FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

NorthStar Gaming Holdings Inc. (“**NorthStar**” or the “**Company**”)
220 King St. West
Suite 200
Toronto, ON M5H 1K4

Item 2: Date of Material Change

May 23, 2024.

Item 3: News Release

A news release with respect to the material change referred to in this report was disseminated by Newsfile Corp. on May 23, 2024. The news release is available on NorthStar’s profile at www.sedarplus.ca.

Item 4: Summary of Material Change

On May 23, 2024, NorthStar, announced that Chin Dhushenthen has been appointed Chief Financial Officer of the Company.

A copy of the news release is attached as Schedule “A” hereto.

Item 5: Full Description of Material Change

5.1 – Full Description of Material Change

On October 31, 2023, NorthStar, announced that Chin Dhushenthen has been appointed Chief Financial Officer. Mr. Dhushenthen held the title of Interim CFO at the Company since November 2023, and previously served as Vice President, Finance and Compliance. Chin Dhushenthen is a Chartered Professional Accountant with more than 25 years of executive experience across a wide variety of functions including finance, compliance, risk management and technology. Since joining NorthStar in 2021, Mr. Dhushenthen has led the development of the compliance and regulatory reporting functions and been actively involved in the financial reporting process. Prior to NorthStar, Chin spent 13 years in financial leadership roles at CAPREIT, Canada's largest publicly-traded provider of quality rental housing.

5.2 – Disclosure of Restructuring Transactions

Not applicable.

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 further information please contact:

Corey Goodman
Chief Development Officer
647-530-2387
investorrelations@northstargaming.ca

Item 9: Date of Report

March 12, 2025.

SCHEDULE "A"

NorthStar Gaming Reports First Quarter 2024 Results

Record wagering drives 63% revenue growth and 91% increase in gross margin

Toronto, Ontario--(Newsfile Corp. - May 23, 2024) - NorthStar Gaming Holdings Inc. (TSXV: BET) (OTCQB: NSBBF) ("NorthStar" or the "Company") today released its financial results for the three months ended March 31, 2024. All dollar figures are quoted in Canadian dollars.

"In the first quarter we continued our pattern of strong year-over-year growth, highlighted by record total wagers," said Michael Moskowitz, Chair and CEO of NorthStar. "Our premium customer experience and growing brand awareness are propelling higher player retention, strengthened loyalty and increased player values. These positive trends enable us to spend our marketing dollars more efficiently, contributing to improved operating leverage as the business scales."

Financial highlights for the first quarter ended March 31, 2024:

- Revenue, including managed services fees, net of bonuses, promotional costs and free bets, was $5.9 million in Q1 2024, an increase of 63% over $3.6 million in Q1 2023.
- Total Wagers1 at Northstarbets.ca were $218.0 million in Q1 2024, an increase of 56% compared to $140.2 million in Q1 2023.
- Gross Gaming Revenue1 at NorthStarbets.ca was $7.0 million in Q1 2024, an increase of 59% over $4.4 million in Q1 2023.
- Gross Margin was $2.2 million in Q1 2024, an increase of 91% over $1.2 million in Q1 2023, and represented approximately 37% of revenue compared to 32% of revenue in Q1 2023.

Recent Operating Highlights:

- Notable year-over-year improvements in key performance indicators (KPIs) included a 42% increase in active players, a 9% decline in cost per acquisition of a customer (CPA), and a 54% increase in estimated 12-month player values.
- Renewed the strategic marketing agreement with Playtech Software Limited, which will contribute services valued at up to $4 million through to October 31, 2024, designed to accelerate player acquisition in Ontario.
- Secured $3 million of short-term financing to fund the Company's continued growth through an unsecured promissory note to Playtech plc dated April 25, 2024 repayable in one year, or earlier upon completion by the Company of additional financing transactions.
- Recently celebrated the second anniversary of the NorthStar Bets platform, which launched in Ontario on May 9, 2022. Northstarbets.ca has generated more than $1 billion in total wagers[1] in its first two years of operations.

- Ongoing roll-out of enhancements to the Company's "Sports Insights 2.0" content vertical, an initiative announced in February 2024, with recent additions including player injury reports from industry leader RotoWire and a revised content strategy placing a greater emphasis on casino.

- Launched the VIP Elite program to help secure the loyalty and satisfaction of our most active players.

- Introduced branded studios for select live dealer games, prominently showcasing the NorthStar Bets brand and reinforcing the Company's positioning as a premium offering.

- Continued to strengthen the Casino vertical, which has surpassed 650 games covering all major categories and curated from leading vendors worldwide.

Outlook

"March was the strongest month of Q1, and we have maintained that momentum into the second quarter," said Mr. Moskowitz. "Our team is making regular improvements to our service offering, such as the recent launch of a VIP Elite strategy aimed at the most active players who drive a meaningful share of our results. We have some exciting demand creation activities planned for the coming months along with further innovations to our platform and content. We remain focused on unlocking value for our stakeholders and are excited about the opportunities ahead of us in 2024."

Appointment of Chief Financial Officer

NorthStar also announces that Chin Dhushenthen has been appointed Chief Financial Officer. Mr. Dhushenthen has held the title of Interim CFO at the Company since November 2023, and previously served as Vice President, Finance and Compliance.

"On behalf of the Board of Directors, I congratulate Chin on his appointment as Chief Financial Officer," said Michael Moskowitz. "Chin has demonstrated strong leadership of the finance team and excellent knowledge of our compliance and financial reporting systems. I look forward to his continued contributions."

