

**Form 51-102F3**  
**Material Change Report**

**Item 1            Name and Address of Company**

NorthStar Gaming Holdings Inc. (“**NorthStar**” or the “**Company**”)  
220 King St. West  
Suite 200  
Toronto, Ontario M5H 1K4

**Item 2            Date of Material Changes**

The material change occurred on December 16, 2024.

**Item 3            News Release**

A news release with respect to the material change referred to in this report was disseminated by Newsfile Corp. on December 17, 2024. This news release is available on NorthStar’s profile at [www.sedarplus.ca](http://www.sedarplus.ca).

**Item 4            Summary of Material Change**

On December 16, 2024, Playtech plc advanced \$3,500,000 of short-term financing to NorthStar pursuant to a \$3,500,000 unsecured, interest-bearing promissory note (the “**Note**”) issued by NorthStar to Playtech plc on the same date (the “**Playtech Financing**”). All figures are quoted in Canadian dollars.

**Item 5            Full Description of Material Change**

**5.1      *Full Description of Material Change***

See press release attached at Schedule “A”.

**Related Party Disclosure**

The Playtech Financing constitutes a “related party transaction” within the meaning of TSX Venture Exchange (“**TSXV**”) Policy 5.9 and Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”), as Playtech plc or its affiliates have control or direction over securities of the Company carrying more than 10% of the voting rights attached to the Company’s outstanding voting securities. In respect of such “related party transaction”, the Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(b) (Issuer Not Listed on Specified Markets) and 5.7(1)(f) (Loan Negotiated on Reasonable Commercial Terms with No Equity or Voting Component) of MI 61-101. A material change report was not filed by the Company at least 21 days before the closing of the Playtech Financing, as the Company was required to sign and close expeditiously. In the view of the Company, this approach is reasonable in the circumstances. The Playtech Financing was approved by all of the independent directors of the Company.

The Playtech Financing is in addition to two previous short-term financing transactions between the Company and Playtech plc, as announced on April 25, 2024 and September 13, 2024, respectively. Following completion of the Playtech Financing, the total aggregate principal amount loaned to the Company and payable to Playtech plc pursuant to such transactions is \$9.5 million.

The following supplementary information is provided in accordance with Section 5.2 of MI 61-101:

- (a) *a description of the transaction and its material terms*

See above and press release attached at Schedule “A”.

- (b) *the purpose and business reasons for the transaction*

See above and press release attached at Schedule “A”.

- (c) *the anticipated effect of the transaction on the issuer’s business and affairs*

See press release attached at Schedule “A”.

- (d) *a description of*

- (i) *the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties*

The Company borrowed \$3,500,000 from Playtech plc, an entity which, in combination with its affiliates, has control or direction over securities of the Company carrying more than 10% of the voting rights attached to the Company’s outstanding voting securities.

- (ii) *the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person referred to in subparagraph (i) for which there would be a material change in that percentage*

Not applicable.

- (e) *Unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee*

A resolution of the board of directors was passed approving the Playtech Financing. No special committee was established in connection with the Playtech Financing, and no materially contrary view or abstention was expressed or made by any director.

- (f) *a summary, in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the*

*material change report or will be included in its entirety in another disclosure document for the transaction*

Not applicable.

- (g) *disclosure, in accordance with section 6.8 of MI 61-101 of every prior valuation in respect of the issuer that relates to the subject matter of or is otherwise relevant to the transaction:*
- (i) *that has been made in the 24 months before the date of the material change report; and*
  - (ii) *the existence of which is known, after reasonable inquiry, to the issuer or to any director or senior officer of the issuer*

Not applicable.

- (h) *the general nature and material terms of any agreement entered into by the issuer, or related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction*

Other than the Note, the Company did not enter into any agreement with an interested party or a joint actor with an interested party in connection with the Playtech Financing. To the Company's knowledge, no related party to the Company entered into any agreement with an interested party or a joint actor with an interested party in connection with the Playtech Financing.

- (i) *the disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101, respectively, and the facts supporting reliance on the exemptions*

As the Playtech Financing constitutes a "related party transaction" within the meaning of TSXV Policy 5.9 and MI 61-101, the Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in section 5.5(b) (Issuer Not Listed on Specified Markets), as the Company's shares are listed on the TSXV and not on any of the markets specified by MI 61-101 as precluding the use of the exemption, as well as section 5.7(1)(f) (Loan Negotiated on Reasonable Commercial Terms with No Equity or Voting Component), as it was determined by the independent directors of the Company that the Playtech Financing is on reasonable commercial terms that are not less advantageous to the Company than if the Playtech Financing was obtained from a person dealing at arm's length with the Company and because the Note is not convertible into, or repayable in, equity or voting securities of the Company or a subsidiary of the Company or otherwise participating in nature.

## **5.2 Disclosure for Restructuring Transactions**

Not applicable.

## **Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7            Omitted Information**

Not applicable

**Item 8            Executive Officer**

The following executive officer is knowledgeable about the material change and may be contacted about this report.

