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

January 25, 2017

Item 3: News Release

A news release with respect to the material changes summarized in this material change report was issued by Jackpotjoy plc and Intertain on January 25, 2017 through the facilities of Canada NewsWire (CNW Group) 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 January 25, 2017, Jackpotjoy plc and Intertain announced that 73,718,943 ordinary shares of Jackpotjoy plc 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. Jackpotjoy plc and Intertain also announced the completion of Intertain's previously-announced plan of arrangement, pursuant to which Intertain became an indirect subsidiary of Jackpotjoy plc. The exchangeable shares of Intertain issued pursuant to the plan of arrangement were listed and commenced trading on the Toronto Stock Exchange ("**TSX**") on that same date.

Item 5: Full Description Of Material Change

On January 25, 2017, Jackpotjoy plc and Intertain announced that 73,718,943 ordinary shares of Jackpotjoy plc 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. The Jackpotjoy plc ordinary shares commenced trading at 8:00 a.m. (London time) on January 25, 2017 under the ticker symbol "**JPJ**".

Jackpotjoy plc and Intertain also announced the completion of Intertain's previously-announced plan of arrangement. Intertain is now an indirect subsidiary of Jackpotjoy plc and the exchangeable shares issued by Intertain pursuant to the plan of arrangement were listed and commenced trading on the TSX on January 25, 2017 under the ticker symbol "**ITX**".

Under the plan of arrangement, the former Intertain common shareholders received in exchange for each common share held by them either one Jackpotjoy plc ordinary share or, for those eligible Canadian resident shareholders who made a valid election, one exchangeable share issued by Intertain. The Intertain common shares (TSX:IT) are no longer trading and were de-listed from the TSX as of the close of trading on the TSX on January 25, 2017.

Pursuant to a supplemental indenture between Intertain, Jackpotjoy plc and Computershare Trust Company of Canada, all outstanding 5% convertible unsecured subordinated debentures of Intertain are now convertible into Jackpotjoy plc ordinary shares in accordance with the terms of the existing indenture (as amended), and there have been no other material changes to the terms and conditions attaching to the debentures. The conversion price in respect of the debentures will continue to be CAD$6.00, meaning that approximately 166.67 Jackpotjoy plc ordinary shares will be issued for each CAD$1,000 principal amount of debentures that is converted, rounded down to the nearest whole number of ordinary shares. The debentures now trade under the ticker symbol "**ITX.DB**".

Pursuant to the plan of arrangement, the directors of Intertain are Neil Goulden, Andrew McIver, David Danziger, Keith Laslop, Paul Pathak and Jim Ryan and, immediately following the implementation of the plan of arrangement, the board of directors appointed Nigel Brewster as a director, effective until the Corporation's next annual general meeting or until he resigns or his replacement is appointed or elected.

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

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

Angela Chu, General Counsel and Corporate Secretary
(647) 641-8404

Item 9: Date Of Report

January 31, 2017