

JACKPOTJOY PLC (formerly "GOLDILOCKS TOPCO PLC")
REPORT AND FINANCIAL STATEMENTS
FOR THE FIVE-MONTH PERIOD ENDED 31 DECEMBER 2016

JACKPOTJOY PLC

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JACKPOTJOY PLC

COMPANY INFORMATION

Directors	Neil Goulden Andrew McIver Keith Laslop David Danziger Paul Pathak Jim Ryan Nigel Brewster Colin Sturgeon Jörgen Nordlund
Secretary	Intertrust Corporate Services (UK) Limited
Company number	10303804
Registered office	c/o Intertrust Corporate Services (UK) Limited 35 Great St. Helen's, London, England EC3A 6AP
Auditors	BDO LLP 55 Baker Street London W1U 7EU

JACKPOTJOY PLC

STRATEGIC REPORT

FOR THE FIVE MONTH PERIOD ENDED 31 DECEMBER 2016

Introduction

The directors present their strategic report for the five months ended 31 December 2016.

Business review

The Company was incorporated on 29 July 2016. It has been a dormant company since its incorporation. During the period, it obtained 100% ownership in 2 dormant subsidiaries registered in Canada.

Principal risks and uncertainties

During the period, the Company was exposed to no financial risk as both the company and its subsidiaries were dormant. The company and its subsidiaries do not actively use financial instruments as part of their financial risk management. They are not exposed to the usual credit risk and cashflow risk associated with settling on credit. The nature of its financial instruments means that they are not subject to price risk or liquidity risk.

Future developments and post balance sheet events

On 25 January 2017, the Company became the parent company of The Intertain Group Limited (“Intertain”) and 73,718,943 ordinary shares of the Company were 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 under the ticker symbol “JPJ”.

The former Intertain common shareholders received in exchange for each common share held by them either one share of the Company, or for those eligible Canadian resident shareholders who made a valid election, one exchangeable share issued by Intertain.

These arrangements were entered in to pursuant to Intertain’s announcement that its shareholders had approved a plan of arrangement which would help facilitate the implementation of Intertain’s comprehensive UK-centred strategic initiatives.

The Company’s financial reporting for periods ending after 25 January 2017 will include the results of Intertain.

This report was approved by the board on 19 April 2017 and signed on its behalf.

(signed) “*Andrew McIver*”

Andrew McIver
Director

JACKPOTJOY PLC

DIRECTORS' REPORT

FOR THE FIVE MONTH PERIOD ENDED 31 DECEMBER 2016

The directors present their report and the financial statements for the period ended 31 December 2016.

Directors' responsibilities

The directors are responsible for preparing the strategic report, the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and applicable law. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with IFRSs as adopted by the European Union, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Principal activity

The company was incorporated on 29 July 2016, and did not trade during the period.

Directors

The directors who served during the period were:

Katherine Moir (from incorporation until resignation on 15 August 2016)
Adrian Levy (from incorporation until resignation on 15 August 2016)
Neil Goulden (appointed 15 August 2016)
Andrew Mclver (appointed 15 August 2016)
Paul Pathak (appointed 17 August 2016)
Keith Laslop (appointed 5 September 2016)
David Danziger (appointed 5 September 2016)
Jim Ryan (appointed 5 September 2016)

Nigel Brewster, Colin Sturgeon and Jörgen Nordlund were appointed as directors on 19 January 2017.

Statement as to disclosure of information to auditors

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This report was approved by the board on 19 April 2017 and signed on its behalf.

(signed) "*Andrew Mclver*"
Andrew Mclver
Director

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JACKPOTJOY PLC

Opinion

We have audited the financial statements of Jackpotjoy plc (the 'company') for the period ended 31 December 2016 which comprise the Statement of Comprehensive income, the Balance Sheet, the Statement of Changes in Equity, the Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRS) as adopted for use in the European Union.

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its result for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards as adopted for use in the European Union;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information, including the strategic report and the directors report, and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JACKPOTJOY PLC

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement included in the directors' report, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

(signed) "BDO LLP"

Kieran Storan (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
London
19 April 2017

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

JACKPOTJOY PLC

STATEMENT OF COMPREHENSIVE INCOME

FOR THE FIVE-MONTH PERIOD ENDED 31 DECEMBER 2016

	Five months ended 31 December 2016 £
Result before taxation	_____ -
Taxation	-
Result for the financial period	_____ -
Other comprehensive income	_____ -
Total comprehensive income for the period	_____ - _____ -

The statement of comprehensive income has been prepared on the basis that all operations are continuing operations.

