

Intertain

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This release is an advertisement for the purposes of the Prospectus Rules of the UK's Financial Conduct Authority (the "FCA") and is not a prospectus and is not an offer of securities for sale in any jurisdiction, including in or into or from the United States, Australia, Canada or Japan. Investors should not purchase the Jackpotjoy plc ordinary shares referred to in this release except on the basis of information in the prospectus published by Jackpotjoy plc in connection with the admission of its ordinary shares to the standard listing segment of the Official List of the FCA and to trading on the Main Market for listed securities of the London Stock Exchange plc. Subject to applicable securities laws, a copy of the prospectus is available on Jackpotjoy plc's website (www.jackpotjoyplc.com/investors/prospectus).

JACKPOTJOY PLC AND INTERTAIN ANNOUNCE COMPLETION OF LONDON LISTING AND PLAN OF ARRANGEMENT

EXCHANGEABLE SHARES LISTED ON THE TSX

LONDON (UK) and TORONTO (Canada), January 25, 2017 – Jackpotjoy plc (LSE:JPJ), the largest online bingo-led operator in the world, and The Intertain Group Limited (TSX:ITX) today jointly announced that 73,718,943 ordinary shares of Jackpotjoy plc have been 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. The Jackpotjoy plc ordinary shares commenced trading at 8:00 a.m. (London time) under the ticker symbol "JPJ".

Jackpotjoy plc and Intertain also announced the completion of Intertain's previously-announced plan of arrangement. Intertain is now an indirect subsidiary of Jackpotjoy plc and the exchangeable shares issued by Intertain pursuant to the plan of arrangement are now listed on the Toronto Stock Exchange (the **"TSX**") and will commence trading today under the ticker symbol **"ITX**".

Andrew McIver, Jackpotjoy plc's Chief Executive Officer, said "We are delighted to have completed these truly transformational transactions. The London listing will provide us with access to a large, liquid and international market that is home to a number of our global gaming industry peers and a majority of our online gaming peers. This exposure to a broader market with extensive sector knowledge and familiarity is expected to contribute over time to a fuller and more appropriate valuation of our business. The listing of exchangeable shares on the TSX is also a significant benefit to a large group of our existing Canadian shareholders and is expected to facilitate a shareholder-friendly migration to London of all trading in our shares."

Intertain Group 24 duncan street, floor 2, toronto, ontario canada m5v 2b8

t. +1 416 207 3307 info@intertain.com Mr. McIver continued, "We believe that these transactions, together with the other aspects of the UK strategic initiatives implemented over the previous six months – including our recent debt refinancing, the amended arrangements with the Gamesys group announced in September 2016 and the introduction of strong new leadership for the company, including the appointment of Neil Goulden as Chair of the Board and me as Chief Executive Officer, along with the appointment of three other new non-executive directors to the Jackpotjoy plc board – will significantly enhance Jackpotjoy plc's ability to build on the group's existing core of strong assets, whether by organic growth, expansion into new geographic markets or otherwise, for the long-term benefit of our company, our shareholders and our other stakeholders. I am excited about this next chapter in our company's development and I look forward to updating you on our progress."

Transition Period for Jackpotjoy plc Shares

Under the plan of arrangement, the former Intertain common shareholders received in exchange for each common share held by them either one Jackpotjoy plc ordinary share or, for those eligible Canadian resident shareholders who made a valid election, one exchangeable share issued by Intertain. The Intertain common shares (TSX:IT) are no longer trading and will be de-listed from the TSX as of the close of trading on the TSX today.

Shareholders who are to receive Jackpotjoy plc ordinary shares under the plan of arrangement are reminded that, as disclosed in Intertain's management information circular dated August 19, 2016 and in its press release dated January 20, 2017, there is expected to be a three to five business day transition period relating to the issuance of these shares and the associated crediting of intermediaries' CREST accounts.

Shareholders who held their Intertain common shares in certificated form are expected to have their CREST accounts credited with Jackpotjoy plc ordinary shares today, provided that their share certificate(s) were surrendered by 5:00 p.m. (Toronto time) on January 24, 2017, together with a duly completed letter of transmittal, and that the necessary information to set up and credit a CREST account was provided to the depositary. All registered shareholders who have not yet surrendered their share certificate(s) together with a duly completed letter of transmittal and the other information described above must do so in order to receive their Jackpotjoy plc ordinary shares.

Shareholders who held their Intertain common shares through a broker or other intermediary are expected to have their CREST accounts credited on or about January 30, 2017, provided that their broker or intermediary correctly provides the depositary with their CREST participant and holdings information by 5:00 p.m. (Toronto time) on January 26, 2017. Failure by a shareholder's intermediary to provide this important information to the depositary, or any failure by an intermediary to provide complete and accurate information, will result in delays in the receipt of Jackpotjoy plc ordinary shares by such shareholders.

Further information concerning these processes is outlined in the circular, including at page 27. Any questions regarding the receipt of Jackpotjoy plc ordinary shares, including any request for another letter of transmittal, should be directed to the depositary, Computershare Investor Services Inc., by telephone (1-800-564-6253 (North American toll-free) or 1-514-982-7555) or by email (<u>corporateactions@computershare.com</u>). Copies of the circular and the letter of transmittal are also available under Intertain's profile on SEDAR at <u>www.sedar.com</u>.

Canadian shareholders who validly elected to receive exchangeable shares under the plan of arrangement are expected to have their accounts credited with exchangeable shares today.

