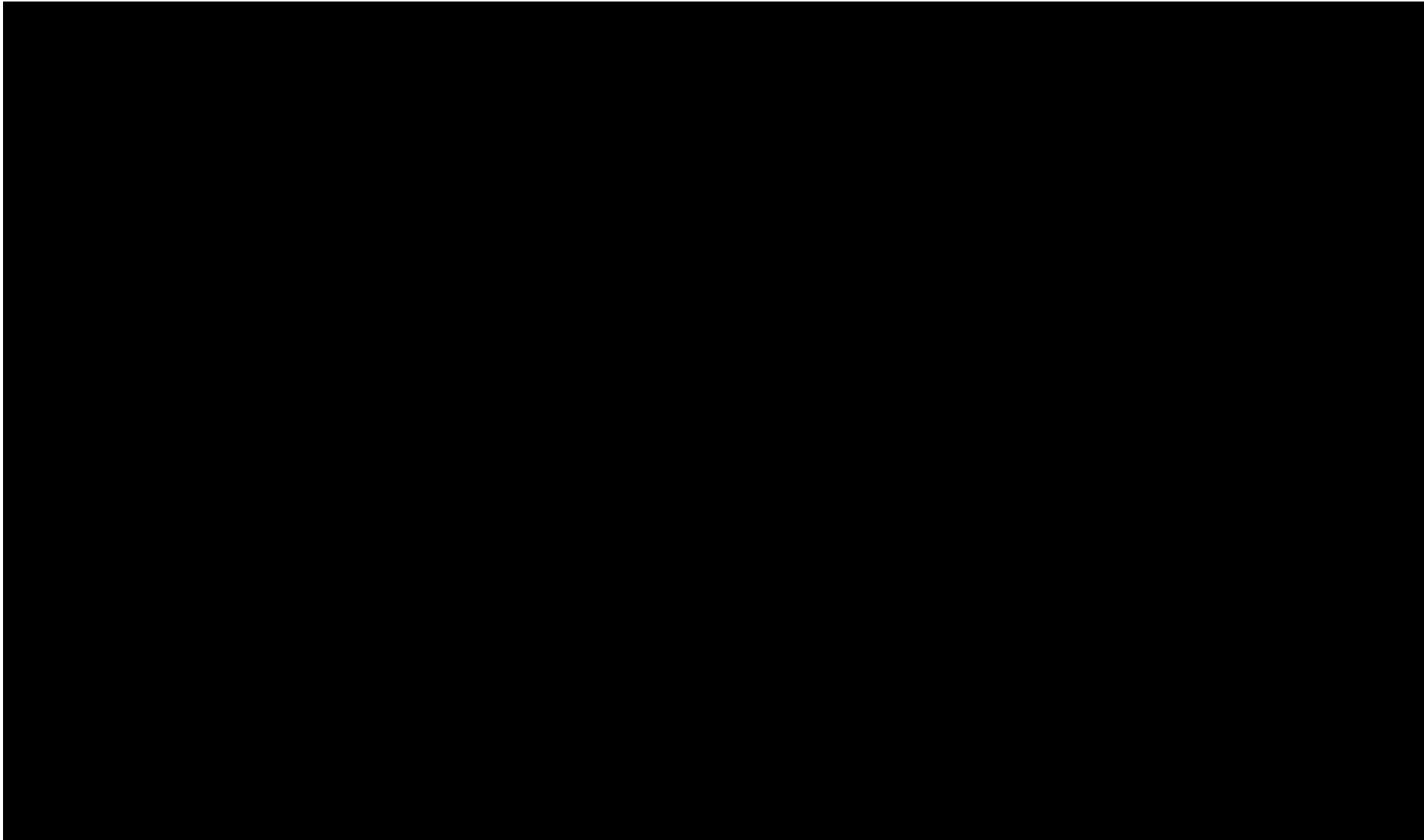
Score Digital Sports Ventures Inc. is a Delaware Corporation [REDACTED] Please see the Certificate of Good Standing attached hereto as Exhibit 4.5.

Score Digital Sports Ventures Inc.
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New York Gaming Commission