JACKPOTJOY PLC

BALANCE SHEET

AS AT 31 DECEMBER 2016

	Notes	2016 £
ASSETS		
Non-current assets		
Investments in subsidiaries	4	1
Total non-current assets		<u>1</u>
Current assets		
Receivables: unpaid share capital		50,000
Total current assets		<u>50,000</u>
Total assets		<u><u>50,001</u></u>
LIABILITIES AND EQUITY		
Amounts owed to group undertaking		1
Capital and reserves		
Called up share capital	3	50,000
Total liabilities and equity		<u><u>50,001</u></u>

The financial statements were approved by the board of directors and authorised for issue on 19 April 2017 and are signed on its behalf by:

(signed) "Andrew McIver"

Andrew McIver
Director

19 April 2017

JACKPOTJOY PLC

STATEMENT OF CHANGES IN EQUITY

FOR THE FIVE-MONTH PERIOD ENDED 31 DECEMBER 2016

	Notes	Share capital and reserves £
Five-month period ended 31 December 2016:		
Result and total comprehensive income for the period		-
Issue of share capital	3	<u>50,000</u>
Balance at 31 December 2016		<u>50,000</u>

JACKPOTJOY PLC

STATEMENT OF CASH FLOWS

FOR THE FIVE-MONTH PERIOD ENDED 31 DECEMBER 2016

The company did not enter into any transactions involving cash or cash equivalents in the five-month period ended 31 December 2016.

JACKPOTJOY PLC

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FIVE-MONTH PERIOD ENDED 31 DECEMBER 2016

1 Accounting policies

Company information

The company was incorporated on 29 July 2016. On 15 August 2016, the company changed its name from Goldilocks Topco Plc to Jackpotjoy Plc. It is a public limited company domiciled and incorporated in England and Wales under the Companies Act 2006. The registered office is 35 Great St. Helen's, London, England EC3A 6AP.

On 16 August 2016, Intertain CallCo ULC was incorporated as an unlimited liability corporation under the laws of the Province of Nova Scotia and Intertain ExchangeCo Limited was incorporated under the laws of the Province of Ontario. The companies are subsidiary undertakings of the Company and on 19 August 2016 they entered into an arrangement agreement with, among others, the Company and The Intertain Group Limited ("Intertain") (as amended) pursuant to which Intertain agreed to implement a plan of arrangement, which was approved by the shareholders of Intertain on 23 September 2016 and which would result in the Company becoming the indirect parent holding company for Intertain following its amalgamation with Intertain Holdings Inc. and Intertain ExchangeCo Limited.

On January 25, 2017, the plan of arrangement was completed, causing Intertain to become an indirect subsidiary of Jackpotjoy plc.

1.1 Accounting convention and basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted for use in the European Union and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

These financial statements present information about the company as an individual undertaking and not about its group.

The financial statements have been prepared on the historical cost convention. The principal accounting policies adopted are set out below.

1.2 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Financial instruments

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include receivables, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

JACKPOTJOY PLC

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FIVE-MONTH PERIOD ENDED 31 DECEMBER 2016

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. The impairment loss is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

1.4 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.5 Investments

Investments are measured at cost less any provision for impairment.

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

3 Share Capital

	2016
	£
Issued and fully paid	
1 Ordinary share of £0.10 each	-
50,000 Redeemable shares of £1 each	50,000
	<hr/>
	50,000

The company was incorporated on 29 July 2016 with an issued share capital of 1 ordinary share of £0.10. The ordinary shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

On 15 August 2016, the company issued 50,000 redeemable shares of £1 each. The redeemable shares are not entitled to vote, receive dividends or capital distributions (except on winding up where they are entitled to the nominal amount of each share); they confer a right of redemption by the Company (but not by the holder) at nominal value on such terms as the Directors may determine.

JACKPOTJOY PLC

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FIVE-MONTH PERIOD ENDED 31 DECEMBER 2016

4 Investments

The subsidiaries of JackpotJoy Plc are as follows:

As at 31 December 2016

Name	Country of incorporation	Proportion of ownership interest	Number of shares held	Nominal value
Intertain CallCo ULC	Canada	100%	10	£0.5
Intertain ExchangeCo Limited	Canada	100%	10	£0.5

Both companies are dormant and registered in Canada. The company's investment in Intertain ExchangeCo Limited is indirectly held.

5 Post balance sheet events

Appointment of Directors

On 19 January 2017, Nigel Brewster, Colin Sturgeon and Jörgen Nordlund were appointed as directors of the Company.

Completion of London Listing and Plan of Arrangement

On 25 January 2017 (the "Effective Date"), 73,718,943 ordinary shares of the Company were 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 ("Admission"). On the Effective Date, the Company and Intertain also completed Intertain's previously-announced plan of arrangement, such that Intertain is now an indirect subsidiary of the Company. Pursuant to the plan of arrangement, Intertain issued exchangeable shares which may be converted into ordinary shares of the Company on a one-for-one basis. The exchangeable shares are listed on the Toronto Stock Exchange.

Capital Reduction

Following Admission, the share capital of the Company was reduced to create distributable reserves on the balance sheet of the Company which will provide the Company with flexibility to pay dividends in the future if appropriate, and to cancel certain shares of the Company issued in connection with the incorporation of the Company.

The cancellation of the share premium account of the Company and the cancellation of 50,000 redeemable shares of £1.00 and one ordinary share of £0.10 in the capital of the Company, was approved by Intertain ListCo Holdings Ltd., as sole shareholder of the Company, by way of special resolution passed on 19 August 2016 and has occurred shortly after Admission.

