FORM 51-102F3- MATERIAL CHANGE REPORT

Item 1: Name And Address Of Company

The Intertain Group Limited ("**Intertain** or the "**Company**")
24 Duncan Street, Floor 2
Toronto, Ontario
M5V 2B8

Item 2: Date Of Material Change

March 9, 2016

Item 3: News Release

A news release with respect to the material changes summarized in this material change report was issued by Intertain on February 22, 2016 through the facilities of Marketwired and filed on the System for Electronic Document Analysis and Retrieval ("**SEDAR**"). A copy of the news release is available on SEDAR at www.sedar.com.

Item 4: Summary Of Material Change

On March 9, 2016, Intertain announced the initiation of a process to enhance shareholder value through the appointment of a Special Committee, the appointment of a new independent member to its board of directors (the "**Board**"), the resignation of two members of the Board and the intended lapse of its shareholder rights plan.

Item 5: Full Description Of Material Change

Intertain's Board initiated a process to identify, examine and consider a range of strategic options available to the Company, with the objective of delivering shareholder value. A Special Committee of three directors, David Danziger, John Fielding and Paul Pathak, has been appointed to lead this process. The Special Committee has retained Canaccord Genuity as its financial advisor and Osler, Hoskin & Harcourt LLP as its legal advisor. The Special Committee will consider a broad range of alternatives, including strategic transactions providing for a sale of the Company or one or more business units or partial offers and recapitalizations.

Further to the Board renewal process previously announced in the Company's press release dated February 22, 2016, Intertain announced the appointment of Jim Ryan as an independent director, effective immediately. Mr. Ryan is currently CEO of Pala Interactive, LLC and brings extensive experience in the online gaming industry, having previously served as Co-CEO of bwin.party digital entertainment plc and as CEO of PartyGaming plc. In addition, Intertain also announced that David Danziger has been appointed Chairman of the Board and that Stan G. Dunford and Mark Redmond have resigned as directors of the Company, all effective immediately.

Finally, the Board has determined to allow the Company's shareholder rights plan agreement dated September 22, 2015 to expire, in accordance with its terms, at the close of business on March 22, 2016.

Item 6: Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

Paul Pathak, Director
(416) 644-9964

Item 9: Date Of Report

March 15, 2016.