Exhibit 4.6
Ownership Chart – theScore Group



ORGANIZATIONAL CHART - KEY PERSONS

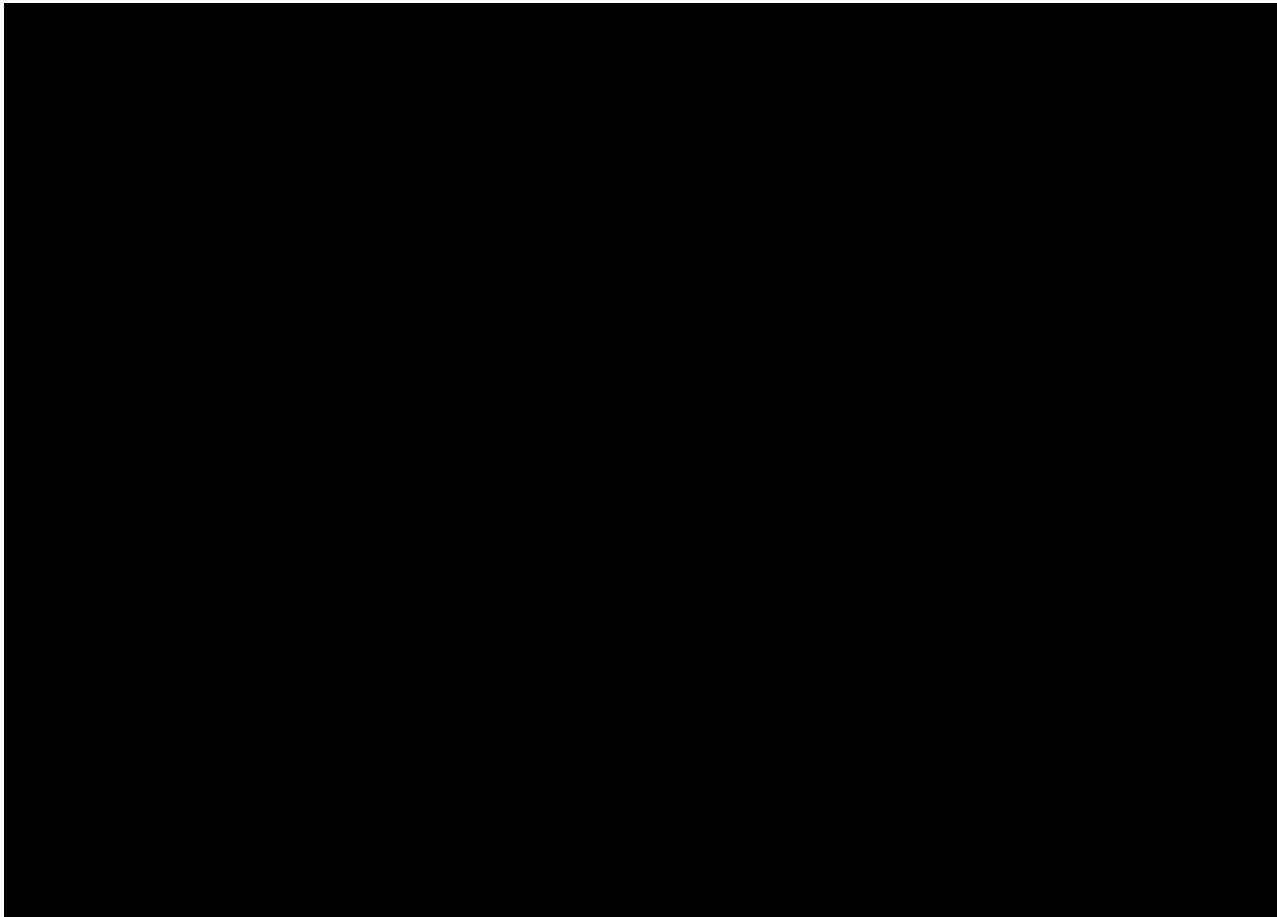


Score Digital Sports Ventures Inc.
Mobile Sports Wagering Platform Provider – RFA
New York Gaming Commission

Exhibit 4.8 – Names, Addresses and Experience of Directors and Officers

The name, address, and title of each Director or General Partner of the Applicant and each officer and proposed key employee of the Applicant, within the meaning of Appendix A: Draft Regulation Part 5330 and resumes or C.V.s of all principals and known individuals who will perform executive management duties or oversight of the Applicant.

Note: the below are directors, officers and key employees for the Applicant. We have provided a description of experience as part of this Exhibit 4.8 which provides a fulsome list of the officers, directors and key employees for Score Media and Gaming Inc., the ultimate parent public company to the Applicant.



Score Digital Sports Ventures Inc.
Mobile Sports Wagering Platform Provider – RFA
New York Gaming Commission

Exhibit 4.9 – Lobbyist Registration Requirement

PML Section 1329 requires each lobbyist seeking to engage in lobbying activity on behalf of a client or a client’s interest before the Commission to first register with the secretary of the Commission. While this obligation falls to the lobbyist, Applicant identification of its Lobbyists is requested.

Hinman Straub Advisors, LLC engages in lobbying activity on behalf of Score Digital Sports Ventures Inc. in the state of New York.

Score Digital Sports Ventures Inc.
Mobile Sports Wagering Platform Provider – RFA
New York Gaming Commission

Exhibit 4.10 – Names, Addresses and Ownership and Other Interests

The name and business address of each person or entity who or that has a direct or indirect ownership or other proprietary interest (financial, voting or otherwise) in five percent or more in the Applicant.

Score Digital Sports Ventures Inc. is an indirect wholly owned subsidiary of Score Media and Gaming Inc., a publicly traded company on the Toronto Stock Exchange and NASDAQ (SCR).

Score Media and Gaming Inc.’s business address is: 500 King St. W, 4th Floor, Toronto, M5V 1L9.

Please see Exhibit 4.6 for details on ownership and other interests.

