

RULE 1.3/1.4 - PROFORMA APPLICATION ANNOUNCEMENT

Guidance

In accordance with Rule 1.3 of the Apex Rulebook/ Rule 1.4 of the Access Rulebook, an AQSE Corporate Adviser must submit the information requested in the form set out below no less than 10 business days prior to the intended admission date.

AQSE will release the pre-admission announcement by RIS under the heading "AQSE" on the date of submission of the form.

In the event information is not known at the time of submission, "TBC" may be stated in the relevant section. As soon as such information is known, the AQSE Corporate Adviser must submit an updated form with the updates narrated in bold.

<i>Please submit the form by email in an MS Word document to aqseregulation@aqis.eu.</i> ANNOUNCEMENT OF APPLICATION FOR ADMISSION TO THE AQSE GROWTH MARKET
APPLICANT NAME: SEMPER FORTIS ESPORTS PLC
APPLICANT REGISTERED OFFICE, PRINCIPLE PLACE OF BUSINESS (IF DIFFERENT) AND TELEPHONE 1-3 Charter Square Sheffield S1 4HS TELEPHONE: 0114 279 4000 COMPANY NUMBER: 12403380
DIRECTORS AND PROPOSED DIRECTORS (IF APPLICABLE):

Keith Harris (Non-executive Chairman) (67)

Keith Harris is an investment banker and financier with over 35 years' experience as a senior corporate finance and takeover adviser, and as chairman and chief executive of private and public companies in a variety of business sectors. He has held senior executive positions at leading financial institutions in the UK and US, including Morgan Grenfell, Drexel Burnham and he was chief executive of HSBC Investment Bank and principal owner and chairman of Seymour Pierce Holdings. Keith has also held a number of non-executive positions in a wide range of industries, including Wembley National Stadium and the Football League (as Chairman) and Everton FC (as Deputy Chairman), Benfield Group and Sellar Property (the developer of The Shard). In his various roles, Keith has been an adviser and principal in many high-profile debt and equity issues as well as complex cross-border merger and acquisition transactions. Since 2013, Keith has concentrated on developing his consultancy business, principally focussing on advising and financing football clubs as well as becoming chairman of a NASDAQ listed gene therapy company and a rural broadband company, listed on AQSE.

Kevin Soltani (Chief Executive Officer) (33)

Kevin is the founder and CEO of GIMA Group Inc. (an Alternative Investment Advisory based in Newport Beach, California and Dubai, United Arab Emirates), was a co-owner and global general manager of Royal Youth Esports Organization (an esports franchise in the MENA region) and founder of GIMA Esports Agency based in Los Angeles. Kevin has 9 years' experience in building blockchain based systems with a focus on tokenised gaming technologies.

Max Deeley (Finance Director) (40)

Max is the founder and managing director of DTK Capital Limited, which acquires properties in London for development and investment purposes. He was previously the Finance Director of Blue Star Group, a family office specialising in property development, established to develop the interests of the Rose Trust. Max is a qualified Chartered Accountant and qualified with BDO LLP ("**BDO**") working in both the general audit department (where he specialised in property) and the corporate tax department. While at BDO, Max also spent time working with the Corporate Finance department performing the due diligence for Topland Group on its £185 million sale and leaseback acquisition of six hotels from Thistle Hotels Limited.

Jassem Osseiran (Chief Operating Officer) (32)

Jassem is the co-founder and Chief Operating Officer of GIMA Group Inc. (an Alternative Investment Advisory based in Newport Beach, California and Dubai, United Arab Emirates) and GIMA Esports Agency. He is a consultant in the financial services sector and has over 10 years' experience in investment management, having previously held positions at Rocket Internet, a European Internet company; and PHD, a company under the Omnicom Media Group umbrella, a global advertising conglomerate. He is an experienced mentor and investor in early stage ventures with expertise in operational strategy, process and business model innovation. Jassem holds a bachelor's degree in International Business from the University of San Francisco.

Nolan Bushnell (Non-executive Director) (79)

Nolan founded the pioneering electronic gaming company, Atari, in 1972 and since then, has gone on to establish more than 20 companies, including Chuck E. Cheese's Pizza Time Theater, Catalyst Technologies (Silicon Valley's first incubator) and Etak, which developed the first commercially available computerised in-car navigation system. Currently, Nolan is the director of a number of technology businesses, including ModalVR which offers wireless, multi-player virtual reality entertainment systems for turn-key commercial use and Virsix Games, an independent game published which focuses on games for the Smart Speaker market. Nolan has been named one of "50 People Who Changed America" by *Newsweek*.

APPLICANT SECTOR:

Travel and Leisure

DESCRIPTION OF THE APPLICANT AND ITS ACTIVITIES:

INTRODUCTION AND COMPANY OBJECTIVE

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The Company was incorporated on 14 January 2020 in accordance with the laws of England and Wales as a private limited company. The Company was re-registered as a public limited company on 4 November 2020.

Following Admission, the Company's activities will initially be focused in London and the UK. The Directors anticipate that the initial focus of the Company will be on: (1) establishing esports teams and engaging with esports professionals, (2) forming partnerships with brands (for sponsorship) and well-known personalities (for online campaigns and content) and strategic technology partners for research into and development of tech products and (3) business to business consultancy and advisory services.

The Company's objective is to provide its shareholders with long-term capital appreciation through the growth and development of esports, gaming and entertainment businesses.

BACKGROUND TO THE ESPORTS INDUSTRY

Esports can be broadly defined as a form of online competitive sporting based typically around player vs player competition video games. There are a multitude of esports video game genres today, including multiplayer online battle arena, first-person shooter, strategy, fighting, collectable card game, battle royale, sports and racing. To create and maintain its popularity, the esports ecosystem develops and regulates competitions between players of these video games which attract a fan-base and audience for such competitions.

