Intertain



# INTERTAIN AND JACKPOTJOY PLC ANNOUNCE EXPECTED COMPLETION DATE FOR LONDON LISTING AND PLAN OF ARRANGEMENT

# INTERTAIN ANNOUNCES ELECTION DEADLINE TO RECEIVE EXCHANGEABLE SHARES

**TORONTO, January 13, 2017** – The Intertain Group Limited (TSX:IT), the largest online bingo-led operator in the world, and Jackpotjoy plc today jointly announced that the admission of the ordinary shares of Jackpotjoy plc to the standard listing segment of the Official List of the UK's Financial Conduct Authority and to trading on the Main Market for listed securities of the London Stock Exchange plc is expected to occur on January 25, 2017 at 8:00 a.m. (London time).

Intertain also announced that the effective date of its previously-announced plan of arrangement is expected to occur contemporaneously with the admission of the Jackpotjoy plc shares on January 25, 2017.

Andrew McIver, Intertain's President and CEO, said "We are excited to have reached this milestone in the implementation of our UK strategic initiatives, including the London listing of Jackpotjoy plc. We believe that these initiatives will provide a platform to further develop Intertain's core assets for the long term benefit of the company, its shareholders and other stakeholders."

#### Making an Election to Receive Exchangeable Shares

Intertain also announced that the election deadline for eligible Canadian resident shareholders to elect to receive exchangeable shares under the arrangement will be 5:00 p.m. (Toronto time) on January 20, 2017. The exchangeable shares have been conditionally approved for listing on the Toronto Stock Exchange, subject to the satisfaction of customary listing conditions.

Shareholders wishing to receive exchangeable shares should either advise their broker or other intermediary or complete the letter of transmittal and election form which accompanied the management information circular dated August 19, 2016. Copies of the circular and the letter of transmittal and election form are available under Intertain's profile on SEDAR at www.sedar.com.

Holders of Intertain's 5.0% convertible debentures wishing to elect to receive exchangeable shares under the arrangement must give notice of their intent to convert their debentures into common shares of Intertain in accordance with the convertible debenture indenture, as amended, by no later than 5:00 p.m. (Toronto time) on January 17, 2017.

Shareholders or convertible debentureholders who require assistance in making an election to receive exchangeable shares or in completing the letter of transmittal and election form which accompanied the circular or who otherwise have questions regarding the London listing or the arrangement are encouraged to contact Kingsdale Shareholder Services at: 1-866-581-1513 (toll-free in North America), by calling collect at 1-416-867-2272 (outside of North America) or by email at contactus@kingsdaleshareholder.com.

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### **Advisors to Intertain**

Canaccord Genuity Corp. is acting as sole financial advisor in connection with the implementation of the UK strategic initiatives, including the London listing.

Osler, Hoskin & Harcourt LLP is acting as counsel to the Special Committee. Cassels Brock & Blackwell LLP and Clifford Chance LLP are acting as Canadian and UK/US counsel, respectively, to Intertain in connection with the UK strategic initiatives. Kingsdale Shareholder Services is acting as strategic and communications advisor to Intertain.

### About The Intertain Group Limited

Intertain is an online gaming company that provides entertainment to a global consumer base. Intertain currently offers bingo and casino games to its customers using the InterCasino (<u>www.intercasino.com</u>), Costa (<u>www.costabingo.com</u>), Vera&John (<u>www.verajohn.com</u>), Jackpotjoy (<u>www.jackpotjoy.com</u>), Starspins (<u>www.starspins.com</u>) and Botemania (<u>www.botemania.es</u>) brands. For more information about Intertain, please visit <u>www.Intertain.com</u>.

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The shares (including the exchangeable shares) anticipated to be issued pursuant to the plan of arrangement have not been and will not be registered under the U.S. Securities Act of 1933, as

amended (the "**U.S. Securities Act**"), or any state securities laws, and the shares (including the exchangeable shares) issued in the plan of arrangement are anticipated to be issued in reliance upon the exemptions from such registration requirements pursuant to Section 3(a)(10) of the U.S. Securities Act and applicable exemptions under state securities laws. This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities.

# Cautionary Note Regarding Forward-Looking Information

This release contains certain information and statements that may constitute "forward-looking information" within the meaning of Canadian securities laws. Often, but not always, forward-looking information can be identified by the use of words such as "expects", "anticipates" and "believes" or the negative of such words or other variations or synonyms for such words, or state that certain actions, events or results "may", "could", "should", "would", or "will" be taken, occur or be achieved.

Forward looking information involves known and unknown risks, uncertainties and other factors which may cause actual results, performance, achievements or developments to be materially different from those anticipated by Intertain and expressed or implied by the forward-looking information. Forward-looking information contained in this release includes, but is not limited to, statements with respect to: (i) the expected date on which the ordinary shares of Jackpotjoy plc are expected to be admitted to the standard listing segment of the Official List of the UK's Financial Conduct Authority and to trading on the Main Market for listed securities of the London Stock Exchange plc; (ii) the expected effective date of Intertain's previously-announced plan of arrangement; and (iii) that the UK strategic initiatives will provide a platform to further develop Intertain's core assets for the long term benefit of the company, its shareholders and other stakeholders. These statements reflect the current expectations of Intertain and Jackpotjoy plc related to future events or its future results, performance, achievements, developments, actions and future trends affecting Intertain. All such statements, other than statements of historical fact, are forward-looking information.

Such forward-looking information is based on a number of assumptions which may prove to be incorrect, including, without limitation, that the Intertain Risk Factors (as defined below) will not cause actual results, performance, achievements or developments to differ materially from those described in the forward-looking information. Such forward looking information could also be materially affected by risks, including, but not limited to: (i) that the UK's Financial Conduct Authority and/or other regulatory approvals may not be obtained on the terms or on the timelines anticipated by Intertain and Jackpotjoy plc or at all (including in respect of the proposed listing of the ordinary shares of Jackpotjoy plc, the exchangeable shares on the Toronto Stock Exchange and in connection with the related plan of arrangement); (ii) that the costs of management time and money may adversely affect Intertain's business; and (iii) that market volatility or changes in the share price of Intertain do not adversely affect the ability of Intertain or Jackpotjoy (as the case may be) to complete the proposed listing of the ordinary shares of Jackpotjoy plc, the exchangeable shares on the Toronto Stock Exchange and/or the related plan of arrangement. The foregoing risk factors are not intended to represent a complete list of factors that could affect Intertain or Jackpotjoy. Additional risk factors are discussed in Intertain's annual information form dated March 30, 2016 and in the management information circular dated August 19, 2016, in each case, under the heading "Risk Factors". All such risk factors are referred to collectively as the "Intertain Risk Factors".

Although Intertain and Jackpotjoy have attempted to identify important factors that could cause actual results, performance, achievements or developments to differ materially from those described in the forward-looking information, there may be other factors that cause actual results, performance, achievements or developments not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate, as actual results, performance,

achievements or developments are likely to differ, and may differ materially, from those expressed in or implied by the forward-looking information contained in this release. Accordingly, readers should not place undue reliance on forward-looking information. While subsequent events and developments may cause the expectations, estimates and views of Intertain and/or Jackpotjoy to change, neither of them undertakes or assumes any obligation to update or revise any forward-looking information, except as required by applicable securities laws. The forward-looking information contained in this release should not be relied upon as presenting the expectations, estimates and views of Intertain and/or Jackpotjoy as of any date subsequent to the date of this release. All of the forward-looking information in this release are expressly qualified by this cautionary note.