

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Company:

Gamehost Inc. (“**Gamehost**” or the “**Company**”)
548 Laura Avenue, Suite 104
Red Deer County, Alberta, T4E 0A5.

Item 2. Date of Material Change

March 30, 2026

Item 3. News Release

A press release was disseminated on March 30, 2026 via Newsfile Corp.

Item 4. Summary of Material Change

Gamehost Inc. (“**Gamehost**” or the “**Corporation**”) (TSX:GH) and Pure Casino Entertainment Limited Partnership (“**Pure**”) entered into a definitive arrangement agreement (the “**Arrangement Agreement**”) pursuant to which Pure will, indirectly through a subsidiary, acquire all of the issued and outstanding common shares of Gamehost (the “**Gamehost Shares**”) for \$13.65 in cash per share (the “**Transaction**”).

Item 5. Full Description of Material Change

Gamehost and Pure announced that they have entered into the Arrangement Agreement pursuant to which Pure will, indirectly through a subsidiary, acquire all of the issued and outstanding Gamehost Shares for \$13.65 in cash per share.

The cash consideration of \$13.65 per Gamehost Share offered to the Gamehost shareholders pursuant to the Transaction represents a premium of approximately 16% to Gamehost’s closing price of \$11.75 per Gamehost Share on the Toronto Stock Exchange (the “**TSX**”) on March 27, 2026, being the last trading day prior to the announcement of the Transaction, and a premium of approximately 17% to Gamehost’s 20-day volume weighted average price on the TSX of \$11.67 per Gamehost Share as of the close of markets on March 27, 2026.

The Transaction is the result of extensive and thorough arm’s length negotiations between Gamehost and Pure and their respective advisors and brings together two of Alberta’s leading gaming and hospitality companies.

Transaction Details

The Transaction will be implemented by way of a plan of arrangement under the *Business Corporations Act* (Alberta) and is expected to close in mid-2026, subject to customary closing conditions, including the receipt of required shareholder approvals, the approval of the Court of King’s Bench of Alberta, and regulatory approval under applicable gaming and competition laws. The Transaction is not subject to any financing condition.

The Transaction constitutes a “business combination” for the purposes of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”), which requires, among other things, the approval of the Transaction by a majority of the votes cast by Gamehost shareholders other than the Gamehost

shareholders whose votes are required to be excluded for the purposes of “majority of the minority” approval as required under MI 61-101. As such, the required shareholder approvals for the Transaction consist of (i) at least two-thirds of the votes cast by Gamehost shareholders at a special meeting of shareholders of the Corporation and (ii) at least a majority of the votes cast after excluding the votes cast by those persons whose votes must be excluded in accordance with MI 61-101, at such meeting.

All directors and officers of Gamehost, and the largest shareholder of Gamehost, and their associates and affiliates, who collectively own approximately 41.3% of the issued and outstanding Gamehost Shares, have entered into voting and support agreements pursuant to which they have agreed to vote all the securities of Gamehost they own or control in favour of the Transaction. To the knowledge of Gamehost and its directors and senior officers, after reasonable inquiry, for the purposes of MI 61-101, it is expected that the votes in respect of an aggregate of 2,688,820 Gamehost Shares (representing approximately 13.0% of the issued and outstanding Gamehost Shares) beneficially owned, or over which control or direction is exercised, directly or indirectly, by certain directors and officers will be excluded in determining whether “majority of the minority” approval for the purposes of MI 61-101 is obtained.

The Arrangement Agreement contains customary non-solicitation provisions on the part of the Corporation, subject to the customary “fiduciary out” provisions, as well as customary “right to match” provisions in favour of Pure. A termination fee of \$12 million would be payable by the Corporation to Pure in certain circumstances, including in the context of a superior proposal supported by the Board of Directors of Gamehost. A purchaser expense reimbursement fee of \$5 million would also be payable by Gamehost to Pure in certain circumstances, including in the event that Gamehost does not receive the required shareholder approvals. The Corporation would also be entitled to a reverse termination fee of \$12 million if the Transaction is not completed in certain circumstances.

Further details of the Arrangement Agreement will be set out in the management information circular to be made available to Gamehost shareholders in advance of the special meeting to be held to consider and approve the Transaction. A copy of the circular and the Arrangement Agreement will be made available and filed on Gamehost’s SEDAR+ profile at www.sedarplus.ca.

Board Recommendation

After consultation with its financial and legal advisors, the Board of Directors of Gamehost has unanimously approved entering into the Arrangement Agreement. The Board of Directors of Gamehost recommends that Gamehost shareholders vote in favour of the Transaction.

Scotiabank has delivered a fairness opinion to the Board of Directors of Gamehost to the effect that, as of the date of such opinion and based upon and subject to the assumptions, limitations and qualifications stated in such opinion, the consideration to be received by the Gamehost shareholders is fair, from a financial point of view, to such shareholders.

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

For more information, contact:

Craig M. Thomas (Chief Financial Officer) or Darcy J. Will (Chief Executive Officer)

Phone: (877) 703-4545

E-mail: ir@gamehost.ca

Item 9. Date of Report

April 9, 2026

Forward-Looking Information

This report contains certain forward-looking information and forward-looking statements within the meaning of applicable Canadian securities laws (collectively, “**forward-looking information**”). Forward-looking information relates to future events or future performance and is based upon management’s current internal expectations, estimates, projections, assumptions and beliefs. All information other than historical fact may be forward-looking information. Words such as “seek”, “plan”, “continue”, “expect”, “intend”, “believe”, “anticipate”, “predict”, “estimate”, “may”, “will”, “could”, “potential”, and other similar words that indicate events or conditions may occur are intended to identify forward-looking information. In particular, this report contains forward-looking information pertaining to the following: (i) the anticipated cash payments to Gamehost shareholders should the Arrangement be completed and (ii) the anticipated timing of completion of the Transaction. This forward-looking information is based on certain expectations and assumptions, including that all conditions precedent to the completion of the Transaction are satisfied on terms acceptable to each of Gamehost and Pure, each acting reasonably, that there are not any material unexpected hurdles or delays in receiving the required approvals, that each of Gamehost and Pure honour their respective obligations under the Arrangement Agreement; and that Pure has the ability to satisfy its cash payment obligation at the closing of the Transaction. By its very nature, forward-looking 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 information. Gamehost believes the expectations reflected in the forward-looking statements contained in this news release are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this news release should not be unduly relied upon. Some of the risks that could cause results to differ materially from those expressed in the forward-looking information include: (i) the conditions to the completion of the Arrangement, including receipt of the required approvals from the Gamehost shareholders, the approval of the Court of King’s Bench of Alberta and the required approvals under applicable gaming and competition laws may not be satisfied or waived; (ii) the timing of the completion of the Transaction may be changed or delayed; (iii) Pure may not have sufficient funds to pay the cash consideration on closing of the Transaction or, even if it has sufficient funds, may not pay the cash consideration required to close the Transaction; (iv) the Arrangement Agreement may be terminated by either party under certain circumstances, including as a result of the occurrence of a material adverse change in respect of Gamehost; and (v) if the Transaction is not completed, Gamehost shareholders will not receive the anticipated cash consideration per share. Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-looking information contained in this report is expressly qualified by this cautionary statement. These statements speak only as of the date of this news release. Except as required by law, Gamehost does not undertake any obligation to publicly update or revise any forward-looking information.