Corey Goodman  
Chief Development Officer and Counsel  
647-922-0201

**Item 9            Date of Report**

December 24, 2024

## **Schedule “A”**

# NorthStar Gaming Announces Short-Term Financing

**December 17, 2024 9:00 AM EST | Source: NorthStar Gaming Holdings Inc. (/company/9376/NorthStar-Gaming-Holdings-Inc.)**

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Toronto, Ontario--(Newsfile Corp. - December 17, 2024) - NorthStar Gaming Holdings Inc. (TSXV: BET) (OTCQB: NSBBF) ("NorthStar" or the "Company") today announced that it has issued a \$3.5 million unsecured, interest-bearing promissory note dated as of December 16, 2024 (the "Note") to Playtech plc. The Note shall bear interest of 8% per annum, payable in arrears at maturity. Unless otherwise accelerated pursuant to its terms, the Note will become immediately due and payable on the earlier of (i) April 25, 2025; and (ii) the date on which the Company or any of its subsidiaries completes additional financing transactions with aggregate gross proceeds of at least \$10 million, subject to certain exceptions. Proceeds from the Note will be used to fund the Company's continued growth and for general corporate purposes.

"This injection of capital will support our growth as we continue to deliver improved financial performance, evidenced most recently in our third quarter 2024 results," said Michael Moskowitz, Chair and CEO of NorthStar.

The issuance of the Note constitutes a "related party transaction" within the meaning of TSX Venture Exchange ("TSXV") Policy 5.9 and Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"), as Playtech plc or its affiliates have control or direction over securities of the Company carrying more than 10% of the voting rights attached to the Company's outstanding voting securities. In respect of such "related party transaction", the Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(b) (Issuer Not Listed on Specified Markets) and 5.7(1)(f) (Loan Negotiated on Reasonable Commercial Terms with No Equity or Voting Component) of MI 61-101. A material change report was not filed by the Company at least 21 days before the closing of the Note offering, as the Company was required to sign and close expeditiously. In the view of the Company, this approach is reasonable in the circumstances. The Note offering was approved by all of the independent directors of the Company.

The Note offering is in addition to two previous short-term financing transactions between the Company and Playtech plc, as announced on April 25, 2024 and September 13, 2024, respectively. Following completion of the Note offering, the total aggregate principal amount loaned to the Company and payable to Playtech plc pursuant to such transactions is \$9.5 million.

## About NorthStar

NorthStar proudly owns and operates NorthStar Bets, a Canadian-born casino and sportsbook platform that delivers a premium, distinctly local gaming experience. Designed with high-stakes players in mind, NorthStar Bets Casino offers a curated selection of the most popular games, ensuring an elevated user experience. Our sportsbook stands out with its exclusive Sports Insights feature, seamlessly integrating betting guidance, stats, and scores, all tailored to meet the expectations of a premium audience.

As a Canadian company, NorthStar is uniquely positioned to cater to customers who seek a high-quality product and an exceptional level of personalized service, setting a new standard in the industry. NorthStar is committed to operating at the highest level of responsible gaming standards.

**No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein. Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this press release.**

#### **Cautionary Note Regarding Forward-Looking Information and Statements**

*This communication contains "forward-looking information" within the meaning of applicable securities laws in Canada ("forward-looking statements"), including without limitation, statements with respect to the following: the expected benefits of the Note and use of proceeds, the ability of the Company to perform its obligations under the Note, and the ability of the Company to obtain additional financing. The foregoing are provided for the purpose of presenting information about management's current expectations and plans relating to the future and allowing investors and others to get a better understanding of the Company's anticipated financial position, results of operations, and operating environment. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. This information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. This forward-looking information is based on management's opinions, estimates and assumptions that, while considered by NorthStar to be appropriate and reasonable as of the date of this press release, are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, levels of activity, performance, or achievements to be materially different from those expressed or implied by such forward-looking information. Such factors include, among others, the following: risks related to the Company's business and financial position; risks associated with general economic conditions; adverse industry risks; future legislative and regulatory developments; the ability of the Company to implement its business strategies; and those factors discussed in greater detail under the "Risk Factors" section of the Company's most recent annual information form, which is available under NorthStar's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) (<https://api.newsfilecorp.com/redirect/3jO4KFYbPx>). Many of these risks are beyond the Company's control.*

*If any of these risks or uncertainties materialize, or if the opinions, estimates or assumptions underlying the forward-looking information prove incorrect, actual results or future events might vary materially from those anticipated in the forward-looking statements. Although the Company has attempted to identify important risk factors that could cause actual results to differ materially from those contained in the forward-looking statements, there may be other risk factors not presently known to the Company or that the Company presently believes are not material that could also cause actual results or future events to differ materially from those expressed in such forward-looking statements. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. No forward-looking statement is a guarantee of future results. Accordingly, you should not place undue reliance on forward-looking information, which speaks only as of the date made. The forward-looking information contained in this press release represents NorthStar's expectations as of the date specified herein, and are subject to change after such date. However, the Company disclaims any intention or obligation or undertaking to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required under applicable securities laws.*

*All of the forward-looking information contained in this press release is expressly qualified by the foregoing cautionary statements.*

**For further information:**

**Company Contact:**

Corey Goodman

Chief Development Officer

647-530-2387

[investorrelations@northstargaming.ca](mailto:investorrelations@northstargaming.ca) (<mailto:investorrelations@northstargaming.ca>)

**Investor Relations:**

RB Milestone Group LLC (RBMG)

[Northstar@rbmilestone.com](mailto:Northstar@rbmilestone.com) (<mailto:Northstar@rbmilestone.com>)



To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/234127>  
(<https://api.newsfilecorp.com/redirect/AMbw8swW7N>)

SOURCE: NorthStar Gaming Holdings Inc. (/company/9376/NorthStar-Gaming-Holdings-Inc.)



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