Holders of Intertain convertible debentures are reminded that, pursuant to a supplemental indenture between Intertain, Jackpotjoy plc and Computershare Trust Company of Canada, all outstanding 5% convertible unsecured subordinated debentures of Intertain are now convertible into Jackpotjoy plc ordinary shares in accordance with the terms of the existing indenture (as amended), and that there have been no other material changes to the terms and conditions attaching to the debentures. The conversion price in respect of the debentures will continue to be CAD\$6.00, meaning that approximately 166.67 Jackpotjoy plc ordinary shares will be issued for each CAD\$1,000 principal amount of debentures that is converted, rounded down to the nearest whole number of ordinary shares. The debentures now trade under the ticker symbol "**ITX.DB**".

Advisors

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

Osler, Hoskin & Harcourt LLP acted as counsel to the special committee of the Intertain board of directors. Cassels Brock & Blackwell LLP and Clifford Chance LLP acted as Canadian and UK/US counsel, respectively, to Intertain in connection with the UK strategic initiatives. Kingsdale Advisors acted as strategic and communications advisor to Intertain.

Jackpotjoy plc has appointed Canaccord Genuity Limited as its corporate broker.

About Jackpotjoy plc

Jackpotjoy plc is the parent company of an online gaming group that provides entertainment to a global consumer base through its subsidiaries. Jackpotjoy plc currently offers bingo and casino games to its customers through its subsidiaries 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 Jackpotjoy plc, please visit <u>www.jackpotjoyplc.com</u>.

Jackpotjoy plc controls all of the outstanding voting securities of Intertain, through which Jackpotjoy plc's operating subsidiaries are held. Intertain also has outstanding non-voting Class C exchangeable shares and 5% convertible unsecured subordinated debentures, both of which are listed on the TSX.

Investor and Media Contact:

General:

Amanda Brewer Vice President, Corporate Communications Jackpotjoy Group Tel: +1 416 720-8150 abrewer@intertain.com UK media:

Finsbury James Leviton Andy Parnis Tel: +44 207 251 3801

North American media:

Kingsdale Advisors Ian Robertson Executive Vice President, Communication Strategy Tel: +1 416 867-2333 Mobile: +1 647 621-2646 irobertson@kingsdaleadvisors.com

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These materials do not contain or constitute an offer of securities for sale, or the solicitation of an offer to purchase securities, in the United States. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended (the "**Securities Act**") or under the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States absent registration under the Securities Act, or pursuant to an available exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities law. Neither Jackpotjoy plc nor Intertain nor any of their respective subsidiaries (together, the "**Group**") intend to register the securities or conduct a public offering in the United States. Any failure to comply with the foregoing restrictions may constitute a violation of US securities laws.

The Jackpotjoy plc ordinary shares (as well as the exchangeable shares issued pursuant to the plan of arrangement) have not been and will not be registered under the Securities Act, or any state securities laws, and such shares (as well as the exchangeable shares issued pursuant to the plan of arrangement) were issued in reliance upon the exemptions from such registration requirements pursuant to Section 3(a)(10) of the Securities Act and applicable exemptions under state securities laws. The merit and suitability of an investment in Jackpotjoy plc or any member of the Group, including Intertain, should be independently evaluated and any person considering such an investment in Jackpotjoy plc or any member of the Group, including Intertain, is advised to obtain independent advice as to the legal, regulatory, tax, accounting, financial, credit and other related

advice prior to making an investment. Any investment in Jackpotjoy plc's securities should be made solely on the basis of the information contained in the prospectus issued by Jackpotjoy plc in connection with admission. No reliance may or should be placed by any person for any purposes whatsoever on the information contained in this release or on its completeness, accuracy or fairness. The information in this release is subject to change.

Past performance is not a guide to future performance. Information in this release or any of the documents relating to the admission of the Jackpotjoy plc ordinary shares cannot be relied upon as a guide to future performance.

Cautionary Note Regarding Forward-Looking Information

This release contains certain information and statements that may constitute "forward-looking information" within the meaning of applicable 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 London listing providing Jackpotjoy plc with access to a large, liquid and international market; (ii) the expectation that the London listing will contribute to a fuller and more appropriate valuation of the Jackpotjoy plc and Intertain businesses; (iii) the expectation that the exchangeable shares will facilitate a shareholder friendly migration to London of all trading; (iv) the expectation that the UK strategic initiatives will significantly enhance Jackpotjoy plc's ability to build on the group's existing core of strong assets for the long-term benefit of the group, its shareholders and other stakeholders; (v) the timing and completion of the de-listing of the Intertain common shares from the TSX; and (vi) the expected duration of the transition period, including the expected timing of the crediting of accounts with exchangeable shares and CREST accounts with Jackpotjoy plc ordinary shares. These statements reflect the current expectations of Jackpotjoy plc and Intertain related to future events or its future results, performance, achievements, developments, actions and future trends affecting Jackpotjoy plc and 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 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 some or all of the benefits expected as a result of implementing the UK strategic initiatives, including the London listing, may not be obtained in whole or in part; (ii) that the costs of management time and money may adversely affect Jackpotjoy plc and/or Intertain; (iii) that the crediting of exchangeable shares or Jackpotjoy plc ordinary shares to shareholders' accounts may not occur on the timelines anticipated and that the transition period, and any such delay, may affect the market for exchangeable shares on the TSX and/or the Jackpotjoy plc ordinary shares on the LSE; and (iv) that following the plan of arrangement, Jackpotjoy plc will be required to maintain regulatory and reporting compliance in both Canada and in the UK. The foregoing risk factors are not intended to represent a complete list of factors that could affect Jackpotjoy plc or Intertain. Additional risk factors are discussed in Jackpotjoy plc's prospectus dated January 20, 2017, Intertain's annual information form dated March 30, 2016 and in Intertain's 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 "Risk Factors".

Although Jackpotjoy plc and Intertain 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 Jackpotjoy plc and/or Intertain 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 Jackpotjoy plc and/or Intertain 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.