

## OTCQB Certification

I, Nancy Hennessey, Chief Financial Officer of Simplicity Esports and Gaming Company ("the Company"), certify that:

1. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (mark the box below that applies with an "X"):  
☐ Company is registered under Section 12(g) of the Exchange Act  
☐ Company is relying on Exchange Act Rule 12g3-2(b)  
☐ Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act  
☐ Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator  
☒ Company is reporting under Section 15(d) of the Exchange Act.  
☐ Company is reporting under the Alternative Reporting Company Disclosure Guidelines  
☐ Company is reporting under Regulation A (Tier 2)  
☐ Other (describe) \_\_\_\_\_
2. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.
3. The Company Profile displayed on [www.otcmarkets.com](http://www.otcmarkets.com) is current and complete as of 9/16/2021 and includes the total shares outstanding, authorized, and in the public float as of that date.
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

Trading Symbol		<u>WINR</u>
The data in this chart is as of:		<u>9/16/2021</u>
Shares Authorized	(A)	<u>36,000,000</u>
Total Shares Outstanding	(B)	<u>1,575,095</u>
Number of Restricted Shares (SEE NOTE 1 BELOW)	(C)	<u>746,517</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>0</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>828,578</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> (SEE NOTE 2 BELOW)	(F)	<u>53%</u>
Number of Beneficial Shareholders of at least 100 shares (SEE NOTE 3 BELOW)	(G)	<u>113</u>

NOTE 1: Restricted Shares means securities that are subject to resale restrictions for any reason. Your transfer agent should be able to provide the total number of restricted securities.

NOTE 2: Public Float means the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "10 percent Control Person"), or any Affiliates thereof, or any Family Members of officers, directors and control persons. Family Member shall mean a Person's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such Person's home. OTCQB traded securities are required to have a freely traded public float of at least 10% of the shares outstanding, unless an exemption applies.

NOTE 3: Beneficial Shareholder means any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security. OTCQB traded securities are required to have at least 50 beneficial shareholders, unless an exemption applies.

5. The company is duly organized, validly existing and in good standing under the laws of DELAWARE in which the Company is organized or does business.

6. The following is a complete list of any law firm(s) and attorney(s) that acted as the Company's primary legal counsel in preparing its most recent annual report. Include the firm and attorney(s) name if outside counsel, or name and title if internal counsel. (If no attorney assisted in putting together the disclosure, identify the person(s) who prepared the disclosure and their relationship to the company.) Please also identify any other attorney, if different than the primary legal counsel, that assisted the company during the prior fiscal year on any matter including but not limited to, preparation of disclosure, press releases, consulting services, corporate action or merger assistance, etc.

Anthony LG, PLLC, Laura Anthony, Craig Lindner, Patti Weber

7. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification, to provide investor relations services, public relations services, marketing, brand awareness, consulting, stock promotion, or any other related services to the Company. Please describe the services provided by each third party provider listed below.

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#### 8. Convertible Debt

The following is a complete list of all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities that were issued or outstanding at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification:

☐ Check this box if there were no promissory notes, convertible notes, or other convertible debt arrangements issued or outstanding at any point during this time period.

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	Name of Noteholder (entities must have individual with voting / investment control disclosed). <sup>1</sup>	Reason for Issuance (e.g. Loan, Services, etc.)
2/19/2021	1,325,000	1,650,000	198,000	2/1/2022	11.50	3,116	Labryus Fund LP  G. Lane Murphy for the General Partner	Note Payable
3/10/2021	560,000	560,000	67,200	3/10/2022	11.50	0	FirstFire Global Opportunities Fund Eli Fireman	Note Payable
6/10/2021	1,266,667	1,266,667	20,000	6/10/2022	11.50	0	FirstFire Global Opportunities Fund Eli Fireman	Note Payable

<sup>1</sup> International Reporting Companies may elect not to disclose the names of noteholders who are non-affiliates of the company. "Affiliate" is a Person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, an officer, a director, or a shareholder beneficially-owning 10 percent or more of the Company's outstanding shares.

6/10/2021	333,333	333,333	20,000	6/10/2023	11.50	0	GS Capital, LLC Gabe Sayegh	Note Payable
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Use the space below to provide any additional details, including footnotes to the table above:

8/24/2021 333,333 333,333 20,000 8/24/2023 11.50 0 Jefferson Street Capital Note Payable  
9/2/2021 200,000 200,000 12,000 9/2/2023 11.50 0 Lucas Ventures, LLC Note Payable

#### 9. Officers, Directors and 5% Control Persons

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners five percent (5%) or more of any class of the issuer's equity securities), including name, address, and number of shares owned. Options and warrants that can be converted into common shares within the next 60 days should be included in the shareholdings listed below. **If any of the beneficial shareholders are corporate entities, provide the name and address of the person(s) owning or controlling such corporate entities.**

Name	City and State (and Country if outside US)	Number of Shares Owned (list common, warrants and options separately)	Percentage of Class of Shares Owned
Jed Kaplin	Boca Raton, FL	281,953 As of 8/23/2021; Includes 2,440 shares of common stock owned indirectly through Mr. Kaplan's wife, Jamie Kaplan, and 6,250 shares of common stock issuable upon exercise of warrants	18.1%
Roman Franklin	Orlando, FL	148,133 As of 8/23/2021; Includes 6,375 shares of common stock owned indirectly through Mr. Franklin's wife, Alyssia Franklin.	8.4%
Donald Caldwell	Haverfiord, PA	17,125 As of 8/23/2021 Includes Warrants equal to 2,500 shares of our common stock issuable upon exercise	1.2%
Frank Leavy	Hopkinton, NH	5,954 As of 8/23/2021 Includes Warrants equal to 938 shares of our common stock issuable upon exercise	*
Max Hooper	Orlando, FL	6,188 As of 8/23/2021 Includes warrants equal to 1,250 shares of our common stock issuable upon exercise	*
Edward Jaroski	Houston, TX	18,938 As of 8/23/2021 Includes Warrants equal to 7,500 shares of our common stock issuable upon exercise	1.3
William Herrmann	Huntington Valley, PA	9,790	*

		As of 8/23/2021 Includes Warrants equal to 1,250 shares of our common stock issuable upon exercise	
Laila Cavalcanti Loss	Rio De Janeiro, Brazil	6,563 Common Stock	*
Nancy Hennessey	Orlando, FL	0	*

10. Certification

Date: 9/16/2021

Name of Certifying CEO or CFO: Nancy Hennessey

Title: Chief Financial Officer

Signature: /s/Nancy Hennessey

(Digital Signatures should appear as "/s/ [OFFICER NAME]")