Chin Dhushenthen is a Chartered Professional Accountant with more than 25 years of executive experience across a wide variety of functions including finance, compliance, risk management and technology. Since joining NorthStar in 2021, Mr. Dhushenthen has led the development of the compliance and regulatory reporting functions and been actively involved in the financial reporting process. Prior to NorthStar, Chin spent 13 years in financial leadership roles at CAPREIT, Canada's largest publicly-traded provider of quality rental housing.

Additional Information

For additional information, please refer to Company's condensed consolidated interim financial statements for the three-month period ended March 31, 2024, and the corresponding management's discussion and analysis ("MD&A"). These documents are available on SEDAR+ at www.sedarplus.com and on the Company's corporate website at www.northstargaming.ca.

About NorthStar

NorthStar proudly owns and operates NorthStar Bets, a made-in-Ontario casino and sportsbook gaming platform that provides players with a uniquely local, premier user experience. The NorthStar

Bets sportsbook provides real-time news, stats, analysis and scores directly in the betting environment along with the most popular online casino games. NorthStar's subsidiary, Slapshot Media Inc., provides managed services to Northstarbets.com, an iGaming site owned and operated by the Abenaki Council of Wolinak.

A Canadian company, NorthStar is uniquely positioned to become a convergence leader in the intersection of sports media and sports wagering thanks to its partnerships and agreements with leading media companies. NorthStar is committed to operating at the highest level of responsible gaming standards.

No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein. Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this press release.

Non-IFRS Financial Measures

Throughout this document, management uses certain non-IFRS financial measures and supplementary financial measures to evaluate the performance of the Company. The term "Gross Gaming Revenue" is a non-IFRS financial measure and the term "Total Wagers" is a non-IFRS supplementary financial measure. These measures are not recognized measures under International Financial Reporting Standards ("IFRS") and do not have a standardized meaning prescribed by IFRS and are, therefore, not necessarily comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of our results of operations from management's perspective and to discuss NorthStar's financial outlook. Accordingly, these measures should not be considered in isolation nor as a substitute for analysis of the Company's financial information reported under IFRS. We believe that securities analysts, investors and other interested parties frequently use non-IFRS measures, including industry metrics, in the evaluation of companies in our industry. Management also uses non-IFRS measures and industry metrics in order to facilitate operating performance comparisons from period to period, the preparation of annual operating budgets and forecasts and to determine components of executive compensation.

Total Wagers

Total Wagers is calculated as the total amount of money bet by customers in respect of bets that have settled in the applicable period. Total Wagers does not include free bets or other promotional incentives, nor money bet by customers in respect of bets that are open at period end. Total Wagers is used to provide investors with supplemental measures of our operating performance and thus highlight trends in our business that may not otherwise be apparent when relying solely on IFRS measures.

Gross Gaming Revenue

Gross Gaming Revenue is calculated as dollar amounts bet by customers less the dollar amounts paid out to the customers in respect of such bets which have settled in the applicable period.

Reconciliation of Non-IFRS Measures to IFRS Measures

In Q1 2024, the Company reported $7.0 million of Gross Gaming Revenue and has provided a reconciliation to the most comparable IFRS financial measure (Revenue) as follows:

	Three months ended	Three months ended
	Mar 31, 2024	Mar 31, 2023
	$ million	$ million
Gross gaming revenue from wagered games (sports- betting and casino transactions)	7.0	4.4
Bonuses, promotional costs and free bets	(1.2)	(0.8)
Sub-total Gaming revenue	5.8	3.6
Other revenue from managed services	0.1	-
Revenue	5.9	3.6

Cautionary Note Regarding Forward-Looking Information and Statements

This communication contains "forward-looking information" within the meaning of applicable securities laws in Canada ("forward-looking statements"), including without limitation, statements with respect to the following: expected performance of the Company's business, expansion into new markets and future growth opportunities and expected benefits of transactions. The foregoing are provided for the purpose of presenting information about management's current expectations and plans relating to the future and allowing investors and others to get a better understanding of the Company's anticipated financial position, results of operations, and operating environment. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. This 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 statements. This forward-looking information is based on management's opinions, estimates and assumptions that, while considered by NorthStar to be appropriate and reasonable as of the date of this press release, are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, levels of activity, performance, or achievements to be materially different from those expressed or implied by such forward- looking information. Such factors include, among others, the following: risks related to the Company's business and financial position; risks associated with general economic conditions; adverse industry risks; future legislative and regulatory developments; the ability of the Company to implement its business strategies; and those factors discussed in greater detail under the "Risk Factors" section of the Company's most recent annual information form, which is available under NorthStar's profile on SEDAR+ at www.sedarplus.com*. Many of these risks are beyond the Company's control.*
If any of these risks or uncertainties materialize, or if the opinions, estimates or assumptions underlying the forward-looking information prove incorrect, actual results or future events might vary materially from those anticipated in the forward-looking statements. Although the Company has attempted to identify important risk factors that could cause actual results to differ materially from those contained in the forward-looking statements, there may be other risk factors not presently known to the Company or that the Company presently believes are not material that could also cause actual results or future

events to differ materially from those expressed in such forward-looking statements. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. No forward-looking statement is a guarantee of future results. Accordingly, you should not place undue reliance on forward-looking information, which speaks only as of the date made. The forward-looking information contained in this press release represents NorthStar's expectations as of the date specified herein, and are subject to change after such date. However, the Company disclaims any intention or obligation or undertaking to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required under applicable securities laws.

All of the forward-looking information contained in this press release is expressly qualified by the foregoing cautionary statements.

For further information:
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[1] Represents a Non-IFRS financial measure. See "Non-IFRS Financial Measures" below for more information.

NORTHSTAR GAMING