Intertain

THE INTERTAIN GROUP LIMITED

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the holders (the "**Intertain Shareholders**") of common shares (the "**Intertain Shares**") of The Intertain Group Limited ("**Intertain**") will be held at the offices of Cassels Brock & Blackwell LLP, Scotia Plaza, 40 King Street West, Suite 2100, Toronto, Ontario, Canada M5H 3C2 on Friday, September 23, 2016 at 10:00 a.m. (Toronto Time) for the following purposes:

1. to receive the audited consolidated financial statements of Intertain for the year ended December 31, 2015 and the auditor's report thereon and the unaudited interim condensed consolidated financial statements of Intertain for the three and six months ended June 30, 2016;

2. to re-appoint BDO LLP, Chartered Accountants, as auditors of Intertain for the ensuing year and to authorize the directors to fix the auditors' remuneration;

3. to elect the directors of Intertain for the ensuing year;

4. to consider, pursuant to an interim order of the Ontario Superior Court of Justice (Commercial List) dated August 19, 2016, as the same may be amended, (the "**Interim Order**") and, if deemed advisable, approve, with or without variation, a special resolution of Intertain Shareholders (the "**Arrangement Resolution**") to approve:

   a. an arrangement pursuant to Section 182 of the *Business Corporations Act* (Ontario) to effect, among other things, the exchange of each existing Intertain Share for one ordinary share of Jackpotjoy plc ("**Jackpotjoy**") or, in the case and at the election of eligible Canadian resident Intertain Shareholders, one exchangeable share issued by an indirect subsidiary of Jackpotjoy (the "**Arrangement**"); and

   b. on a confirmatory basis, a capital reduction of Jackpotjoy to be completed shortly after completion of the Arrangement, the main purpose of which is to create distributable reserves on the balance sheet of Jackpotjoy which will provide Jackpotjoy with flexibility to pay dividends in the future if appropriate,

   all as more particularly described in the accompanying management information circular of Intertain dated August 19, 2016 (as it may be amended, supplemented or otherwise modified from time to time) (the "**Circular**"); and

5. to transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Only Intertain Shareholders of record at the close of business on August 15, 2016 will be entitled to notice of, and to vote at, the Meeting.

The Circular which accompanies this notice provides information regarding the business to be considered at the Meeting and includes the full text of the Arrangement Resolution and the Interim Order, attached thereto as Schedule C and Schedule E, respectively. The Meeting is both an annual and special meeting. Even if the Arrangement Resolution receives the required Intertain Shareholder approval, Intertain Shareholders must also consider certain other annual meeting resolutions including the re-appointment of auditors and the election of directors.

If you are a registered Intertain Shareholder, whether or not you are able to attend the Meeting in person, we ask you to complete, sign and return the enclosed proxy. Included in the enclosed proxy form and Circular are instructions on how to complete and return your proxy. Our transfer agent, Computershare Investor Services Inc., must receive your proxy no later than Wednesday, September 21, 2016 at 10:00 a.m. (Toronto Time), or, if the Meeting is adjourned, no later than 48 hours (excluding Saturdays, Sundays and holidays in the Province of Ontario) before any adjourned Meeting. You must send your proxy to our transfer agent by either using the postage-prepaid envelope provided or by mailing the proxy to The Intertain Group Limited c/o Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1. You may vote by telephone by calling 1-866-732-VOTE (8683) (toll-free within Canada and the United States) or 1-312-588-4290 or on the internet by going to www.investorvote.com and following the instructions. You will need your 15-digit control number located on the proxy form. If you wish to vote by telephone or on the internet, you must do so no later than Wednesday, September 21, 2016 at 10:00 a.m. (Toronto Time). In addition you may personally deliver your completed, dated and signed proxy form to Computershare Investor Services Inc. at 100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1 no later than Wednesday, September 21, 2016 at 10:00 a.m. (Toronto Time).

The above time limit for deposit of proxies may be waived or extended by the Chair of the Meeting at his or her discretion without notice.

If you are a non-registered Intertain Shareholder (for example, if you hold Intertain Shares in an account with an intermediary), you should follow the voting procedures described in the voting instruction form or pages iii, 6 and 29 of the Circular or call your intermediary for information on how you can vote your Intertain Shares. Note that the deadlines set by your Intermediary for submitting your voting instruction form may be earlier than the dates described above, and non-registered Intertain Shareholders wishing to vote by telephone or on the internet must do so no later than Tuesday, September 20, 2016 at 10:00 a.m. (Toronto Time).

Pursuant to the Interim Order, registered Intertain Shareholders have been granted the right to dissent in respect of the Arrangement and to be paid an amount equal to the fair value of their Intertain Shares. This dissent right, and the procedures for its exercise, are described in the Circular under the heading "*Dissenting Shareholders' Rights*". Only registered Intertain Shareholders are entitled to exercise the right to dissent. Failure to comply strictly with the dissent procedures described in the Circular will result in loss or unavailability of any right to dissent.

DATED this 19th day of August, 2016.

By Order of the Board of Directors,

(signed) Neil Goulden
Chairman of the Board of Directors