

Date: February 5, 2020

The Intertain Group Limited – Notice of Change in Corporate Structure

The Notice of Change in Corporate Structure filed by The Intertain Group Limited on January 22, 2020 referred to January 13, 2019 as the effective date of the transaction due to a clerical error. The notice is being re-filed solely to reflect the correct effective date of the transaction, being January 13, 2020. No other changes have been made to the notice.

NOTICE OF CHANGE IN CORPORATE STRUCTURE

Pursuant to Section 4.9 of National Instrument 51-102 Continuous Disclosure Obligations

1. Names of Parties to the Transaction

The Intertain Group Limited (the “**Company**”).

2. Description of the Transaction

January 13, 2020 was the redemption date (the “**Redemption Date**”) of the Class C non-voting exchangeable shares of the Company (the “**Exchangeable Shares**”). As anticipated, on the Redemption Date, Intertain CallCo ULC exercised its overriding right to purchase all of the outstanding Exchangeable Shares not already held by it. As a result, at the close of business on the Redemption Date, each Exchangeable Shareholder ceased to be a holder of Exchangeable Shares and became entitled to receive a prescribed purchase price against deposit with Computershare Trust Company of Canada of the required exchange materials described in the Company’s July 30, 2019 management information circular.

The Exchangeable Shares were delisted from the Toronto Stock Exchange at the close of trading on the Redemption Date.

3. Effective Date of the Transaction

January 13, 2020.

4. Name of Each Party, if any, that Ceased to be a Reporting Issuer after the Transaction and of each Continuing Entity

The Company has applied and intends to take all steps necessary to cease to be a reporting issuer in every province of Canada in which it is a reporting issuer.

5. Date of the Reporting Issuer’s First Financial Year-End Subsequent to the Transaction

Not applicable.

6. Periods, Including Comparative Periods, if any, of the Interim and Annual Financial Statements required to be Filed for the Reporting Issuer’s First Financial Year Subsequent to the Transaction

Not applicable.

7. Documents filed under National Instrument 51-102 that described the transaction and where they can be found in electronic format

The following documents are available at the Company’s profile at www.sedar.com:

A News Release dated and filed June 26, 2019; a Material Change Report dated and filed June 28, 2019; a Notice of Meeting dated July 31, 2019 and filed August 9, 2019; a Management Information Circular dated July 30, 2019 and filed August 9, 2019; a News Release dated and filed August 30, 2019; a Report of Voting Results dated and filed August 30, 2019; a News Release dated and filed January 6, 2020; two News Releases dated and filed January 13, 2020; and a Material Change Report dated and filed January 22, 2020.

Dated: January 22, 2020.