



 **OVERACTIVE**
MEDIA

**FIGHTING AGAINST FORCED LABOUR
AND CHILD LABOUR IN SUPPLY
CHAINS ACT REPORT 2023**

FOR THE YEAR ENDED DECEMBER 31, 2023



OverActive Media Corp. Fighting Against Forced Labour and Child Labour in Supply Chains Act Report 2023

Introduction

This report is prepared by OverActive Media Corp. ("OAM", "OverActive", "we", "us", "the Corporation") for the financial year ending December 31, 2023, as required by Canada's Fighting Against Forced Labour and Child Labour in Supply Chains Act (the "Act").

Our Commitment

We consider the respect of human rights to be a fundamental corporate responsibility and a value governing all our activities. We place the highest importance on respecting human rights while conducting our business activities everywhere we operate and require the same of our suppliers. OAM strongly opposes forced or child labour and will not knowingly support or conduct business with any entity involved in such activities.

Business Overview

OverActive Media (TSXV: OAM) (OTCQB: OAMCF) is headquartered in Toronto, Ontario, with operations in Madrid, Spain and Berlin, Germany. OverActive's mandate is to build an integrated global company delivering sports, media, and entertainment products for today's generation of fans with a focus on esports, videogames, content creation and distribution, culture, and live and online events. OverActive owns and operates teams in (i) the Call of Duty League, as the Toronto Ultra, (ii) the League of Legends European Championship ("LEC"), as the MAD Lions, and (iii) VALORANT Game Changers EU, as the MAD Lions. OverActive also operates both live and online events, operating as OAM Live, and maintains an active social media presence with its fans and community members, operates fan clubs, and other fan-related activities that increase the reach of its brands.

Governance

The Board of Directors oversees the compliance and governance of the organization, ensuring that OAM acts responsibly and ethically in all areas of business, particularly in relation to labour practices and corporate responsibilities.

The Board of Directors (the "Board") is responsible for the stewardship of the Corporation. Its mandate is to oversee the management of the business and affairs of the Corporation and take into consideration applicable laws and shareholders' interests. Two committees, each composed of independent members and chaired by experts in each committee's oversight provide ancillary advice and recommendations to the Board. The Board has delegated to the Audit Committee and the Human Resources, Compensation and Governance Committee ("HRCGC") in the oversight of its governance requirements, practices, and related codes and policies.

The Audit Committee oversees the compliance of the Corporation with respect to applicable governmental and other authorities' legislation and regulations including the Act. The Audit Committee and HRCGC are responsible for overseeing the implementation and compliance with corporate governance documents, including the Corporation's Code of Conduct and Respectful Workplace, Discrimination, Harassment, Violence and Investigation Policy, different policies and procedures and the governance performance of the Corporation.

The Corporation is committed to proactive and strong risk governance, best practices and oversight practices supported by the Board, its committees, and members of Management. The Board and its committees are assisted by Management, along with the external auditors of the Corporation. The Board and the Officers are responsible for effective risk management throughout the Corporation in compliance with its Code of Conduct, applicable laws, and in the best interest of all stakeholders.



Risk Assessment

OAM conducts regular risk assessments of its supply chains in Canada, Germany, and Spain. Given the robust human rights protections in these countries, the risk of forced labour or child labour in our direct operations and immediate supply chains is assessed to be low. However, vigilance and periodic reviews are maintained to ensure ongoing compliance and to identify any potential areas of concern.

Policies and Due Diligence Processes

OAM's Code of Business Conduct and Ethics underscores our approach to ethical business practices, including strict prohibitions against forced and child labour. Our due diligence process includes assessments of suppliers and partners, particularly those involved in apparel merchandise.

Our Code of Ethics offers a reporting mechanism for our employees and suppliers to report ethical or legal violations, among other concerns. If a situation of non-compliance is identified, OAM will work to develop and implement a corrective plan to improve and remedy the situation.

Measures Taken

In 2023, we have:

- Reviewed and updated our Code of Business Conduct.
- Reviewed apparel merchandise suppliers for appropriate measures in support the Act, including (but not limited to):
 - Membership/accreditation with relevant associations e.g. Fair Labor Association
 - Relevant Policies e.g. Ethical Sourcing, Modern Slavery

Effectiveness Assessment

OAM evaluates the effectiveness of its anti-forced and child labour measures through supplier reviews and feedback mechanisms within the Corporation's supply chain.

Compliance Declaration

In accordance with the requirements of the Act, and in particular section 11 thereof, this report was approved by the Board of Directors of OverActive Media Corp.

In accordance with the Act, I, the undersigned, attest that I have reviewed the information contained in the report for the Corporation. Based on my knowledge, and having exercised reasonable diligence, I attest that the information in the report is true, accurate and complete in all material respects for the purposes of the Act, for the reporting year listed above.

I have the authority to bind OverActive Media Corp.

A handwritten signature in black ink, appearing to read "Adam Adamou".

Full Name: Adam Adamou
Title: Chief Executive Officer
Date: May 27, 2024