The immediate esports ecosystem is typically comprised of the players and support crew that make up the esports teams and the teams that then make up esports leagues, the fans and consumers, video game publishers, event and venue operators, broadcasters and distributors and sometimes video gaming personalities or celebrities. Beyond the immediate esports ecosystem, others involved in the growth and development of this industry include: (1) the sponsors (whether of individual players, teams, leagues or events) who include (but are not limited to) individual investors, investment companies or other businesses; and (2) other entities that might benefit from being involved with esports, like charities, schools or other educational programmes and the people and communities they serve.

Esports is flexible enough to appeal generally to a wide audience. Global clusters of popularity with esports have so far been concentrated in the United States, Asia and parts of Europe, such as Germany.

Initial areas of focus

The Directors have identified a number of different areas which, in the 24 month period following Admission, are likely to form the core areas of the business. These are:

- to establish or acquire competitive esports teams under a different game category;
- to enter into a joint venture with a high profile talent and celebrity (such as a well known professional football player) who will work with the Company to generate exposure for the Company's esports team and who will help attract sponsorship opportunities for the Company and its team;
- to use viewership power to attain sponsorship opportunities, preferably among a number of different brands. Viewership and engagement figures will be generated through online broadcasting of team activity, social media and in some cases, physical appearances of the team in competition;
- to create digital experiences and provide advisory services for brands and celebrities to provide exposure and to enable online engagement through gaming and esports initiations. The Company's goal in this respect is to create revenue through content reach, distribution of broadcasting rights and digital viewing; and
- to develop and distribute technology applications via strategic partnerships and research into and development of tech products that complement the esports industry.

Top Blokes - the Company's esports team

On [X] April 2021, the Company entered into contracts with each of the individual members of an esports team which competes under the name, 'Top Blokes'. Top Blokes currently competes in the Rocket League Championship Series (the "RLCS").

In 2018, live viewership of the RLCS on the official Rocket League Twitch channel grew by 46 per cent. with 18 million live Twitch esports hours watched during the year. On 9 February 2020, Rocket League reached 100 million views on its Twitch channel (a figure which counts the total number of unique visitors to the stream). Top Blokes has performed strongly and as at 8 April 2021, Top Blokes ranked 7th in the RLCS X global rankings.

NAME OF AQSE CORPORATE ADVISER:

Hybridan LLP

NUMBER, CLASS AND PAR VALUE OF SECURITIES TO BE ADMITTED:

Number of Ordinary Shares in the Placing [●]
Number of Ordinary Shares in the Subscription [●]
Number of Ordinary Shares in issue following the Issue and Admission [●]
Issue Price (per Ordinary Share) 1 pence
Number of Ordinary Shares in issue prior to the Issue 159,999,800
PAR VALUE OF SECURITIES: £0.0001

SECURITIES IN PUBLIC HANDS AS A PERCENTAGE OF THE TOTAL NUMBER OF SECURITIES IN ISSUE (excluding securities held in treasury):

Number of Ordinary Shares in the Subscription as a percentage of the enlarged issued Ordinary Share capital of the Company immediately following the Issue and Admission [●] per cent.
Number of Ordinary Shares in the Placing as a percentage of the enlarged issued Ordinary Share capital of the Company immediately following the Issue and Admission [●] per cent.
Number of Ordinary Shares under warrant at Admission [●]
FREE FLOAT: xx%

SHAREHOLDERS HOLDING MORE THAN FIVE PER CENT OF THE APPLICANT'S SHARE CAPITAL OR VOTING RIGHTS PRE- AND POST-ADMISSION:

GIMA Group Inc – 41,000,000 shares – 25.625 %
Ms Emma West – 30,000,000 shares - 18.75 %
Mr Aasim Khan - 25,000,000 shares -15.625 %
Mr Christopher Akers – 20,000,000 shares – 12.5 %
Mr Peter Abbey – 9,300,000 shares – 5.8125 %
Mr Keith Harris – 9,300,000 shares – 5.8125 %
Mr Nikolas West - 8,400,000 shares - 5.25 %

TIMETABLE FOR ANY OFFER OF TRANSFERABLE SECURITIES TO THE PUBLIC:

Settlement and Admission date on or around 26 April 2021.

THE EXPECTED ADMISSION DATE:

Admission date on or around 26 April 2021

WEBSITE ADDRESS WHERE INVESTOR INFORMATION WILL BE AVAILABLE FOR INSPECTION:

The Company's website address is www.sfesports.gg

In respect of a fast-track applicant, the following information should also be included:

NAME OF MARKET ON WHICH THE APPLICANT'S SECURITIES ARE CURRENTLY TRADED:
N/A
ARRANGEMENTS FOR THE SETTLEMENT OF TRANSACTIONS IN THE APPLICANT'S SECURITIES:
N/A
DETAILS OF ANY LOCK-IN ARRANGEMENTS:
N/A
DETAILS OF THE LEGAL OR REGULATORY REQUIREMENTS IN THE APPLICANT'S HOME COUNTRY REGARDING THE CONDUCT OF TAKEOVERS AND THE ACQUISITION OF SIGNIFICANT VOTING RIGHTS TO WHICH THE APPLICANT IS SUBJECT:
N/A
<i>In respect of an update to a prior application announcement, the date of the original announcement should also be disclosed as follows:</i>
UPDATE TO A PRIOR APPLICATION ANNOUNCEMENT RELEASED ON: