

SCORE MEDIA AND GAMING INC.

NASDAQ CORPORATE GOVERNANCE DISCLOSURE STATEMENT

Score Media and Gaming Inc. (the “**Company**” or “**we**”) is a foreign private issuer and its Class A Subordinate Voting Shares are listed on The Nasdaq Global Select Market (“**Nasdaq**”) and the Toronto Stock Exchange (the “**TSX**”). Nasdaq Listing Rule 5615(a)(3) permits a foreign private issuer to follow its home country practices (in the case of the Company, certain practices permitted under the laws of Canada, the province of British Columbia and the TSX (collectively, “**Home Country Practice**”)) in lieu of most of the requirements of the 5600 Series of the Nasdaq Listing Rules. In order to claim such an exemption, we must disclose each requirement that we do not follow and describe the Home Country Practice followed by the Company in lieu of such requirement. Such disclosure is set forth below.

Quorum Requirements

Nasdaq Listing Rule 5620(c) requires that each issuer provide for a quorum for any meeting of the holders of shares of at least 33^{1/3}% of its outstanding common voting stock. The Company does not follow this Nasdaq Listing Rule, and its organizational documents instead provide that two persons present or by proxy who, in the aggregate, hold or represent not less than 25% of the votes entitled to be cast at any meeting of holders of Company’s Class A Subordinate Voting Shares shall constitute a quorum.

Shareholder Approval Requirements

In certain instances, Nasdaq Listing Rule 5635 requires each issuer to obtain shareholder approval prior to an issuance of securities in connection with: (i) the acquisition of the stock or assets of another company; (ii) equity-based compensation of officers, directors, employees or consultants; (iii) a change of control; and (iv) transactions other than public offerings. The Company does not follow this Nasdaq Listing Rule. Instead, the Company complies with Home Country Practice, which has different requirements for shareholder approval (including, in certain instances, not requiring any shareholder approval) in connection with issuances of securities in the circumstances listed above.