Score Digital Sports Ventures Inc.
Mobile Sports Wagering Platform Provider – RFA
New York Gaming Commission

Exhibit 4.11 – Conflicts of Interest

A description of any relationship or affiliation of the Applicant or any of the Applicant's affiliates that currently exists or existed in the past five years with any member, employee, consultant or agent of the Commission that is a conflict of interest or may be perceived as a conflict of interest during the RFA process. Further, if any such conflict should arise during the term of the RFA process, the Applicant should notify immediately the Commission, in writing, of such conflict.

Not applicable.

Score Digital Sports Ventures Inc.
Mobile Sports Wagering Platform Provider – RFA
New York Gaming Commission

Exhibit 4.12 – Public Officials

Submit a list of names, titles, addresses and telephone numbers of any public officials or officers or employees of any governmental entity, and immediate family members of any such public officials, officers or employees, to the extent known, who, directly or indirectly, own any financial interest in, have any beneficial interest in, are the creditors of, hold any debt instrument issued by, or hold or have an interest, direct or indirect, in any contractual or service relationship with the Applicant or their Affiliates. Also submit a statement listing all persons and entities not listed in the immediately preceding sentence who or that have any arrangement, written or oral, to receive any compensation from anyone in connection with the Application, the RFA process or the process of obtaining of a License from the State, describing the nature of the arrangement, the service to be provided and the amount of such compensation, whether actual or contingent.

Not applicable.

Score Digital Sports Ventures Inc.
Mobile Sports Wagering Platform Provider – RFA
New York Gaming Commission

Exhibit 4.13 – Contracts with the State of New York

Submit a list of any current or previous contracts that the Applicant or its affiliates has had with, and any current or previous licenses that the Applicant has been issued by or under, any department or agency of the State. Include the contract or license name and number and a concise explanation of the nature of the contract or license.

Not applicable.

Score Digital Sports Ventures Inc.
Mobile Sports Wagering Platform Provider – RFA
New York Gaming Commission

Exhibit 4.14 – Organizational Documents

Submit, as applicable, copies of the following documents that apply to the Applicant or the Applicant's owners.

- A. *Certified copy of each relevant certificate of incorporation, articles of incorporation or corporate charter.*

Attached hereto

- B. *By-laws as amended through the date of this Application;*

Attached hereto

- C. *Certified copy of its certificate of formation or articles of organization of a limited liability company;*

Does not apply.

- D. *Limited liability company agreement or operating agreement as amended through the date of the Application;*

Does not apply.

- E. *Certified copy of each relevant certificate of partnership;*

Does not apply.

- F. *Partnership agreement as amended through the date of this application;*

Does not apply.

- G. *Certified copy of each relevant certificate of limited partnership;*

Does not apply.

- H. *Limited partnership agreement as amended through the date of the Application;*

Does not apply.

- I. *Other legal instruments of organization*

Does not apply.

J. Joint venture agreement

Does not apply.

K. Trust agreement or instrument, each as amended through the date of the Application

Does not apply.

L. Voting trust or similar agreement

Does not apply.

M. Stockholder, member or similar agreement

Does not apply.

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SCORE DIGITAL SPORTS VENTURES INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF DECEMBER, A.D. 2018, AT 4:14 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

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SR# 20188034848

Authentication: 204052572
Date: 12-07-18

You may verify this certificate online at corp.delaware.gov/authver.shtml

#

**CERTIFICATE OF INCORPORATION
OF
SCORE DIGITAL SPORTS VENTURES INC.**

To form a corporation pursuant to the General Corporation Law of the State of Delaware (the "General Corporation Law"), the undersigned hereby certifies as follows:

1. Name. The name of the corporation is Score Digital Sports Ventures Inc.
2. Registered Office and Registered Agent. The address of the registered office of the corporation in Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801, and the name of its registered agent at that address is The Corporation Trust Company.
3. Purposes. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.
4. Capital Stock. The total number of shares of stock that the corporation is authorized to issue is 5,000 shares, par value \$0.01 per share, all of which shares are designated as common stock.
5. Bylaws. The board of directors of the corporation is expressly authorized to adopt, amend or repeal bylaws of the corporation.
6. Limitation of Directors' Liability; Indemnification. The personal liability of a director of the corporation to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director shall be eliminated to the fullest extent permitted by law. The corporation is authorized to indemnify (and advance expenses to) its directors and officers to the fullest extent permitted by law. Neither the amendment, modification or repeal of this Article nor the adoption of any provision in this certificate of incorporation inconsistent with this Article shall adversely affect any right or protection of a director or officer of the corporation with respect to any act or omission that occurred prior to the time of such amendment, modification, repeal or adoption.
7. Elections of Directors. Elections of directors need not be by written ballot unless the bylaws of the corporation shall so provide.
8. Incorporator. The name and mailing address of the incorporator are Tiffanie D. Pearson, Dorsey & Whitney LLP, 701 Fifth Avenue, Seattle, Washington 98104.

Dated: December 7, 2018

/s/ Tiffanie D. Pearson
Tiffanie D. Pearson, Incorporator

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SCORE DIGITAL SPORTS VENTURES INC.

BYLAWS

DECEMBER ____, 2018

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**BYLAWS
OF
SCORE DIGITAL SPORTS VENTURES INC.**

